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FREEDOM CITY



SECOND EDITION



FREEDOM CITY

A GREEN RONIN PRODUCTION

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SECOND EDITION

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F O R E W A R D

Freedom City's history began with the publication of *Amazing Comics #1* in 1938, which introduced the city to the world as the home of the super-powered Centurion. It continued to grow and develop through titles like *Liberty Stories, Smash Comics, Freedom Adventures,* and *Crime-Busters.* By the time titles appeared like *Atomic Comics #1* (featuring the first appearance of the Atom Family), *Freedom League, The Raven,* and *Powers: Agent of AEGIS,* Freedom City was well established in the minds of comic fans everywhere.

Well, okay, that's not *really* the history of Freedom City, but it could have been. In some alternate universe, separated from our own by a different vibration plane, maybe it is.

For me, *Freedom City* began in a 7-Eleven, where I first bought copies of comics like *The Fantastic Four, The Avengers, The Justice League of America* and, of course, *Superman* and *Batman.* Something for a bored 11 year-old to do with his allowance one summer turned into a love affair with comic books that continues to this day (more than a few years later). Those hundreds (soon to be thousands!) of comic books became the seeds of quite a few superhero roleplaying campaigns for me just a few years down the road. I've remained a fan of both comic books and superhero roleplaying games to this day.

The story of *Freedom City* really begins just a few years ago when I worked on a city sourcebook for a superhero game line. The project fell through, but I was having fun working on the city anyway. I continued to tinker with it in my spare time, adding a little more to it each time. I revised things several times and expanded the city's history and cast of characters. It grew well beyond that original project, taking on a life of its own until I had a full-blown setting on my hands. While there was plenty I could (and did) do with Freedom City for my own amusement, I wanted to open the city up for other people to enjoy as well.

I happened to mention the idea to Chris Pramas at Green Ronin Publishing and he made me an offer: I could design a superhero roleplaying game and Freedom City would become its first setting. I jumped at the chance and the *Mutants & Masterminds* roleplaying game was born. While working on *M&M,* I revised *Freedom City* to be a setting for super-powered adventures.

Both *Mutants & Masterminds* and *Freedom City* were incredibly well received, winning numerous awards, and creating an entire game line. Eventually, Green Ronin hired me to manage and develop that game line, and to create a new, more polished edition of both the game and the city that become its primary home. You hold the results of that work, with the advantage of a few years of hindsight and development, in your hands.

Jack Kirby, perhaps the world's most renowned comic book artist, once said, "We believe in heroes because, ultimately, we believe in ourselves." In *Freedom City*, you can do just that. For a little while, you can live in a world of wonder that's a little brighter (and a little darker in places) than our own. You can possess fabulous powers and safeguard the world from evil. You can hold the trust and admiration of millions, and fly among the skyscrapers of the City of Freedom. You can believe in heroes, and in yourself.

Welcome to Freedom City. Whether you're a newcomer or a long-time resident, I hope you enjoy your stay.

— Steve Kenson



INTRODUCTION

Freedom City is a setting for superhero adventures using the *Mutants & Masterminds* superhero roleplaying game, although it's suitable for use with any superhero RPG. Freedom City is a fictional metropolis somewhere on the east coast of the United States of America. In the tradition of the great fictional comic book cities, the exact location of Freedom City is left somewhat vague, allowing Gamemasters to place it anywhere they like in their own world. (For some ideas on possible locations for Freedom City, see **Chapter 7**).

The primary goal of this book is to provide a resource for players and Gamemasters. Players can use this book as a source of character ideas, background elements, subplots, non-player characters (particularly supporting characters), and enemies for their heroes. They can also use the characters in this book as examples when creating their own heroes.

Gamemasters can use Freedom City as a setting for a *Mutants & Masterminds* series, or take elements of the city and transplant them to a new location or a different setting. The book is full of people ranging from social workers and media personalities to Mob bosses and mayors, all ready to be dropped into a setting or adventure.

Freedom City provides numerous locations, which can be used as part of the city or incorporated into another city in the GM's campaign. There are businesses, government offices, hotels, casinos, hospitals, restaurants, tourist attractions, and numerous other places Gamemasters can borrow for use in their own games.

Finally, *Freedom City* has dozens of characters: heroes, villains, and some in between. There are also superhero teams, solo villains and villain teams, criminal organizations, and a government super-agency, all ready for use in any *Mutants & Masterminds* game.

BASIC PREMISES

Throughout this book, certain assumptions are made about the world of Freedom City and how it works. Gamemasters should feel free to tinker with these basic premises as desired, but should be aware that changing them can and should alter the character and feel of the setting. These basic premises parallel the classic comic book superhero worlds in many ways.

- People with super-powers have existed throughout Earth's history, but have become more prominent and numerous since the late 1930s. Freedom City in particular is an epicenter for superhumans, but they are found in other cities and places around the world.
- Nearly every sort of super-power or gimmick found in the comic books can and does exist in the world of Freedom City. There is magic, super-science, and aliens, lost worlds, gods, megalomaniacal supervillains, and more. Despite this, the world on the surface is still very much like our own and most of the history and society from our world also exists there.
- Costumed heroes and villains with superhuman powers have been public figures since the late 1930s. The overall history of superhumans roughly mirrors the history and trends of superhero comic books in the real world since their introduction in the 1930s.
- Superheroes and villains have aged since their first appearances, with the exception of some who are particularly long-lived or immortal. There have been several distinct "eras" of superhuman activity in the world, which resemble different periods in comic book publishing history.
- Virtually any type of character or plot from the superhero comic books can (and probably does) exist in Freedom City. All the various superhuman origins, powers, and themes co-exist in the setting. Any of the origins discussed in Mutants & Masterminds are available here.
- Although everyone has heard about superheroes and villains, and probably seen them (on TV, if nothing else), most people in Freedom City still live fairly ordinary lives, despite the occasional invasion from outer space or similar threat.

HOW TO USE THIS BOOK

Freedom City provides a complete and detailed setting for *Mutants & Masterminds* adventures, including the introductory adventures from the *Mutants & Masterminds* rulebook. This book is divided into seven chapters:

Chapter 1 is an introduction to Freedom City, its background, history, important events, and major neighborhoods and districts. It also provides large overview maps of the city and the surrounding area.

Chapter 2 is a look at the different aspects of life in Freedom City, from major businesses to the arts, popular culture, private associations, education, and health care. Throughout the chapter you'll find ideas for character backgrounds, adventures, and slice-of-life scenes for your games.

Chapter 3 covers Freedom City's government, law-enforcement, and public safety, including the police and fire departments, the mayor's office, the district attorney, and other people superheroes are likely to deal with on a regular basis.

Chapter 4 widens the view to take in the world around Freedom City, and the worlds beyond it. It touches upon the wider world, including other nations, then looks at hidden lands, the depths of space, and other dimensions beyond our own.

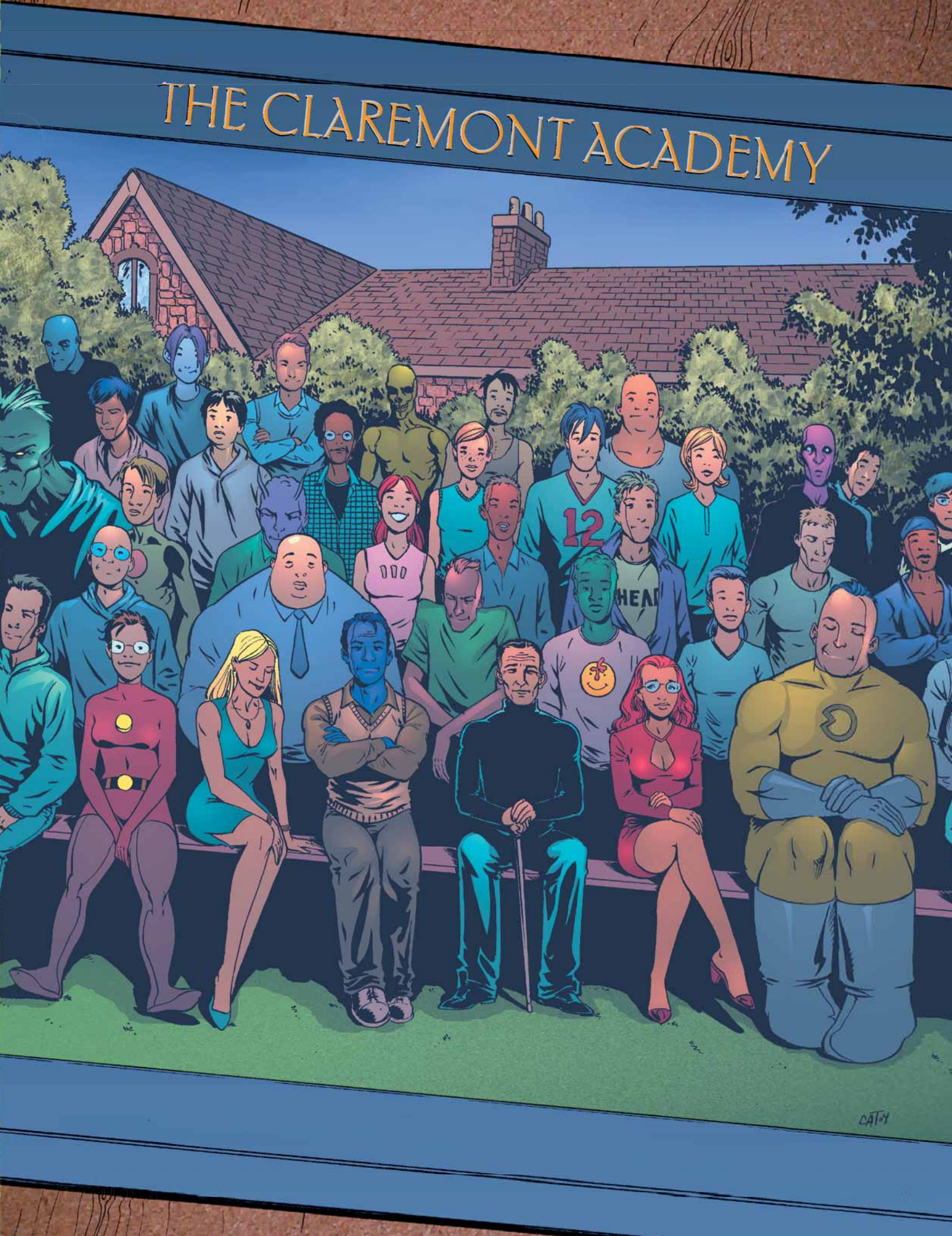
Chapter 5 details Freedom City's heroes, including the Freedom League, the Atom Family, and the Next-Gen. These heroes are usable as supporting characters, ready-to-play archetypes, or examples for players creating their own heroes.

Chapter 6 provides almost one hundred villains, ranging from teams like the Crime League to solo acts, and world-beaters like Omega and Star-Khan to street-level foes like Conundrum, Fear-Master, and the Silencer.

Chapter 7 looks at how to run your own Freedom City series for *M&M*, including character origins and options, campaign frameworks, and adventure ideas. It also reveals many secrets of the setting intended for the Gamemaster's eyes only.

The book concludes with an Appendix listing all of the major characters and groups, along with an Index for easy reference.

WELCOME TO FREEDOM CITY!


THE CLAREMONT ACADEMY
12
CATH

CHAPTER 1: A VISITOR'S GUIDE TO FREEDOM CITY

Freedom City is a thriving metropolis of modern buildings and architecture. It is home to millions, and more move into the area each day, drawn by the promise of a new life in a city filled with new jobs and new challenges. Freedom is one of the largest cities in the United States, one with a promising future.

This chapter provides an overview of Freedom City, including its unique history, geography, neighborhoods, and features. Once you've read through it, you should have a good feel for the city, what's there, and how to navigate it. The details of life in Freedom City (along with many places of interest) are provided in **Chapter 2**.

HISTORY

Freedom City has a long and rich history. It has been at the center of superhuman activity in the world since the beginning and the presence of superheroes and villains in the city has shaped its development and character for nearly a century.

PREHISTORY

Millions of years ago, intelligent life evolved on Earth—not early hominids, but the Serpent People. The pinnacle of saurian evolution, the Serpent People walked erect and built a civilization when humanity's earliest ancestors scurried underfoot to avoid the predators of a savage and primitive world.

For untold millennia, the civilization of the Serpent People waxed and waned. Empires rose and fell and the saurians developed advanced science and sorcery. They were pitiless creatures, without morals, merely a need to satisfy their curiosity and a desire to control their environment. Among the many sciences they mastered was genetic engineering, used to create various slave races and "pets," including experiments with early primates.

Serpent People society eventually fell into decadence and decay. They were impossibly ancient by the time the first human civilizations arose, and conflict between humans and the Serpent People was inevitable. Humanity might have been doomed to remain slaves and playthings of the saurians, had it not been for outside intervention.

THE PRESERVERS

During the time of the first true humans, aliens known as "the Preservers" visited Earth. The Preservers interfered with and encouraged the evolution of life across the galaxy. On Earth, they performed genetic experiments on tribes of primitive humans and collected extensive genetic samples, used to "seed" other planets in the galaxy with human life. The Preservers created a self-contained environment on the far side of Earth's Moon and planted a human colony there, where it developed in isolation from the rest of the human race.

Despite their name and their devotion to promoting life, the Preservers were not kind. They were alien, and they often treated their human subjects no better than laboratory animals. They showed no interest in the Serpent People, because of the saurians' civilization or genetics no one knows. Once they had done their work, the Preservers departed, taking with them numerous DNA samples, leaving behind scattered examples of their technology and the artificial lunar environment they created.

The alien intervention gave humanity a vital leg-up. Humans advanced by the Preservers eventually founded the island nation of Atlantis, which quickly rivaled the Serpent Empire of Lemuria in both technology and magical power. The two nations fought a series of wars, ending in the destruction of both and the sinking of Atlantis and Lemuria in the Great Cataclysm. So ended the great First Age of humanity as well as the Last Age of Lemuria.

Although there is evidence of the Preservers and their interventions throughout the galaxy, the ultimate fate of the aliens themselves remains unknown. The most popular theory is the Preservers transcended this plane of existence—and any interest in it—long ago.

AFTER THE FLOOD

Although remnants of the Atlantean and Lemurian civilizations survived the Great Cataclysm, they were scattered and isolated. The Serpent People were driven underground and to the netherworlds by the sinking of Lemuria, where they have remained ever since, except for occasional forays to the sunlit world. Ancient human heroes fought the savage Serpent People and their corrupt sorcerers.

Humanity fell back into barbarism and the Golden Age of Atlantis vanished into legend. Sorcery retreated into the shadows, where it has remained, perhaps because of some human racial memory linking it to the Serpent People and the doom of Atlantis. For thousands of years, humanity struggled slowly back up the ladder of civilization. There were heroes and villains in those ages, some gifted with abilities beyond those of ordinary mortals, but it was not until the modern era that such people became widely known as anything other than legends.

SHADOW OVER THE BLACK LAND

In ancient Egypt, the forces of light and darkness clashed as Apophis the devouring Serpent of Darkness sought to swallow the light of Ra, as Horus the Avenger of His Father struggled against the dark hand of Set. The noble prince Heru-Ra championed the cause of the light until struck down by the treacherous sorcerer Tan-Aktor. Both would be reborn in the future to continue their struggle.

The hero Pharos was invested with the mystic power of the light, while secret cults worshipping Set provided opportunities for the Serpent People to spread their influence. The cults invested their champion with the power of a living shadow, able to slip past any guards and kill with a touch.

FREEDOM CITY



A SUPER PLACE TO LIVE AND WORK!

The undead Atlantean sorcerer Malador sought to conquer the known world until wizards of the light, led by Earth's Master Mage, bound him in a hidden tomb in the Temple of Sirrion. He would remain imprisoned for thousands of years, until the 1930s.

THE AGE OF HEROES

In the Golden Age of ancient Greece, heroes arose like Hercules, Jason, Theseus, Perseus, and the Argonauts. They fought monsters like Medusa and the bronze giant Talos, the schemes of the dark god Hades, and dealt with sorceresses like Circe and Medea. The gods were more active in the world in those days, before their worship began to wane and Zeus decreed they would no longer intervene directly in mortal affairs. Certainly, divine interference in the Trojan War and the voyage of Odysseus caused no end of trouble for humanity.

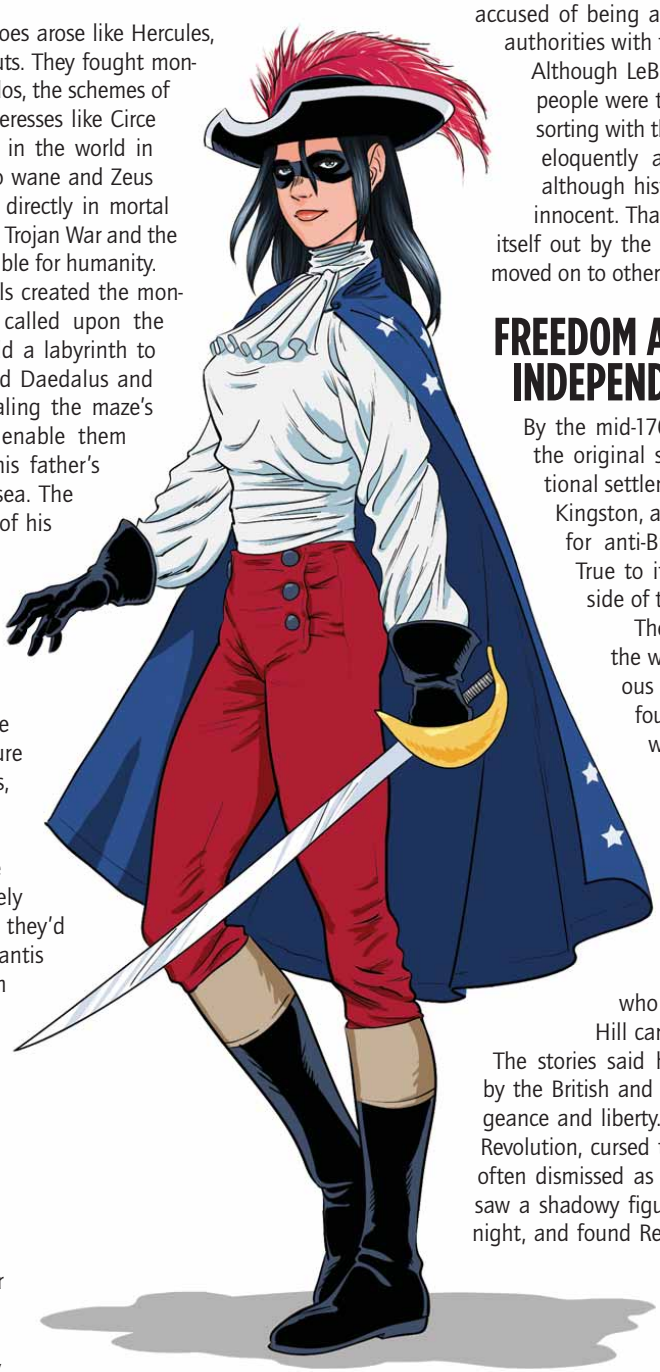
One of Zeus' dalliances among mortals created the monstrous Minotaur. King Minos of Crete called upon the genius of the inventor Daedalus to build a labyrinth to contain the creature. He then imprisoned Daedalus and his son Icarus to keep them from revealing the maze's secrets. Daedalus fashioned wings to enable them to escape, but Icarus, failing to heed his father's advice, plummeted to his death in the sea. The gods made Daedalus immortal, in spite of his refusal of their gift, and he wandered the world for centuries before choosing to use his inventions to help others again.

Although slain by the hero Theseus, the Minotaur was restored to life as Hades' instrument of revenge against Daedalus. The once-brutish creature learned a great deal over the centuries, becoming the head of the secret criminal organization known as the Labyrinth.

Explorers from Atlantis discovered the whole of the surface world was not entirely flooded in the Great Cataclysm as they'd believed. This led to a war between Atlantis and the people of Athens in the Aegean Sea. The cunning of the Athenians (secretly aided by Daedalus) allowed them to drive off the Atlanteans, who would not renew contact with the surface world for some time.

THE FOUNDING OF FREEDOM: THE 1600S

Freedom City began with the quest for independence, when Puritan colonists from England and the Netherlands arrived in the New World in 1630. They founded a small, walled town at the confluence of two rivers on a great bay and named it Freedom. They began to trade with the local Native American tribes like the Happanuk. Eventually, the settlers came into conflict with the natives as Freedom grew, and they fought a number of skirmishes. The settlement proved successful, leading more people to make the hard ocean crossing from Europe, and bringing trouble along with them.



Lady Liberty I

PROPHET'S CRUSADE

In the late 1600s, Freedom was home to the Reverend Elijah Prophet, a famous "monster hunter" and "witch finder." Prophet was the driving force behind a witch-hunt in Freedom in 1694 that lasted for nearly two years. Among the accused was Henri "Lupus" LeBlanc, a Frenchman accused of being a lycanthrope, who supposedly fled the authorities with the aid of "demons and evil spirits."

Although LeBlanc was never captured, a dozen other people were tried and hanged for witchcraft and consorting with the Devil. Prosecutor Lucius Cabot argued eloquently and forcefully to convict the accused, although historians believe the victims were entirely innocent. Thankfully, Freedom's witch hysteria burned itself out by the turn of the century, and Elijah Prophet moved on to other places, and other hunts.

FREEDOM AND INDEPENDENCE: THE 1700S

By the mid-1700s, Freedom had grown considerably, the original settlement expanding along with additional settlements in the area like Bayview, Hanover, Kingston, and Port Regal. The area became a focus for anti-British sentiment among the colonists. True to its name, Freedom was strongly on the side of the American Revolution.

The Revolutionary War brought the city and the world its first costumed heroes. A mysterious young woman known as Lady Liberty fought Tory spies and British soldiers, wearing a distinctive red, white, and blue costume like the uniform of a Colonial soldier, complete with tri-cornered hat, blue cloak, and a domino mask to conceal her identity. She became a rallying cry for Colonial forces, and stories of her saving doomed rebels spread like wildfire.

There were tales of Lantern Jack, who haunted the nighttime streets of Lantern Hill carrying a ghostly, glowing lamp with him. The stories said he was the ghost of a patriot hanged by the British and his lantern shone with the light of vengeance and liberty. Others claimed he was a traitor to the Revolution, cursed to wander the Earth. These stories were often dismissed as tall tales, but more than a few people saw a shadowy figure carrying a lantern in the fog late at night, and found Redcoats dead the next morning, looks of terror frozen on their faces.

From the New England colonies, people talked about Minuteman, a masked colonial soldier with the strength of ten men, who always seemed to arrive in the nick of time, vanishing just as quickly and mysteriously thereafter.

These heroes disappeared at the war's end and the achievement of American independence, but their stories were remembered, inspiring generations to come.

In 1779, Colonial Major Joseph Clark won a series of decisive victories over British forces in Freedom and its immediate neighbors, eventually driv-

ing out the British and securing the area for the colonial army. Following the war in 1789, Freedom and the outlying settlements formally incorporated as Freedom City.

FREEDOM BY GASLIGHT: THE 1800S

The nineteenth century saw continued growth and development for the city. Freedom City University was established in 1825 and the city became a bustling port as well as a center for learning and the arts. That same year Henry Beaumont began publishing the Freedom Ledger, the city's first daily newspaper. The outlying districts of the city were largely defined and the new West End and Southside neighborhoods began to grow with the influx of immigrants from Europe.

Stories found their way to Freedom City about the western frontier. They included "dime novel" tales of the exploits of mysterious masked men like the Pale Ranger, the Silver Sheriff, and the Indian magician Broken Crow of Magic Mesa, along with the Dust-Devil, Eagle Rider, el Gaucho, Madame Colt, and others. Similar stories came from Europe of the exploits of extraordinary gentlemen like Professor Challenger and Arthur Gordon Pym exploring lost worlds, including Dakana in darkest Africa, the depths of the inner earth, and a plateau in South America where dinosaurs still roamed.

In 1890, a series of grisly murders took place in the West End of Freedom City. A killer butchered four women over the course of the summer and autumn, identifying himself only as "Jack-a-Knives" in letters to the local press, similar to the "Ripper" killings in London two years previously. Despite the best efforts of the police, the murderer was never caught, although the killings—and the letters—eventually stopped. Rumors attribute the end of the reign of terror either to an appearance by Lantern Jack reported on nearby Lantern Hill or the presence of a famed British consulting detective and his associate, on holiday in Freedom City at the time.

DAWN OF A NEW CENTURY: 1900–1940

The start of the twentieth century saw Freedom City as a modern metropolis, but the gay abandon of the 1920s quickly gave way to the violence of gangsters and Prohibition. After that, the Great Depression saw fortunes ruined and the city sank into economic and social despair. The city and federal governments instituted work programs for the legions of Freedom City's unemployed, including a number of construction and beautification projects.

The start of the twentieth century bore witness to an event that forever altered the future of Freedom City and the world, although no one was aware of it at the time. Many saw comets as omens, but in 1918, the spectacular "comet" that appeared over Freedom City was in fact a life-pod from an alternate universe arriving in a flash of fire and cosmic power. Scientists speculate the arrival of the life-pod released a cascade of extradimensional energies, but perhaps something unusual about the city actually drew the life-pod there. Whatever the case, Freedom City quickly became a focus for the unexpected and the strange.

In the 1930s, adventurers and "mystery men" like the Bluesman, Doc Prophet, and John Danger operated in Freedom City, their exploits written about in the pulp magazines. Although their adventures were often fantastic, it was easy for the public to dismiss them as just stories, and their unusual powers as tall tales or exaggerations.

The first to truly carry the mantle of "superhero" was the Centurion, who revealed his presence to the world when he thwarted a robbery of the First National Bank of Freedom City in 1938. Bullets bounced off his golden breastplate and he lifted a getaway car into the air like a toy. The Centurion seemed to trigger the appearance of other many heroes, including Midnight, the Bowman, Freedom Eagle, and Johnny Rocket. There were rumors Lantern Jack had returned to his old haunts on the hill, although they remained unconfirmed for over a year.

Not long thereafter, in Germany, people got their first look at *der Übermensch*, Hitler's "Over-Man," poster-boy of the Aryan "Master Race." With powers to rival the Centurion, Übermensch left many nations worried about the future. What no one knew at the time was Hitler's so-called "Aryan superman" wasn't German, or even truly human, in fact, but a rogue member of a secret race of superhumans known as the Ultima (see **Chapter 4** and **Chapter 5** for more information).

> "Patrons and people outside the First National Bank of Freedom City yesterday witness the end of an era when they saw a man in blue, white, and gold lift up a getaway car with his bare hands, bullets bouncing off his gleaming breastplate. The age of the mystery man is over. The age of the Super-Man has arrived."
>
> — **The Freedom City Ledger,** June 1938

As the banner headline of the Freedom Ledger read, "The Age of the Super-Man" had arrived. Costumed crime-busters were no longer "mystery men," they were "super-heroes" and their foes were "super-criminals" or "super-villains." The term "super" entered common usage to refer to anyone with powers or abilities beyond those of ordinary people. Although scientists preferred terms like "metahuman" or "paranormal," to most people, they were supers, and so they remain.

THE WORLD AT WAR: 1941–1945

Although a number of supermen were active by the 1940s, the summer of 1941 saw the first appearance of the first super *woman*, with the same name and motif as the Revolutionary-era Lady Liberty, but this Lady Liberty could fly through the air and stop tanks with her bare hands. The sultry Siren appeared not long thereafter, gifted with powers from the sea, including a hypersonic singing voice.

On December 7th, 1941, the empire of Japan made a sneak-attack against the United States Naval Base at Pearl Harbor. One day later, a strange visitor appeared in Freedom City—the man known as Dr. Tomorrow. Arranging a meeting with President Roosevelt, Doc revealed he came from some fifty years into the future—a future where the Axis powers defeated the Allies and ruled a world without freedom or justice. He offered his help to change that future, and the president immediately ordered the formation of a team of American mystery men, led by Dr. Tomorrow and called the Liberty League.

Freedom City hosted the League's public headquarters, although they split their activities between the homefront and the European and Pacific Theatres of war, thwarting the plots of spies, saboteurs, and Axis super-soldiers. America was also plagued with homegrown criminals and bundists, some of whom became enemies of the Liberty League and banded together to form the first Crime League.

The Liberty League was not the only group of heroes during the war. Several heroes from different nations banded together as the Allies of Freedom. They were more active behind the lines in Europe, with the Liberty League operating based on Dr. Tomorrow's unusual insights. One thing Dr. Tomorrow did not account for (as he was himself unaware of it) was the influence of the mystical Thule Society in Germany and the Green Dragon Society in Japan, operating behind the scenes and using their occult powers to aid the Axis.

THE LIBERTY LEAGUE

The Liberty League was the world's first true superhero team and the premier team during the 1940s and '50s. A number of heroes banded together under orders from President Roosevelt and the guidance of Dr. Tomorrow, the Man from the Future.

For more information on some of these heroes and the legacies they left behind, see **Chapter 5**.

DR. TOMORROW

(Tom Morgan/Tomas Morgen): A time-traveler from a future world where the Axis won World War II.

BEACON (LANGSTON ALBRIGHT)

A later addition to the League, wielder of a mystic white light.

BOWMAN & ARROW (FLETCHER BEAUMONT & TIM QUINN)

A crusading newspaperman and his young ward, who used their archery expertise and an arsenal of trick arrows to fight crime.

CENTURION (MARK LEEDS)

Strange visitor from another Earth with powers of super-strength and endurance.

DR. ATOM (ALEXANDER ATOM)

Brilliant scientist and explorer, who more often worked in an advisory capacity with the League.

ELDRICH (ADRIAN ELDRICH)

Mysterious master of the arcane arts who advised the League in mystic matters, but otherwise operated largely on his own.

ENVOY (SARLYN)

Envoy from Utopia, sent to better understand humanity and, later, to prevent the Axis from threatening his homeland.

FREEDOM EAGLE (MICHAEL O'CONNOR)

Engineer who designed a winged flight suit the Nazis attempted to steal.

JOHNNY ROCKET (JOHNNY WADE)

Young lab assistant exposed to chemicals that gave him super-human speed.

LADY LIBERTY (DONNA MASON)

FBI secretary invested with the power of the Spirit of Liberty after she uncovered a Nazi sabotage plot. Lady Liberty possessed super-strength and wielded "the Light of Liberty."

MIDNIGHT (TRAVIS HUNTER)

Dark-clad crimefighter and peerless detective with a "midnight mist" able to black out an area.

PATRIOT (JACK SIMMONS)

Subject of a government super-soldier program, possessing near-perfect physical abilities and combat training.

SIREN (LYNN SIDON)

Torch singer lost overboard in a Nazi U-boat attack. Rescued by Prince Thallor of Atlantis and granted mystic sonic and aquatic powers in accordance with an Atlantean prophecy.



Sergeant Shrapnel

THE ALLIES OF FREEDOM

The Allies of Freedom were more of a war-front team than the Liberty League. While the League acted under orders from the President and traveled around the world protecting Allied interests and the homefront, the Allies fought primarily in Europe, where they were well known. It wasn't until after the war that stories of their exploits and heroism reached the United States.

Most of the members of the Allies were killed by their archenemies, Wilhelm Kantor and the shadow-villain Nacht-Krieger during the final days of the war. The Japanese villain Crimson Katana killed the Human Tank and Gunner, the last survivors of the team, in Japan in 1946.

LE REYNARD ROGUE (AMELIE DUTEMPS)

Masked French Resistance fighter renowned for her cunning, the "Rogue Fox" was the bane of Nazis occupying France and the leader of the Allies.

THE HUMAN TANK & GUNNER (HANK & TOMMY GRIFFIN)

American brothers granted super-powers in a lab explosion; Hank (the Human Tank) was transformed into "living metal" while Tommy (Gunner) could create sprays of metal and absorb metal weapons, including bullets, into his body.

LADY CELTIC (AMANDA PHIPPS-GORDON)

British woman wielding the magical power of the druids, later Hank Griffin's wife.

SERGEANT SHRAPNEL (TONY GORMAN)

American soldier abducted by aliens who granted him the power to make metallic objects, particularly machines, stop working or explode.

SPITFIRE JONES (HORATIO "DAVID" JONES**)**

British RAF pilot able to fly, and exert considerable strength while doing so. He was a dedicated foe of the German Red Eagle.

WHITE ROSE & WHITE THORN (SOPHIE & WOLFGANG SHAAL**)**

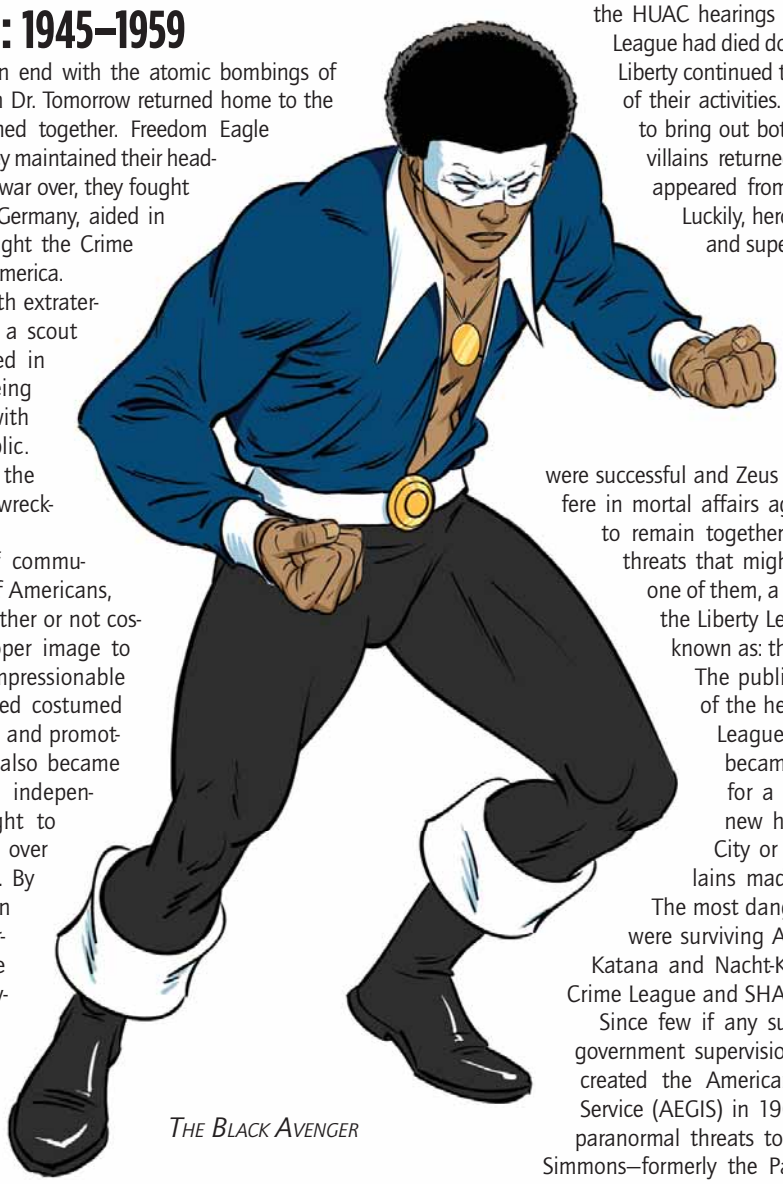
German wielders of the mystic "White Light" hunted by SS officer Wilhelm Kantor and Nacht-Krieger. White Rose and White Thorn imprisoned Nacht-Krieger in the sea near Freedom City and their powers were passed on to Langston Albright, the Beacon.

POST-WAR FREEDOM: 1945–1959

In 1945, World War II came to an end with the atomic bombings of Hiroshima and Nagasaki. Although Dr. Tomorrow returned home to the future, the Liberty League remained together. Freedom Eagle became their new chairman and they maintained their headquarters in Freedom City. With the war over, they fought profiteers in occupied Japan and Germany, aided in the rebuilding of Europe, and fought the Crime League and other malcontents in America.

Earth's first modern contact with extraterrestrial life came in 1947, when a scout ship from the Grue Unity crashed in the American Southwest after being damaged in a skirmish in space with their enemies from the Lor Republic. The U.S. government covered up the crash and took possession of the wreckage and the remains of the crew.

By the 1950s, the specter of communism was growing in the minds of Americans, and some began to question whether or not costumed heroes presented the proper image to American citizens, particularly impressionable young children. Politicians accused costumed heroes of encouraging vigilantism and promoting immorality. The government also became increasingly concerned with the independence of superheroes and sought to tighten their control, especially over the highly visible Liberty League. By this time the League operated on private donations—largely the fortune of Fletcher Beaumont (the Bowman)—and did not rely on government authority or approval.



The Black Avenger

The activities of a Grue scouting party on Earth did not help matters. The shapeshifting aliens sowed paranoia and suspicion in the United States. Although the truth of their presence was never revealed to the general public, and the Grue were rooted out and exposed, they drove a wedge between heroes like the Liberty League and an already mistrustful government. One rogue Grue, eventually known to humans as Pseudo, remained on Earth in the guise of journalist Rick Fox.

In 1955, the House un-American Activities Committee called the members of the Liberty League to testify, raising allegations of communist sympathies and immoral activities. The Committee demanded the League unmask and reveal their true names and identities as well as submit to governmental supervision. When the Leaguers refused to do so, the government declared the team dissolved and the League reluctantly disbanded. Some of its members continued to operate on their own for a few years, while others quietly disappeared into retirement. It would take a major crisis to reunite them. Only Centurion and a few other heroes remained active by the end of the decade.

HEROES RETURN: 1960–1972

By the start of the 1960s, much of the Red Scare fervor of the HUAC hearings and the disbanding of the Liberty League had died down. Heroes like Centurion and Lady Liberty continued to operate, largely ignoring criticism of their activities. Prosperity across America seemed to bring out both the good and the bad, as supervillains returned from inactivity and new threats appeared from the skies and other dimensions. Luckily, heroes old and new answered the call, and superheroes returned to Freedom City.

In 1960, the Greek god Hades invaded Freedom City with an army of the dead from Tartarus. A number of heroes united to oppose him, including Centurion, Lady Liberty, Daedalus, and the Raven. They were successful and Zeus forbade Hades to so directly interfere in mortal affairs again. Afterward, the heroes chose to remain together as a team to deal with similar threats that might arise, threats too great for any one of them, a team like the Liberty League. Since the Liberty League was no more, they would be known as: the Freedom League!

The public reacted positively to the return of the heroes, and teams like the Freedom League and later the Atom Family became celebrities and role models for a new generation of heroes. While new heroes began coming to Freedom City or elsewhere, old and new supervillains made their presence known as well. The most dangerous and hated of these villains were surviving Axis super-agents like the Crimson Katana and Nacht-Krieger, not to mention a revived Crime League and SHADOW.

Since few if any superheroes wished to work under government supervision, the United States government created the American Elite Government Intervention Service (AEGIS) in 1962 to deal with superhuman and paranormal threats to public and national safety. Jack Simmons—formerly the Patriot of the Liberty League—was appointed the agency's first director.

Throughout the 1960s, superhuman activity continued to rise, as if the years away had concentrated the wills of heroes and villains alike. Invasions from space and other dimensions became almost commonplace, but unlike the previous decades, humanity's faith in its heroes rarely wavered for long. Omega and the Terminus first attempted to invade Freedom City in 1965, and some speculate that the aftereffects of the incursion may have contributed to the rise of superhuman activity in the area.

FREEDOM'S TWILIGHT: 1972–1992

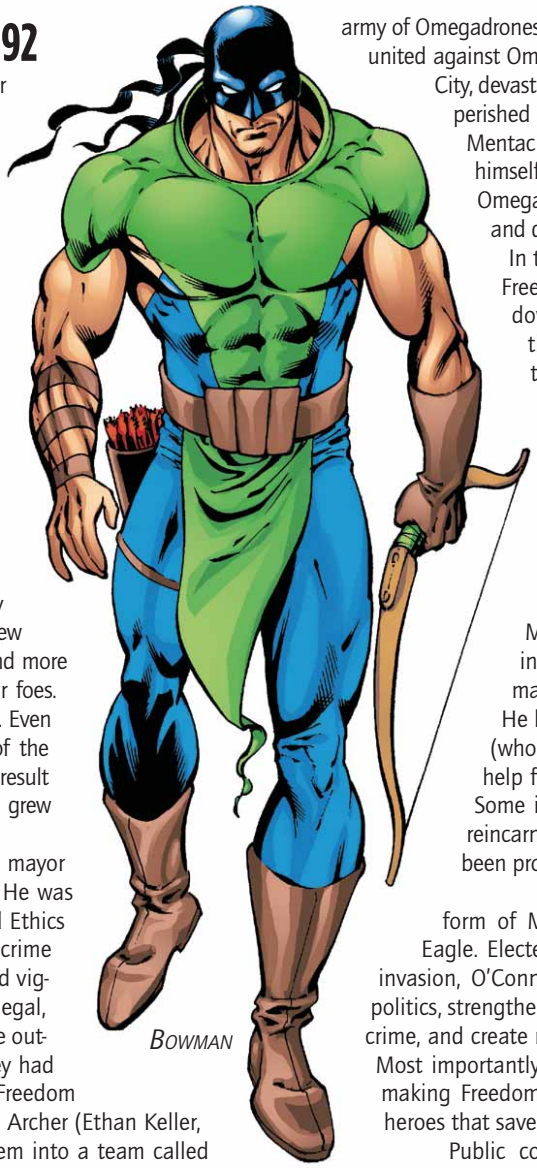
The 1970s saw the beginning of another decline for costumed superheroes. Heroes fell prey to villains and their own human frailties. Others went missing for long periods of time or left Earth for other endeavors, while still more began to feel their age and retired or passed away.

An increasing number of occult scares occurred during the 1970s, including the arrival of the vampire lord Dracula in Freedom City and the exposure of several "Satanic" cults, most of them connected with the long-hidden Serpent People. The murderous Jack-a-Knives went on a killing spree in the summer of 1977 while the Atom Family grappled with the lupine Wolfjack (actually their teammate Jack Wolf, under the influence of the cosmic Moonstone). Mystic figures like Lantern Jack and Eldrich were often associated with these happenings, although few gave them any credence.

By the 1980s, the public felt abandoned by the same heroes they counted on in years past. New heroes walked the streets of Freedom, but darker and more violent, capable of using deadly force to fight their foes. Their excesses seemed to fit the mood of the nation. Even today, sociologists debate whether the darkness of the late 1980s and early 1990s in Freedom City was a result of the darker heroes of the time or if they merely grew darker to reflect the attitudes of society.

In 1984, Freedom City elected Franklin Moore mayor on a platform of "zero tolerance" for vigilantism. He was supported by the Citizens for Order, Decency, and Ethics (CODE), and secretly backed by some influential crime families. Mayor Moore quickly outlawed "costumed vigilantism" in "his" city. Costumed heroes became illegal, and would be arrested if they continued to operate outside the law. Some heroes, like Centurion, felt they had no choice but to obey the law and retired or left Freedom City. Other new heroes chose to defy the law, and Archer (Ethan Keller, formerly the third Arrow) forged a number of them into a team called FORCE Ops (Freelance ORganization of Criminal Elimination Operatives).

For the rest of the decade, grim vigilantes fought a shadow war with psychotic criminals and gangsters, opposed by an increasingly corrupt police force and the mayor's office, which were both heavily influenced by the most powerful criminal kingpins.



Bowman

A NEW FREEDOM: 1993–PRESENT

Freedom City's fortunes seemed bleak for a long time, but the early 1990s saw changes large and small heralding a new day in the city by the bay. The city's darkest hour was the Terminus Invasion. Omega and his forces once again invaded Freedom City, but this time there were fewer heroes to stop them and they quickly established a beachhead.

Although the FORCE Ops fought back, they were no match for an army of Omegadrones, let alone Omega himself. The world's heroes united against Omega, resulting in a climatic battle in Freedom City, devastating the downtown area. A number of heroes perished in the struggle, including Andrea Atom, Mentac, members of FORCE Ops, and Centurion himself, who sacrificed his life in single combat with Omega, shattering the mad nihilist's support-armor and driving him back into the Terminus.

In the aftermath of the Invasion, large areas of Freedom City were damaged or destroyed, the downtown area all but leveled, and some of the world's greatest heroes were dead, but the bravery and sacrifice of those heroes kept things from being far worse. Freedom City reeled from the terrible blow, and might never have recovered had it not been for two figures: Doctor Metropolis and Michael O'Connor.

A mysterious entity of concrete, glass, and steel rose from the rubble of the city after Omega's defeat. Known as Dr. Metropolis, this "urban spirit" used his amazing powers to help restore Freedom City, making it better and stronger than ever before. He hardly worked alone, as heroes like Daedalus (who returned from his wanderings in space to help fight Omega) pitched in however they could. Some initially believed Metropolis was the soul or reincarnation of the Centurion, though this has since been proven nothing more than a rumor.

The city also found new leadership in the form of Michael O'Connor, Jr., son of the Freedom Eagle. Elected mayor only months before the Terminus invasion, O'Connor worked tirelessly to clean up the city's politics, strengthen the police department, draw a line against crime, and create new prosperity and jobs, with great success. Most importantly, he oversaw the repeal of the Moore Act, making Freedom City a welcome home once again to the heroes that saved it and the world.

Public confidence followed these brave men and their actions. Freedom City saw advancements in economics and technology through the 1990s and its population increased accordingly. New heroes began appearing as suddenly as they had in the 1940s and '60s, and many veteran heroes returned publicly or in secret to guide and advise a new generation. New incarnations of older heroes and institutions rose again, and Freedom City is proud to be home to more superheroes than any other city in the world. Recent years have seen the expansion of the Freedom League in the wake of an alien invasion, to better safeguard Earth from all manner of threats.

Now, Freedom City strides boldly into the twenty-first century. The city and its heroes prosper in the spirit of cooperation and mutual understanding. Although the world and the city still face many challenges, the future of Freedom looks bright indeed.

> "The first thing he said to those stunned National Guardsmen was "I am Metropolis." They said it was like the city itself spoke to them. He worked a great deal with us, and we grew quite used to referring to each other by title. Since he was so intelligent, it was a small step from "Metropolis" to "Dr. Metropolis." The nickname sort of stuck and Dr. Metropolis he became. He seemed both pleased and amused by the name at the same time."
>
> —Dr. Arthur Trent, Freedom City University, in an interview from the book **Rebirth of Freedom**

FREEDOM CITY TIMELINE

CIRCA 2 MILLION BC

The Serpent People found the Empire of Lemuria.

CIRCA 100,000 BC

The alien Preservers first visit Earth and tamper with humanoid genetics, taking various samples with them, which they use to "seed" other worlds with humanoid life.

CIRCA 50,000 BC

The Preservers make their last visit to Earth. They build a city on the far side of the Moon and place a human colony there before they depart.

CIRCA 20,000 BC

Humans advanced by the Preservers found the island nation of Atlantis.

CIRCA 10,000 BC

War between human-controlled Atlantis and serpent-controlled Lemuria triggers a great cataclysm, sinking both island continents. Atlantean survivors scatter, some founding the Utopian society, others the hidden city of Ultima Thule.

CIRCA 9500 BC

The Atlanteans rediscover the surface world and fight a war with Athens.

CIRCA 3000 BC

The Egyptian sorcerer Tan-Aktor betrays and murders Prince Heru-Ra. The Greek gods grant Daedalus immortality after the death of his son Icarus.

CIRCA 1200 AD

English Lord Richard Beaumont, renowned for his skill in archery, meets his time-displaced descendant, Fletcher Beaumont III (the Bowman).

1606

Jamestown, Virginia, the first permanent English settlement in the New World, founded.

1630

Landing of settlers in Great Bay at the future site of Freedom.

Buccaneers claim Tortuga, off the northwest coast of Hispaniola, in the Caribbean. Tales of the legendary Crimson Corsair spread as far as Freedom.

1631

Freedom officially founded with the building of its first common house and town hall

1669

Founding of Bayview

1694

Prophet's Crusade, witch-hunts begin in the Freedom area.

1696

Elijah Prophet leaves Freedom, ending the infamous witch-hunts.

1698

Founding of Port Regal

1719

Founding of Kingston

1745

Founding of Hanover

1770

Initial protests against the excesses of British troops in Freedom, Boston, and New York.

1773

Kingston Tea Party (a show of solidarity with Colonial rebels in Boston)

1775

Battle at Lexington Green and the start of the American War of Independence.

1776

The Declaration of Independence signed. American and British troops report the first sightings of a mysterious masked woman who becomes known as "Lady Liberty." The Minuteman first appears in the Boston area.

1779

American Major Joseph Clark wins decisive victories over the British, driving them from Freedom and the surrounding area.

1781

The British surrender to the American army at Yorktown.

1787

United States constitution framed and ratified.

1789

Incorporation of Freedom City.

1799

Establishment of Freedom College on the outskirts of the city

1825

Establishment of Freedom City University.

Freedom City's first daily newspaper—the *Freedom Ledger*—begins publication.

1861

American Civil War begins.

1865

American Civil War ends.

1889

Freedom City celebrates its centennial.

1890:

Jack-a-Knives terrorizes the red light districts of Freedom City.

The vampire lord Dracula terrorizes London.

Sioux shaman (and Master Mage) Broken Crow dies at Wounded Knee, South Dakota.

Occult rituals by the Brotherhood of the Yellow Sign thwarted by mages of the Order of Light.

1908

A massive explosion in Tunguska, Siberia flattens everything in a 35-mile radius. The cause remains unknown, with theories ranging from a rogue comet or meteor to an alien vessel or microscopic black hole.

1912

The *S.S. Titanic* sinks on her maiden voyage. Although the ship struck an iceberg, some later scholars suggest the Atlanteans were responsible, although there has never been any evidence to support this theory.

1914–1918

World War I fought in Europe.



1918

Centurion's life-pod enters Earth's dimension and lands west of Freedom City.

Thule Society founded in Europe based on ancient legends of the "lost land" of Ultima Thule.

1925

Police reports and newspapers attribute disrupted gangland activities to a mysterious crime-fighter called the Ghost.

1927

Johnny Danger delivers "Six Fingers" Scocci to police and breaks up the Tomo mob.

The Bluesman fights mob influence in the West End.

1928

Aurora Press produces pulp adventures of Johnny Danger, the Ghost, Bluesman, and others.

1935

Archeologist Adrian Eldrich discovers the lost Temple of Sirrion and awakens Malador the Mystic. Eldrich becomes Earth's new Master Mage.

Wilhelm Kantor becomes an initiate of the Thule Society and begins studying black magic.

1938

Centurion first appears, preventing a robbery at the First National Bank by lifting the getaway car off the ground with his bare hands, bullets bouncing harmlessly off him.

Midnight prevents a robbery by bogus "Martians" during Orson Wells' broadcast of *War of the Worlds*.

The Thule Society makes contact with the superhuman inhabitants of Ultima Thule, who erase their memories of the encounter after rejecting the notion of "Aryan superiority." However, one rogue Ultiman named Kal-Zed chooses to initiate contact with the Nazis, posing as a "sport" superhuman.

1939

The Freedom Eagle first appears.

The first non-American "mystery man" debuts when *der Übermensch* (Kal-Zed) appears in Germany. A number of German supers follow.

1940

The first Bowman makes his public debut, followed by Johnny Rocket.

Lantern Jack makes his first confirmed appearance in the modern era.

1941

A new Lady Liberty makes her first appearance in Washington D.C.

Nazi mastermind Wilhelm Kantor grants Nacht-Krieger his shadow-powers and lures a group of heroes into an ambush in Poland. Three are killed but the survivors go on to form the Allies of Freedom.

A German U-boat torpedoes and sinks a European luxury liner. American singer Lynn Sidon is among those missing and presumed dead.

The Japanese attack the American Naval Base at Pearl Harbor, Hawaii.

Dr. Tomorrow arrives from the future with the prediction that the Axis will win the war if history as he knows it remains unchanged.

President Roosevelt announces the formation of the Liberty League.

1942

The Patriot first appears in Boston and joins the Liberty League.

First appearance of the Siren along Freedom City's waterfront.

The Human Tank and Gunner appear in Port Regal and soon fight overseas in Europe, joining the Allies of Freedom.

Formation of the first Crime League in Freedom City, composed of costumed criminals threatened by the activities of the Liberty League.

1945

Nacht-Krieger kills many of the members of the Allies of Freedom. White Rose and White Thorn imprison him at the bottom of the ocean near Freedom City at the cost of their own lives.

Germany surrenders to the Allies.

The United States drops two atomic bombs on Japan at Hiroshima and Nagasaki. Japan surrenders, ending the Second World War.

1946

The Crimson Katana murders the Human Tank and Gunner in occupied Japan.

Siren marries Prince Thallor of Atlantis and leaves the surface world for her new home.

1947

Several UFO sightings reported as a result of a Grue/Lor skirmish in Earth's solar system. A Grue scout ship crashes near Roswell, New Mexico. The wreckage and the bodies of the crew are taken into government custody.

1950

A group of Grue scouts begin infiltrating and spying on the United States government.

1954

Hepcat, beat poet and vigilante, begins operating in the Fens area of Freedom City. Heroes thwart a secret Grue invasion of Earth.

1955

The HUAC hearings force the conscientious disbanding of the Liberty League.

The Freedom Eagle and Bowman retire.

After stopping King Cole and his Blackbirds, Midnight goes underground and is never heard from again.

1960

Hades, the Greek god of the Underworld, invades Freedom City with an undead army. A number of heroes band together to fend off the invasion. The heroes remain together to combat similar threats, founding the Freedom League.

1961

Dr. Alexander Atom makes his home in Freedom City, purchasing the newly constructed Goodman Building and moving there with his wife Anne and their daughter Andrea.

1962

The U.S. government establishes AEGIS (the American Elite Government Intervention Service), appointing Jack Simmons (formerly the Patriot) as its first director.

1964

AEGIS opens Blackstone Penitentiary off the coast of Freedom City, a prison specially designed to hold superhuman inmates, moving criminals from existing prisons.

Freedom City faces a British invasion when the Beatles visit the city. The Freedom League stops the musical mastermind Maestro from using the band to mind-control thousands of screaming fans.

1965

Omega and the forces of the Terminus pierce the dimensional barriers and invade Freedom City. Omega and his army are driven back by the League and Dr. Atom.

Sea-King (the son of Siren and Prince Thallor of Atlantis) joins the Freedom League.

1966

The *Freedom Friends* premieres, a cartoon *very* loosely based on the Freedom League's real adventures. Although campy and childish, the show is a hit, but only lasts until 1970 when legal issues and "creative differences" with the League lead to its cancellation. It remains a cult classic.

1969

Earth takes its "giant leap for mankind" with the first lunar landing, which draws the attention of the inhabitants of Farside City.

Freedom City mourns the death of Chester Brown, blues musician and former hero as the gang-busting Bluesman. Mayor Herbert Huntington honors him with a statue in Liberty Park.

Blackstar and Star Knight arrive on Earth. Star Knight later joins the Freedom League.

A scouting party from the Grue Unity arrives on Earth. They attempt to weaken Earth's defenses by impersonating the Freedom League. Although the Grue are soon exposed and repelled, the deception shakes public confidence in the League.

1971

Fletcher Beaumont, Jr., partner of the second Bowman, retires as Arrow due to problems with alcohol abuse. Although the story never goes public, Bowman retires not long thereafter.

The first annual Chester Brown or "C.B." Blues Festival takes place in Freedom City's Liberty Park.

1972

The Raven confronts his archenemy Dr. Sin and suffers crippling injuries while destroying Sin's airship fleet. He marries Dr. Sin's daughter Jasmine by the end of the year and hangs up his cape and cowl. Their daughter, Callie Summers, is born the following year.

Lady Liberty's powers fade and eventually disappear altogether. She continues to operate for a time without them, but eventually chooses to retire.

1973

Dracula, lord of vampires, stalks the streets of Freedom City.

1974

Fletcher Beaumont, Jr., now in recovery, adopts the identity of Bowman with Ethan Keller as the new Arrow, each the third person to continue the legacy of the Daring Duo.

1975

Daedalus leaves Earth on board his starship *Icarus* to explore the galaxy.

Black Avenger quits the Freedom League, deciding he can do more good as a solo hero.

1977

Four prostitutes in Freedom City's Fens neighborhood are murdered. The killer turns out to be Jack-a-Knives, although the public believes it is a copycat imitating the crimes of the 19th century serial killer.

The Atom Family, including daredevil Jack Wolf and a young debunker of the paranormal called Mentac the Magnificent, explore other dimensions, outer space, and the deepest recesses of the Earth. Although they fend off alien invasions, rampaging dinosaurs, and would-be conquerors while exploring lost worlds, fantastic ruins, and the inner Earth, many of the Atom Family's adventures do not become widely known to the public.

Due to pressures in his work and personal life, Bowman secretly begins drinking again.

Star Knight leaves Earth to return to Citadel, taking Blackstar there for trial and imprisonment.

1978

The Daring Duo suffers a humiliating public defeat due to a drunken Bowman, who retires in disgrace. Arrow defeats the Shark Syndicate



alone, and continues to operate on his own, refusing to adopt the name and costume of Bowman.

1979

Lucius Cabot returns to Freedom City for the first time in a century and moves the law firm of Cabot, Cunningham & Crowley from New York to Freedom City.

Brainstorm and Scarab sacrifice their lives to save the Freedom League from the mental domination of the Scions of Sobek, long-dead Egyptian sorcerer-priests, awakened by the machinations of SHADOW. The Freedom League begins a series of reorganizations and changes.

1980

Ethan Keller adopts the code-name Archer and begins a ruthless war on drug-lords and organized crime. Unlike his predecessors, Archer sometimes uses lethal force to strike fear among the criminals of the city.

1981

Two members of the Freedom League—Tectonic and Halogen—die stopping the rampage of the Katanarchists, led by the Crimson Katana. Centurion disbands the League before more lives are lost.

1984

The wedding of Andrea Atom and Prince Mentac marks the end of the original Atom Family's adventuring careers. Jack Wolf leaves Freedom City to become a mercenary.

Franklin Moore elected Mayor of Freedom City on a platform of "zero-tolerance" for crime and vigilantism. Costumed heroes are outlawed, and even some stalwarts like Centurion are forced to stop operating in Freedom City.

1985

Castle Comics starts up in New York City and buys up the rights to the pulps and comics properties of the long-defunct Aurora Press and Aurora Publishing Group.

Maximus Atom is born. Anne Atom dies from complications due to cancer.

In defiance of the Moore Act, Archer forms FORCE Ops, uniting a young (sometimes brutal) cadre of heroes to fight Mayor Moore's political machine as well as more standard menaces and enemies. They new heroes are branded outlaws.

1986

Tess Atom is born.

1988

Victoria Atom is born.

1989

Harry Wiseman takes the helm of Castle Comics and immediately plans the move of its central publishing house and offices to Freedom City.

Chase Atom is born.

Freedom City celebrates its bicentennial.

1992

Michael O'Connor Jr.'s "No Moore" campaign wins him the mayoral election by a landslide—particularly after FORCE Ops exposes some of Franklin Moore's criminal ties. Mayor O'Connor devotes his efforts (and considerable personal fortune) toward rebuilding people's trust in their leaders and in Freedom City.

1993

The Terminus Invasion. The armies of Omega invade Freedom City. The largest alliance of heroes ever seen unite to repel the invaders. Many heroes die or are seriously injured in the battle. Centurion sacrifices himself to shatter Omega's support armor, forcing the overlord to retreat back into the Terminus. Freedom City

and the world mourn the loss of their greatest hero.

Dr. Metropolis makes his presence known in Freedom City. FORCE Ops is no more in the aftermath of the invasion, leaving Freedom City without a team of heroes.

Jack Wolf returns to Freedom City, with Andrea Atom and Mentac missing and presumed dead following Omega's defeat. Dr. Atom, himself dying of cancer, transfers his intellect into a holographic computer system. Jack becomes the legal guardian of the Atom children.

Mayor O'Connor repeals the Moore Act, making superheroes legal in Freedom City once again. A grateful city welcomes their return with open arms.

1994

A group of heroes re-establishes the Freedom League, and it quickly becomes the world's premier superhero team.

Mayor O'Connor establishes Honor Day, the annual citywide holiday to commemorate the defeat of Omega and the sacrifice of the Centurion and other fallen heroes, with the dedication of the Sentry Statue in Riverside Park

1995

Malador the Mystic takes control of Dr. Metropolis and has him seal up five occupied buildings for a ritual sacrifice on a massive scale. Eldrich, Lantern Jack, and Siren defeat the enthralled hero and the evil sorcerer. Malador appears slain when Dr. Metropolis drops a building on him, but reappears to battle Eldrich the following year.

1996

Mayor O'Connor wins re-election.

1998

The next generation of the Atom Family becomes well known when Dr. Atom's four grandchildren develop super-powers.

1999

Despite worldwide fears of computer chaos, the Freedom League handily defeats the Millennium Bug and his Y2K Drones.

2000

Michael O'Connor Jr. wins re-election to a third term in office.

The Millennium Bug, with some extradimensional help from the Terminus, wreaks havoc by freeing the inmates of Blackstone. While the Bug and most others meet defeat that night, it takes the world's heroes more than six months to recapture all the escapees, the last being the Green Man after his defeat by the Next-Gen.

Jack Simmons, the Patriot, passes away in a government hospital. His memories and personality are downloaded into an advanced android, allowing Simmons to continue working as a government agent behind the scenes.

2001

An alliance of super-villains destroys Freedom Hall and seriously wounds or disables most of the Freedom League. Daedalus defeats the villains apparently by himself, though unconfirmed rumors suggest he had aid from the mysterious Foreshadow. The League rebuilds Freedom Hall to its current splendor within the year.

Duncan Summers, the original Raven, opens the Claremont Academy in Bayview. He begins teaching the next generation of super-powered youngsters about the deeds and the sacrifices of all those who came before them.

2002

The Centurion reappears, claiming to have been trapped in the Terminus for years. He turns out to be an imposter created by Omega to infiltrate Earth's heroes. Chase Atom exposes the deception and the false "Alpha Centurion" is defeated and trapped in the Zero Zone.

The Freedom League and the Atom Family stand off against Atlanteans preparing to invade the surface world. The Next-Gen travels to Atlantis with their teammate Nereid to help free her father and the rest of the Atlantean royal family from the clutches of the Deep Ones, who have seized control of Atlantis using the Serpent Scepter. The Atlanteans are freed and the invasion averted.

Omega attempts to destroy the multiverse with a series of cosmic bombs. Only last-minute intervention by a small band of heroes and the cosmic entity known as the Norn saves all creation from annihilation.

2003

The Green Man co-opts and uses Dr. Metropolis' power to turn Freedom City into a primeval rainforest. Freed by fellow heroes, Metropolis reclaims his power and imprisons the Green Man deep within the Earth.

2004

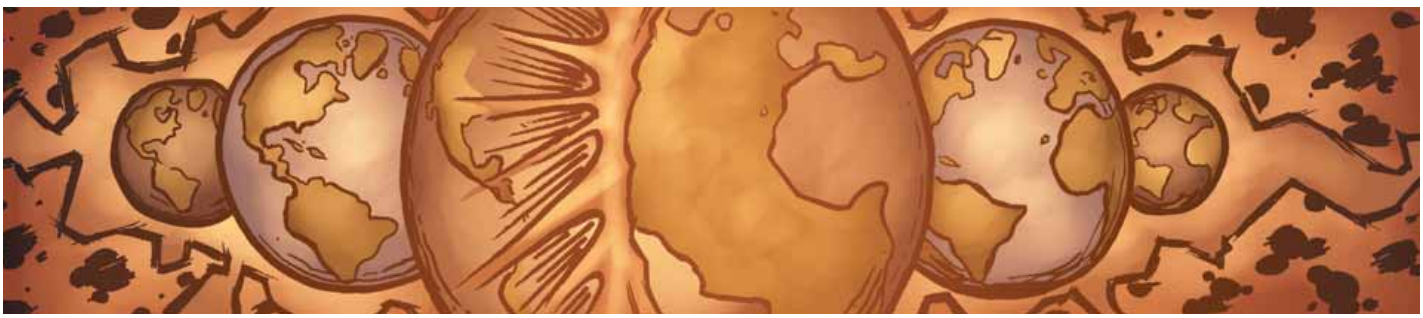
With the escape of the rogue Blackstar, Mentor appoints police officer Maria Montoya the new Star Knight of Earth's sector of space.

Fletcher Beaumont III, the fourth Bowman, graduates from the Claremont Academy and joins the Freedom League.

The Grue Unity launches an invasion of Earth. The Freedom League and its allies—including numerous reserve and inactive members—manage to hold off the alien fleet. Chase Atom defeats the Grue Meta-Mind in psychic combat with the aid of the Moonstone and Earth's gathered psychics and mystics. Star Knight officially joins the Freedom League following the invasion.

2005

The Freedom League builds a satellite headquarters dubbed "the Lighthouse" and greatly expands its ranks to act as guardians of the entire world. Freedom Hall becomes the team's local outpost in Freedom City.



THE CENTURION

POWER LEVEL 16

STR	DEX	CON	INT	WIS	CHA
+20	+1	+20	+1	+2	+2
50	13	50	13	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+20	+20	+6	+10

Skills: Concentration 8 (+10), Diplomacy 6 (+8), Intimidate 8 (+10), Knowledge (art) 2 (+3), Knowledge (civics) 4 (+5), Knowledge (history) 9 (+10), Knowledge (technology) 8 (+9), Knowledge (theology and philosophy) 4 (+5), Language 1 (Latin), Notice 8 (+10), Profession (teacher) 6 (+8), Sense Motive 12 (+14)

Feats: All-out Attack, Attack Focus (melee) 2, Improved Initiative, Inspire, Power Attack, Second Chance (Will saves against Mind Control), Ultimate Effort (Strength checks)

Powers: Flight 8 (2,500 MPH), **Immunity 8** (aging, cold, disease, heat, poison, radiation, pressure, starvation), **Impervious Toughness 10**, **Speed 4** (100 mph), **Super-Senses 4** (extended vision 2, low-light vision, ultra-hearing), **Super-Strength 12** (50,000 tons)

Combat: Attack +10 (+12 melee), Grapple +42, Damage +20 (unarmed), Defense +10, Knockback –15, Initiative +5

Note: These traits do not take into account any points Centurion had allocated to his equipment, such as his Sanctum (see **Chapter 4**) or anything found in it. In the early years of his career, Centurion had ranks in Leaping rather than Flight.

Abilities 95 + Skills 19 (76 ranks) + Feats 8 + Powers 66 + Combat 40 + Saves 13 = Total 241

Real Name: Mark Leeds	
Identity: Secret	**Occupation:** History professor
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 6'1"	**Eyes:** Blue
Weight: 200 lbs.	**Hair:** Blond



A "shooting star" seen above Freedom City streaked westward and came quietly to rest in Wharton Forest. Tom Leeds found the capsule, and the baby boy inside. Concealing the life-pod, Leeds and his wife Mabel turned the child over to the Danvers Orphanage in Freedom City and adopted him soon thereafter, naming him Mark.

The Leeds raised Mark and, as his powers matured, taught him to use his gifts responsibly. Young Mark Leeds later learned the truth about his origins, the existence of the Terminus, and the world from which he came from a recording device in his life-pod. Fashioning a Romanesque costume to conceal his true identity, he adopted the sobriquet "Centurion" and used his powers to fight crime and injustice. In his secret identity, Leeds worked as a professor of history at Freedom City University (specializing in the Roman Empire).

The Centurion was a founding member of both the Liberty League and the Freedom League. It wasn't until his time with the Freedom League that it became clear the Centurion's powers included a greatly extended lifespan; although over forty years old by the founding of the Freedom League, he still looked like a man in his late twenties.

Mark Leeds married Laurie Lamont in the 1950s. They were never able to have children, most likely because of the cosmic energies that altered Mark's physiology. Mrs. Leeds passed away in the late 1980s while Mark remained young and vital (using makeup to make it appear Mark Leeds was aging normally). Leeds disappeared into "retirement" after that, and Centurion spent most of his time in his costumed identity. He was invited on several occasions to live with the Ultima (see **Chapter 4**) but felt he couldn't abandon his responsibilities to the world.

Throughout much of his career, one of the Centurion's greatest foes was Omega, who destroyed his home world. Centurion swore the same fate would not befall his adopted home. He finally gave his life in battle against the Lord of the Terminus to save the world, and every nation on Earth mourned his loss. Freedom City commissioned and dedicated the Sentry Statue in his honor, and the legacy of the Centurion continues to inspire a new generation of heroes.

Although there has been at least one imposter posing as the Centurion returned to life, as yet no new hero has adopted the Centurion's distinctive name or costume, and wisely so; both are considered sacred in the superhero community.

Although some masked "mystery men" appeared before him, the Centurion was Freedom City's first true superhero and remains one of its greatest to this day. He was born on a parallel Earth where the Roman Empire never fell; this Earth also held a far more advanced technological civilization than any on twentieth century Earth.

Invading forces from the Terminus, led by Omega (see **Chapter 5**) were on the verge of conquering that Earth when one of its leading scientists placed his infant son in an experimental dimensional capsule and sent it across dimensions to another habitable world: our own Earth. In so doing, he inadvertently exposed Freedom City to a cascade of interdimensional energies and made Omega aware of its existence. Exposure to the cosmic energies also changed the infant, giving him the potential for tremendous powers.

LAYOUT OF THE CITY



Freedom City is situated along the coast at the confluence of the Wading and South Rivers where they flow into Great Bay, which makes its way through the Centery Narrows out into the ocean. The Interstate passes close by the city along the coast, providing easy access to all points of the city by land.

The heart of the city—downtown—lies between the rivers while the entire metropolitan area spans both sides of the rivers. Southside can be found on the far bank of the South River. Northward is Hanover, a largely college and technical community, home to a number of small businesses. To the west are a collection of suburbs and national forest with unspoiled natural terrain and opportunities for camping, hiking, and other outdoor activities. The downtown peninsula's elevation rises gradually toward Lantern Hill, while the land south of the South River rises toward low hills in Bayview and the areas south of the Jordan Airport. Parts of the seaside around the Centery Narrows and Great Bay rise a short distance above the water with some seaside cliffs in spots. Along the east are several coastal communities, exclusive estates, and manor houses, some of which date back centuries.

The city planners laid out downtown Freedom City as logically as possible within the constraints of existing roads, land area, and geological features. The central areas of the city are fairly new, heavily reconstructed after the Terminus Invasion, as are the suburban communities to the west. Sandwiched in between those areas are older communities, ranging from the affluent Lantern Hill in the north and the crowded West End to the less fortunate Greenbank and Fens neighborhoods along the South River.

Downtown Freedom City generally follows a grid pattern. East-west streets have the names of prominent individuals honored by Freedom City. North-south avenues are numbered, starting from Riverside and heading west to the Wallace Expressway. Alleys running between buildings in the downtown area are common, and are generally numbered separately from streets.

In outlying areas (like Lantern Hill, Hanover, and Southside), streets tend to meander. There are also more one-way streets, cul-de-sacs, and multi-street intersections. These streets are older, so they are often narrower, less organized, and in slightly worse condition. Traffic back-ups are becoming increasingly common on both sides of the downtown area, and renovations are ongoing.

GETTING AROUND THE CITY

Many Freedonians get around by driving, and the city is relatively "car friendly," although there are the occasional traffic problems, particularly in the downtown area. Freedom City offers several other transportation options, as well as ways of getting into and out of the metro area.

FREEDOM CITY TRANSIT AUTHORITY (FCTA)

The city government is justifiably proud of the Freedom City Transit Authority, or FCTA. The system handles mass transit in the metropolitan area, using a combination of buses, subways, and a monorail line. The city prides itself on having a mass transit system that is efficient and in widespread use, reducing traffic congestion on the city streets. Any part of Freedom City's metro area is reachable by public transportation (and possibly a bit of walking). City buses run throughout the metro area with frequent stops. A new fleet of buses was put into service only a few years ago.

The Freedom subway system underwent heavy reconstruction and renovation after an attack by the Terra-King and his Sub-Terran minions. A number of subway tunnels collapsed or were so badly damaged it was considered safer to seal them off. The assistance of several heroes (particularly Dr. Metropolis) permitted the excavation of newer tunnels and stations. Freedom City currently has one of the most modern and efficient subway systems in the country. The trains run throughout the metro area, to the outskirts of the city, with regular stops. Letters (A through E) designate the different subway lines. Centennial Station in City Center is the oldest subway station in the city, opened during Freedom City's centennial celebration in 1889.

The pride and (usually) joy of the FCTA is the city's monorail system, running in a ring around the downtown area, carrying passengers quickly around the city. The monorail runs on an elevated track two stories above street level, with regular stops at street-side platforms or even inside some buildings. Two tracks run in parallel, allowing trains to run in both directions at once. The monorail is a popular means for tourists to see the city, as well as inexpensive public transportation.

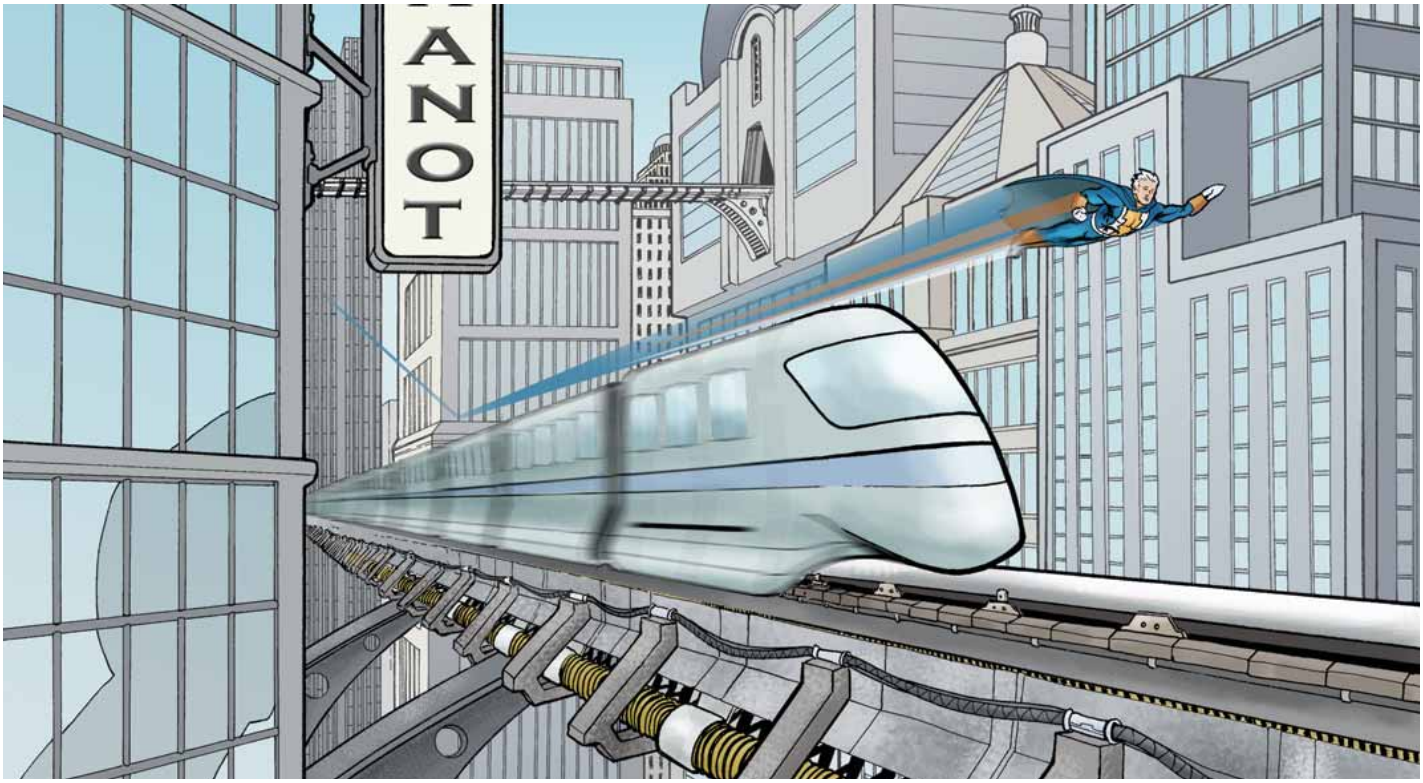
BRIDGES & HIGHWAYS

Four bridges connect central Freedom City to outlying districts. The Lindroos Bridge connects Kingston to the business district, while the Pramas Bridge runs from Riverside to Bayview, with Route 4 connecting them. To the west, the Mangold Bridge crosses the Wading River from Hanover into the North End and Lantern Hill, while the Mona-Glenn Bridge crosses the South River from Greenbank to Lincoln with the two connected by the Wallace Expressway.

The long Centery Bridge stretches across the Centery Narrows, allowing the state highway to cross between Great Bay and the city. The bridge affords a spectacular view of Freedom City and is high enough not to interfere with water traffic entering or leaving the Narrows. Unfortunately, the Centery Bridge is also a popular target for criminals, terrorists, and giant sea monsters.

TAXIS

Many different taxi services operate in Freedom. The city government takes pains to ensure the city's taxis are clean and efficient. The primary cab companies in the city are the red and white Liberty Cabs, ubiquitous Yellow Cabs, and F.C. Taxi, the green and black taxis driven by Freedom College students, the fares helping fund the college and paying the drivers' tuitions. The newest and smallest of the cab companies is NETaxi, a USNet affiliated service providing sleek silver cabs with PDA and lap-



top ports and wireless hookups so no one (especially USNet employees) misses a meeting or an e-mail while stuck in traffic.

THE PHANTOM CAB

One unusual "taxi service" also shows up in Freedom City. Since colonial times, Freedonians in trouble and in desperate need of transport have found themselves confronted by a mysterious cab—be it a horse and buggy or the most modern of automobiles—which gets them quickly and safely out of harm's way. While in the driver's presence, folks never feel any unease, and in fact are calmed by his quiet confidence. Only afterwards do they think of him and his cab as a strange visitation. Locals refer to it as "the Phantom Cab" and to its driver as "Max." No one knows where the Phantom Cab comes from, or where it goes. It seems to appear when and where it's needed for reasons beyond mortal comprehension.

RAILROADS

A Union Railroad freight yard is located on the outskirts of the metro area in Greenbank, where tracks run along the South River. Boxcars arrive here from all over the country bound for various destinations. Warehouses in Greenback handle freight entering and leaving the city, although some of them are derelict these days. Some conceal hidden bases or serve as meeting places for criminal activity.

A new passenger bullet train also stops in Freedom and is a popular way for tourists to arrive in the city in style. The train rides along a maglev track, and stops at a restored 1930s Art Deco style train station on the outskirts of the downtown area in the city's North End.

BOATS AND SHIPS

The Freedom Port Authority handles all shipping in and out of the city. The docks along the waterfront see all kinds of ships, from fishing boats and tugs to cargo-haulers and tankers to cruise ships and private vessels. Warehouses hold cargo until it is shipped off elsewhere. The Mob is rumored to control a portion of all dockside business, and several warehouses have proven to hold contraband being smuggled in or out of the country. Parts of the waterfront are home to cheap pool-halls and dives frequented by sailors.

AIRPORTS

Three airports handle air-traffic entering and leaving Freedom City. Most visitors to the city arrive by car or by air these days, and the city's largest airport has steadily expanded over the years.

Jordan International Airport, located south of the metro area, provides commercial air service to most U.S. cities, Canada, Mexico, and several cities in Europe. Short commuter flights to nearby cities depart on a regular basis, popular with business travelers.

The original airport was opened in 1927, but expanded and upgraded in 1962, and again a few years ago, to handle the increased air traffic. The terminals have been extensively renovated and expanded, and all major U.S. airlines are represented here, along with a number of independents. The airport has a new eight-story concrete parking garage, along with kiosks, restaurants, and gift shops located in the main terminal.

The Jameson Airport, on the northern outskirts of the city, has three runways, 50 hangars, and some 150 aircraft tie-downs. Charter services to nearby cities can be found here. The airport is popular as a business travel alternative, as well as the primary landing and departure site for private aircraft.

The Trainor Airport, north of Great Bay, is a single-runway facility with some 100 aircraft tie-downs that serves mostly private aircraft owners and private charter flights. Local pilots often refer to it as the "trainer airport" because of the number of people taking flying lessons and the number of private planes there.

Several private helicopter companies based at the Jameson and Trainor airports offer charter services for short trips, including quick hops from the airports to downtown Freedom or out to the estates of Port Regal. Jordan International only has helipads and service for emergency response helicopters to help keep their always-busy airspace clear. Several of the major buildings in the city have helipads, including GBN Tower and Federal Plaza. The police department uses helicopters and small zeppelins for aerial patrols, and the major television news stations in the city all have their own helicopters.

Lonely Point Naval Station has its own runway and facilities, but they are restricted to military planes and helicopters except in emergencies.

FREEDOM CITY DISTRICTS

Freedom City is roughly divided up into four main districts: downtown (occupying the central peninsula), north freedom (north of the Wading River), south freedom (south of the South River), and west freedom (west of the Wallace Expressway toward Wharton Forest). These districts are further divided into various neighborhoods, described here.

DOWNTOWN

The central area of Freedom City features ultra-modern buildings, many of them created by Dr. Metropolis. The remaining buildings in the city use the finest modern construction methods and materials, making downtown Freedom one of the greatest North American metropolises.

The downtown area is far from sterile and "planned," however. Buildings show a variety of architectural styles and there are a number of parks and tree-lined streets, giving the city a pleasant, colonial charm in many areas, contrasting with the modern structures and conveniences.

THE WATERFRONT

The city's waterfront is located along the tip of the peninsula, lined with piers that handle Freedom City's shipping traffic, along with warehouses storing goods being shipped in and out of the city. The Waterfront is considerably cleaner and more prosperous than many similar areas in other eastern cities, which is a source of considerable civic pride to most Freedonians.

The piers feature several fine seafood restaurants as well as the Freedom Aquarium, a modern tourist attraction and scientific research facility. Pier Two has been converted into a shopping center, with a number of local stores and restaurants.

The city's labor unions are quite influential on the Waterfront and most of the dockside workers are union members. Thus far this has caused no disputes, since workers are well paid and working conditions are generally good. Despite this, the criminal element is often attracted to places like the Waterfront. The police department has expressed some concern over smuggling from Southside working its way up into the Waterfront, and keeps a close watch on shipments moving in and out of the docks.

PLACES OF INTEREST

Freedom Aquarium (page 50)
Infinity (nightclub, page 56)
Pier Two Shopping Center (page 34)

FREEDOM CITY
WESTERN SIDE



KEY
- STREET
- SECONDARY ARTERY
- PRIMARY ARTERY
- HIGHWAY
- RAILROAD
- MONORAIL

POINTS OF INTEREST

RIVERSIDE
1 Ditko Street
2 Freedom School for the Arts
3 Midnight Hour
4 Navy & Coast Guard Piers
5 Never-Ending Story
6 Sentry Statue

WATERFRONT
7 Freedom Aquarium
8 Infinity
9 Pier Two Shopping Center

CITY CENTER
10 Federal Plaza
11 Freedom Hall
12 Masonic Temple
13 Pinnacle Path Headquarters

PARKSIDE
14 GBN Tower
15 Hayward Building
16 Kirby Museum of Fine Arts

MIDTOWN
17 Cape & Cowl Club
18 Castle Comics
19 Chez Henri
20 Franklin D. Roosevelt High School
21 Freedom City Historical Museum
22 Freedom Ledger offices
23 Goodman Building
24 Herald Building
25 Hot Licks
26 Liberty Perk
27 McNider Memorial Hospital
28 Midnight Society Mansion
29 Millennium Mall
30 Plaza Hotel
31 St. George's Cathedral
32 Super Museum and Champion's
33 Timothy's Bistro
34 Tremont Hotel and Starlight Room

WADING WAY
35 Eastern Seaboard Bank Building
36 Pyramid Plaza
37 Rath & Stromberg Building
38 Wading Way Brewery

THEATRE DISTRICT
39 Beaudrie Opera House
40 Legends
41 Liberty Dome
42 Toys

NORTH END
43 Astro Labs
44 Freedom Medical Center
45 Hunter Museum of Natural History

WEST END
46 Secret Bar
47 St. Sebastian's Church
48 Temple Ben David
49 Tia Marta's
50 Trinity Hospital

LANTERN HILL
51 St. Stephen's Church and Lantern Hill Cemetery
52 Wintergreen

GREENBANK
53 Greenbank Shopping Center
54 Union Rail Yards

LINCOLN
55 City Lanfill
56 Joseph Clark High School
57 Lincoln Youth Center

SOUTHSIDE
58 DeCosta Construction
59 Eclipse
60 Freedom Juvenile Hall
61 Our Lady of Mercy
62 Rocket Records
63 Southside Botanica

BAYVIEW / BAYVIEW HEIGHTS
64 Claremont Academy
65 Bayview Mall
66 Bayview Waste Treatment Plant

HANOVER
67 Albright Institute
68 Daily Word offices
69 Machine
70 Master Lee's School of Self Defense
71 USNet office park

RIVERSIDE

South of the Waterfront is the bohemian, Old World charm of Riverside. The area features several small parks, tree-lined streets, and brickwork buildings. The neighborhood is popular with young people, particularly students and artists, for its relatively low rents and loft apartments. Riverside is becoming pricier, but not as quickly as parts of Midtown or the western suburbs.

The rest of the neighborhood features small shops and restaurants, often catering to the avant-garde. There are vegetarian restaurants and bistros, craft boutiques, pagan, New Age, and gay and lesbian bookshops, comic book stores, game stores, and so forth. Meadow Street is the main thoroughfare where many of these places can be found.

A number of the side streets in Riverside, such as Ditko Street, are closed to all but foot traffic (and the ever-present locals wearing rollerblades, and skateboarders), making them popular places for afternoon strolls and shopping. In the evening, Riverside offers a number of bars, coffeehouses, and nightclubs, many with open-mike nights showcasing local talent.

Riverside Park, along the waterfront, is home one of Freedom City's greatest landmarks, the massive Sentry Statue, dedicated to the fallen hero Centurion.

PLACES OF INTEREST

Ditko Street (page 139)
The Freedom School for the Arts (page 40)
The Never-Ending Story (page 34)
Riverside Park and the Sentry Statue (page 51)
The Midnight Hour (nightclub, page 56)

WADING WAY

Running along the northern side of the downtown area is Freedom's business district, centered on Wading Way. The street is lined with brokerage houses, banks, investment companies, and other businesses, all of which exchange billions of dollars on a daily basis.

Like the rest of the downtown area, the business district benefits from the city's ultra-modern infrastructure, particularly information and communication networks, carrying the tremendous load of calls, faxes, and e-mails going in and out every minute. There is even a brand new wiresless computer network run by Horizon Communications (see page 63) that blankets this part of the city, along with City Center. The district's buildings are some of the tallest in the city, towers of glass and steel featuring some novel architectural styles and techniques, courtesy of Dr. Metropolis and some of the world's most famous architects.

The city monorail runs along the outside edge of the business district, carrying many to and from work each day. Most of the office buildings have extensive underground parking garages as well. Street parking can be difficult to find and the streets are nearly always lined with cars. The sidewalks bustle with businesspeople, often talking on cell phones, as they make their way between offices, as well as messengers, and other people going about their business.

The so-called "Golden Row" of the business district has some of the tallest buildings in Freedom. It includes Rath & Stromberg Plaza, built by the investment corporation, the Eastern Seaboard Bank Building, a towering structure of steel and blue-tinted glass, and the massive Pyramid Plaza, a trio of triangular office towers set at the corners of a triangular plaza. The triple-towers are the tallest buildings in the city. The area also features numerous stores, mostly high-priced national chains like Macy's and Neiman Marcus.

PLACES OF INTEREST

Eastern Seaboard Bank Building (page 37)
Pyramid Plaza (page 37)
Rath & Stromberg Plaza (page 37)

CITY CENTER

The heart of the downtown area, City Center rises around Centennial Circle, a traffic circle where the city's diagonal roads converge. City Center is home to Federal Plaza and governmental buildings, including the towering Federal Building. It is also the location of City Hall and Freedom Hall, the local headquarters of the Freedom League.

PLACES OF INTEREST

City Hall (page 64)
Federal Plaza (page 68)
Freedom Hall (page 112)
Freedom Public Library (page 41)
Pinnacle Path Headquarters (page 54)

MIDTOWN

The central area of Freedom City, bounded by the monorail lines, Liberty Park, and City Center is called Midtown. Among other things, it is the largest downtown residential area and features a number of high-rise apartment buildings and condominiums.

Midtown is also home to shopping with the massive Millennium Mall and numerous other stores. There are a number of fast-food restaurants as well as more upscale establishments, small bistros and the restaurants of the fine hotels in the area. One of the most popular eateries in Midtown is the original Champion's franchise, located next door to the Super Museum.

On the spiritual side, Midtown has a number of churches, including St. George's Cathedral, located on 52nd Avenue across from Liberty Park. That avenue features expensive townhouses and private clubs, such as the Cape and Cowl Club and the Midnight Society.

Finally, Midtown is the location of the Goodman Building, the home and headquarters of the world-famous Atom Family (page 123).

PLACES OF INTEREST

The Cape & Cowl Club (page 60)
Castle Comics (page 44)
Champion's (page 55)
Freedom Ledger Building (page 45)
Freedom City Historical Museum (page 41)
The Goodman Building (page 123)
Legends (page 56)
McNider Memorial Hospital (page 43)
Millennium (page 57)
The Midnight Society Mansion (page 60)
The Millennium Mall (page 34)
St. George's Cathedral (page 53)
The Super Museum (page 42)

THE NORTH END

The North End lies north of Liberty Park and the monorail line, centered on the campus of Freedom City University and focused on high-tech companies like ASTRO Labs. Small businesses catering to students and people in the tech industry are found throughout the area, including computer stores, clothing shops, small cafés and coffeehouses. It's a contrast to nearby Lantern Hill.

PLACES OF INTEREST

ASTRO Labs (page 59)
Hunter Museum of Natural History (page 41)
Freedom Medical Center (page 43)
Freedom City University (page 39)

PARKSIDE

The strip of land between Route 6 and Liberty Park, hemmed by the North End and the Theatre District, is called Parkside. It resembles Midtown but tends to combine the high-tech feel of the North End with the artistic sensibilities of the Theatre District.

Parkside is home to a number of high-rise apartments and condominiums overlooking Liberty Park, priced for those with money to burn. Most are home to up-and-coming businesspeople working in the North End and Wading Way, along with some well-off artists and media personalities. A Parkside address is a sure sign of someone who's arrived on the Freedom City scene.

Parkside is also known as the home of the Globe Broadcasting Network building, not far from Liberty Park. GBN is one of the largest media outlets in the world, owned by New Horizon Media, Inc.

PLACES OF INTEREST

GBN Building (page 47)
Liberty Park (page 54)
Kirby Fine Arts Museum (page 42)

THE THEATRE DISTRICT

South of Parkside is the Theatre District, a neighborhood of small apartment buildings clustered around a number of local theatres and clubs featuring some the best nightlife in Freedom City. Entertainment ranges from Broadway-style plays and opera to avant-garde productions of performance art and rock concerts.

The emphasis in the Theatre District is on performance; gallery shows and the like tend to take place in Riverside. Many young actors and performers live in the area, although some complain the rents are becoming too expensive for them. The truly successful move up to Parkside when they hit the big time.

The eastern edge of the Theatre District, where it meets City Center, is home to the massive Liberty Dome, which holds sporting events and concerts. The Theatre District also features many small restaurants and eateries, open late to cater to the after-show crowds.

PLACES OF INTEREST

Beaudrie Opera House (page 41)
The Liberty Dome (page 62)

THE FENS

The Fens are a corner of the Theatre District on the shore of the South River. Originally a marshy area, it was filled in years ago to allow for the expansion of the city and to eliminate disease-carrying insects. Now a new sort of disease is infecting the Fens. The area becomes progressively more low rent with each block away from the heart of the Theatre District and toward the river and Greenbank.

The Fens are home to sleazy porn theaters and adult bookstores, a large number of waterfront bars, and relatively cheap housing. More than a few have commented that it is unfortunate the Fens have been largely spared the damage inflicted on the rest of the downtown area by super-battles. Of any of the areas of Freedom City, it's one that should be leveled. Still, the Fens are cleaner and less dangerous than they have been in the past. The FCPD has undertaken increased vigilance in the area and the city is doing what it can to "clean up" the Fens.

NORTH FREEDOM

North of the Wading River, Freedom City is strongly influenced by the image of "the city of the future" combined with an appreciation for the structures of the past. The North Freedom area is made up of communities involved in education and high technology along with some of the wealthiest and most influential areas of the city.

HANOVER

The largest area of North Freedom is Hanover, covering nearly as much area as downtown. Much of Hanover is focused on small high-technology businesses, particularly Internet "e-business". This is enhanced by the presence of the Hanover Institute of Technology, one of the nation's most prestigious schools for technical education.

New business opportunities have helped revitalize Hanover. Property values continue to climb and considerable urban renewal has taken place with the conversion of old structures and the building of new housing, shopping, and other facilities. The district has a "college town" feel to it, with the area near the HIT campus catering to the needs and interests of students and young technical professionals.

PLACES OF INTEREST

The Albright Institute (page 58)
Daily Word offices (page 45)
The Fourth World (page 56)
Freedom City Correctional Facility (page 75)
Greeley Street (page 34)
Hanover Institute of Technology (page 40)
Hanover Square (page 34)
Hanover Zoo (page 51)
Jameson Airport (page 25)
Machine (page 56)
Master Lee's School of Self Defense (page 40)
The Promenade (page 51)
Schuster Auditorium (page 62)
USNet office park (page 37)

KINGSTON

The Kingston area, tucked between Route 4 and the Interstate, is more upper middle class than Hanover, progressing away from student living to places owned by technology professionals. Despite being close to the city, Kingston still retains a suburban feel, something local residents value and fight to maintain. Property values have increased over the years, but people in Kingston resist over-development, wanting to keep the charm and pleasant aspects of their community intact.

NORTH BAY

From the bay-shore to Route 9 is the North Bay area, a posh district of expensive waterfront homes and historic mansions owned by some of Freedom City's wealthiest families. North Bay features exclusive yacht clubs and beachfront property, with few stretches of public beach. During the holiday season, North Bay's stately mansions are beautifully decorated and there are tours to see them.

PLACES OF INTEREST

North Bay Yacht Club (page 61)
Trainor Airport (page 25)

WEST FREEDOM

The area of the city west of the Wallace Expressway comprises West Freedom. It's a contrast between old and new, progress and old-fashioned ways of doing things. It includes some of the older intact neighborhoods of Freedom City, as well as newly developed areas that expanded the outskirts of the city.

LANTERN HILL

The north side of the peninsula along the Wading River rises to a hill that is the site of some of the oldest settlement in the Freedom area. Lantern Hill was built up in Revolutionary times and became one of the most exclusive neighborhoods for judges, bankers, and the "old money" of Freedom City.

These days, Lantern Hill isn't as exclusive as it used to be. The garden apartments and row houses are still wonderful examples of 18th and 19th century architecture, many of them having undergone modern renovations. The neighborhood has a distinctly colonial flavor with narrower, tree-lined streets, brick-front buildings, and small garden plots or window boxes of flowers.

Lantern Hill is home to a number of historical sites, from the home of Revolutionary War hero Major Joseph Clark to the Lantern Hill Cemetery and one of Freedom's oldest houses of worship, St. Stephen's Church. It is better known as the haunt of the mysterious Lantern Jack, mystic watchman of Freedom since the days of the Revolutionary War (see **Chapter 5**).

In addition to Lantern Jack, the Hill is known for the occasional haunting, weird sighting, or other paranormal event, often connected to the city's colonial history (such as the witch-trials of the 17th century) or even to when Lantern Hill was a sacred spot to the local Native American tribes.

PLACES OF INTEREST

Lantern Hill Cemetery (page 53)
St. Stephen's Church (page 53)

THE WEST END

Flowing down from Lantern Hill toward Greenbank is the West End of Freedom City. The West End was originally a number of small ethnic communities settled around the end of the 19th century. Today, they have blended together into an overall community, although pockets of the original cultures can still be found, along with a number of newcomers to the area.

It's a boisterous, mostly lower middle-class, area. Row houses and apartment buildings are common, along with garden-style apartments with common courtyards. Due to cheap housing in its infancy, the West End became home to Irish, Italian, Greek, and Jewish immigrants. African-Americans, Hispanics, and Asians followed in later years. The West End features the best ethnic restaurants in the city, particularly delis and pizza places.

Unfortunately, the West End still sees a fair amount of crime, particularly from gangs, and organized crime retains a stronghold here, despite the best efforts of the FCPD. Culturally, the West End is squeezed in between Parkside and the new developments like Ashton. This leaves the area with little room to grow, and some feel Freedom City's growth will eventually mean the end of the older neighborhoods as they're torn down to make way for new developments.

PLACES OF INTEREST

Ashton Mall (page 34)
The Secret Bar (page 57)
St. Sebastian's (page 53)
Temple Ben David (page 54)
Trinity Hospital (page 44)

GREENBANK

Greenbank, in between the West End and the South River, was best known as a railroad stop where goods moved in and out of the Freedom City area by train. It is filled with warehouses, rail yards, and shipping companies, where a lot of West Enders used to work.

These days, Greenbank is a fairly depressed area. Freedom City doesn't see as much rail-traffic as it used to, and many of the old warehouses are closed down. The recent extension of a maglev track for a new high-speed bullet train into the city has improved conditions in Greenbank and created new jobs. Still, the area is a haven for criminals and organized crime and the city government hopes new prosperity will help to clean it up.

Greenbank is centered on the old Union Rail Yards, where trains move in and out of the city. It's occasionally used for smuggling and clandestine meetings, so the police (and heroes like Foreshadow) keep a watchful eye on it. The rail yards make a great place for a super-battle, with plenty of things for heroes to throw around (or get thrown into). Abandoned warehouses, train yards, and roundhouses have also served as hideouts and headquarters for heroes and villains alike.

ASHTON AND GRENVILLE

The bedroom communities of Ashton and Grenville are fairly new, having grown up over the past twenty years. Both are clean, modern suburban communities only barely keeping up with the demand for new homes from the people moving into the Freedom area. Although some think the new communities are too "uniform," with their six or seven styles of single-family homes, most find Ashton and Grenville pleasant, with new neighborhoods, schools, shopping, and the like. Many of Freedom's middle class families live in the area, with more moving in all the time.

SOUTH FREEDOM

South Freedom lies on the other side of the South River from the downtown area and is the area that may face the greatest challenges in Freedom's future. Parts are affluent or middle class, but others are stricken with poverty and plagued by crime, particularly the influence of organized crime. Wealth and poverty stand side by side in the area and the government hopes to make a difference there. It only remains to be seen if it can.

THE BOARDWALK

South Freedom is best known for the Boardwalk, running along the shore of the South River between the Wallace Expressway and Route 4. The boardwalk is lined with hotels and casinos, since gambling is legal in the area (but not in other parts of Freedom City, by local ordinance). Originally built during the heyday of gangsters in the 1920s, some of the hotels show their age while others have been recently rebuilt or renovated.

Money pours into the Boardwalk from local people and thousands of tourists from all across the country. The local government and law enforcement are well aware the Boardwalk is riddled with Mob corruption and influence, but efforts to close it down are met with stiff resistance because

of the substantial amounts of income the city earns from taxing gambling and other recreational activities along the Boardwalk. Where the police are often stymied, heroes like Foreshadow (see **Chapter 5**) have made greater progress.

PLACES OF INTEREST

Atlantis (page 57)
The Golden Calf (page 57)
Our Lady of Mercy (page 63)
The Paradise (page 57)
The Southside Palace (page 57)

SOUTHSIDE

South of the Boardwalk is the Southside district of the city, bounded by Route 4 to the east and Route 6 to the west. Southside is mostly middle- and lower-middle class, but growing pockets of poverty and crime have been eating away at the community for years. Much of the housing near the Boardwalk has dropped in value as crime and gang activities have increased. Many parts of Southside have seen crack houses and meth dealers spring up, get rooted out by the police, then show up somewhere down the street. Areas of low-income housing seem to breed crime, and people are careful about avoiding parts of Southside at night.

The southernmost area of Southside remains the safest and most middle-class, centered on the Freedom College campus and Jordan International Airport. However, property values near the airport tend to be fairly low, creating a kind of "buffer zone" of cheap housing. Freedom College is an accredited state college with something of a reputation as a "party school" and some local businesses (legal and otherwise) cater to the interests of college students looking for a good time.

Even Southside is seeing the impact of the prosperity of Freedom City, with more money going into public works and new construction. But, as some point out, there are concerns that the contractors and construction companies getting that money are influenced by organized crime, merely strengthening their position in Southside.

PLACES OF INTEREST

DeCosta Construction (page 34)
Eclipse (page 56)
Freedom College (page 40)
Jordan International Airport (page 25)
Freedom Juvenile Hall (page 75)
Rocket Records (page 34)

LINCOLN

West of Southside is the neighborhood of Lincoln, built up in the 1950s and 60s. Lincoln has been a predominantly African-American area from the beginning and remains so today, although with a fair number of Hispanics and other ethnic groups. Many of the people living here work in places along the Boardwalk, but many young people also become involved in gangs and criminal activities as a way out of the poverty of the neighborhood.

Lincoln was known as the stomping-grounds of the gang-busting Black Avenger in the 1970s. The Avenger was a member of the Freedom League who also operated solo in the neighborhood. Although he retired and disappeared into obscurity years ago, Lincoln is now home to another local superhero, the teenaged Sonic, who is secretly a student at Joseph Clark High School as well as attending "extra-curricular" classes at the Claremont Academy.

PLACES OF INTEREST

City Landfill (page 67)
Joseph Clark High School (page 39)
Lincoln Youth Center (page 63)
South River State Penitentiary (page 75)
Southside Botanica (page 53)

BAYVIEW

East of Southside is the community of Bayview, between Route 4 and the Interstate, bounded by South Bay Road on one side and the South River on the other. Bayview is a more affluent community than Southside, resembling Kingston, on the other side of the narrows. It goes from waterfront property with a spectacular view of the Centery Narrows and Riverside toward the higher ground near South Bay Road, known as Bayview Heights. Property in Bayview is more expensive than average and there is community concern about crime filtering in from Southside. Neighborhood watches are becoming more common, along with contracts with Stronghold Security.

PLACES OF INTEREST

Bayview Waste Treatment Plant (page 67)
The Claremont Academy (page 39)

PORT REGAL

Port Regal is similar in many respects to North Bay, but it's somewhat less affluent and some of the old mansions and Victorian-era homes have been sold to businesses or turned into bed-and-breakfast inns. Port Regal clusters around Lake MacKenzie and the peninsulas jutting out into the bay. The lake area features more upscale homes, particularly those with lakefront property. The lake is a popular place for recreation during the summer and fall, replete with boating and other water activities.

Further north, the demographics become solidly middle-class with the Ocean Heights amusement park located at the end of the peninsula. Off an out-of-the-way seaside road stands Providence Asylum, the sprawling Victorian mansion of the Phillips family that became a mental hospital in the early twentieth century and continues in that role today. Some of Freedom City's most infamous criminals are committed there.

PLACES OF INTEREST

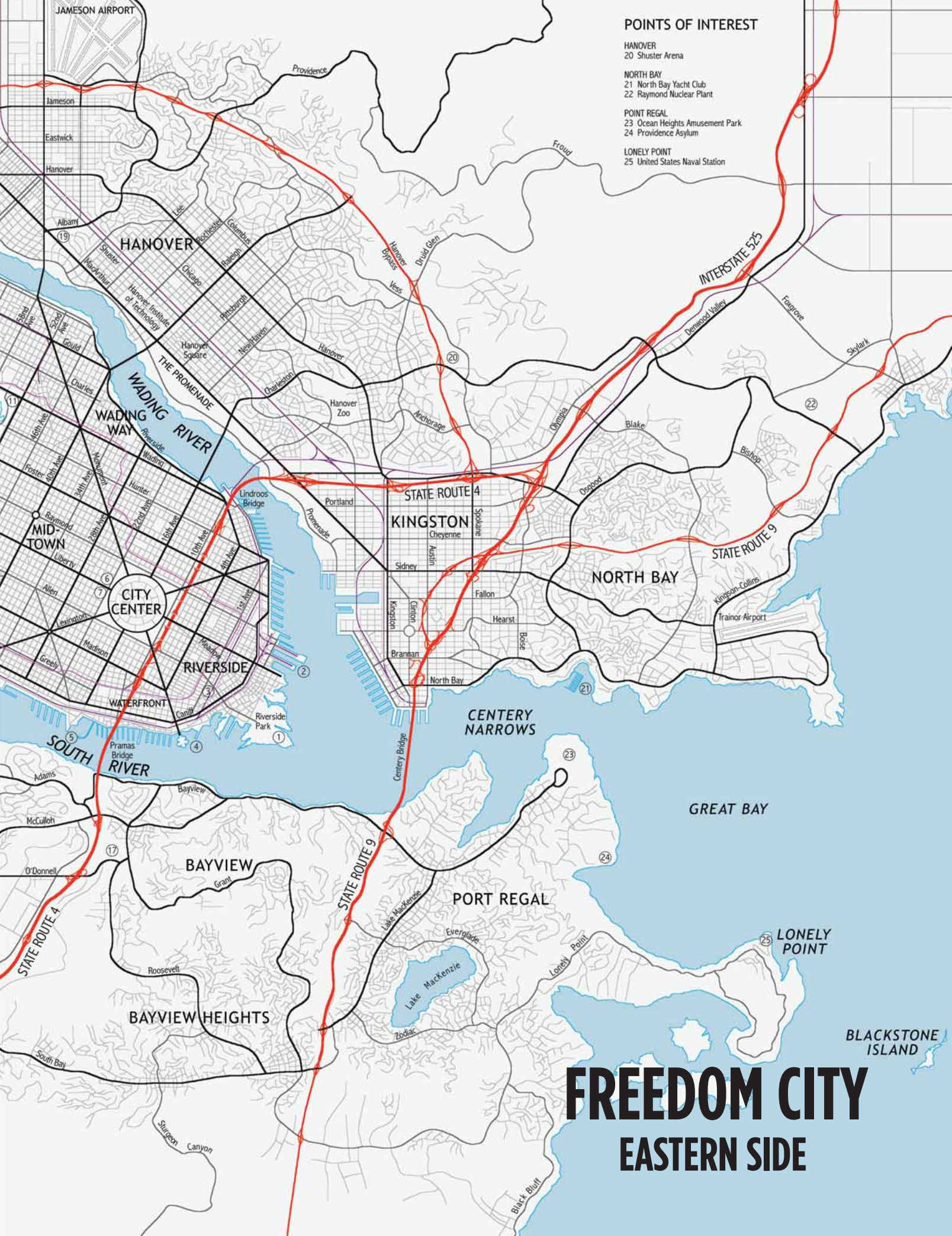
Lake MacKenzie (page 50)
Providence Asylum (page 43)
Ocean Heights Amusement Park (page 50)

LONELY POINT

The most isolated point of land in Freedom, Lonely Point is named for its rocky and desolate terrain. There are sandbars and scrub plants, but little else along the narrow peninsula. Lonely Point is home to a United States Naval base, and a single road leads out there from Port Regal. The Naval base sometimes serves as a drop-off or pick-up point for prisoners moving to and from Blackstone Island and often works in cooperation with the Space Control Center on Star Island.

PLACES OF INTEREST

Lonely Point Naval Base (page 49)
Blackstone Prison (page 75)
Star Island (page 49)



FREEDOM CITY

EASTERN SIDE

CHAPTER 2: LIFE IN FREEDOM

In Freedom City, you can see heroes flying through the sky, zombies and giant dinosaurs emerging from the ocean, trees uprooting and rampaging in the streets, and even buildings coming to life. Still, it's also a city where millions of people live, work, and play every day.

Like most big cities, Freedom City has a schism between rich and poor, but people don't always let themselves notice it. In the new high-rise apartments and sprawling manors, the wealthy have lives of leisure, interrupted by the occasional plot to rob or blackmail them. Others aren't so lucky and struggle with poor living conditions, or work in a constantly changing world that seems to have left them behind. Some don't even have that and face life out on the streets with nowhere to turn. Like the worlds of normal people and superhumans, those of the rich and poor rarely mix.

Despite the occasional unnatural storm or super-powered battle among the skyscrapers downtown, most people in Freedom go about their daily lives. They go to work, complain about traffic and construction, go out for lunch or dinner, and go home to their families at night. Evenings and weekends, they find time to get out and enjoy some of the unique things the city has to offer. This is the majority of the citizenry—middle class and comfortable, except when demons rampage down the streets or aliens invade. Life in Freedom City is many things, regardless of income and living conditions, but it's certainly never dull.

This chapter looks at the different aspects of life in Freedom City, from major businesses and industries to entertainment, the arts, shopping, health care, and all the other many and varied aspects of life in the big city.

BUSINESS

One of the keys to Freedom City's success has always been its entrepreneurial spirit. Freedom has a reputation as a city of opportunity for small business and major corporations alike. These businesses form a major part of day-to-day life in the city and the backbone of its economy.

LOCAL CHAINS

The local Freedom City business community has many different chains and franchises found alongside popular national businesses.

BROMWELL'S DEPARTMENT STORES

Bromwell's is a chain of department stores native to the Freedom City area. It is popular with the middle and upper class and found in downtown and the more affluent suburbs of the city.

FREEDOM SOUND

This local music chain has several outlets in the metro area. Freedom Sound stocks an extensive selection of CDs, along with related magazines, videos, T-shirts, and accessories. The chain is popular with the high school and college-age crowds, which make up the majority of the store's customers and employees.

GO-MART

This rapidly expanding chain of convenience stores can be found throughout Freedom City and the east coast. Most GO-Marts feature or are located near gas stations. They offer a variety of overpriced convenience items and foods and are open 24 hours a day, their main draw for most in search of food late at night.



HARVEST SUPERMARKETS

A major chain of supermarkets, there are numerous stores throughout the Freedom metro area. Harvest Supermarkets always include a bakery, pharmacy, in-store deli, and a small newsstand.

VIDEOTECH

VideoTech is the largest independent chain of video rental stores in Freedom. The stores go for a slick, "hi-tech" feel and offer special discounts on popular current releases. The chain rents DVDs and VHS tapes, DVD and tape players, and video game consoles and games.

PROMINENT STORES

Along with the chain stores, Freedom City features several well-known independent shops and businesses.

HAAS BROTHERS JEWELERS

This is one of the oldest and most respected jewelers in the city. After the loss of their store as a result of a super-battle, Nicholas and Raymond Haas rebuilt their business with a newer and even more extensive store. The brothers are well known for appearing in their own television and radio ads, often talking about how their father started in the jewelry business.

MILLENNIUM COMICS

Considered the best comic book store in the Freedom metro area, Millennium Comics has expanded from a single store to three over the past ten years. Customers called the destruction of the main store's extensive back-issue collection in a fire a tragedy of epic proportions, but owner Jerry Webster has managed to bring the collection back to where it was before and then some. Customers can find thousands of different back issues, along with a wide selection of comic book memorabilia.

THE NEVER-ENDING STORY

This small antiquarian bookshop nestles on the bottom floor of a building in Riverside, a carved wooden sign with its name hanging above the door. Owner Andrew Orlando works in the shop and lives upstairs. He's a portly, bearded gentle-



FREEDOM CITY DEMOGRAPHICS

Size: 250 square miles (metro area)
Average Elevation: 94 feet
Climate: Temperate

POPULATION

Metro area: 3,812,500
Civilian Workforce: 2.9 million

RACIAL BACKGROUND

Caucasian: 53%
African: 20%
Latino: 18%
Asian: 6.7%
Native American: 0.9%
Other: 1.4%

LEADING RELIGIOUS DENOMINATIONS

United Methodist Church
United Church of Christ
Church of Jesus Christ, Latter Day Saints
Southern Baptist Church

RELIGIOUS BACKGROUND

Percentage of population regularly attending religious services: 37%
Protestant: 59%
Catholic: 20%
Jewish: 9%
Muslim: 3%
Buddhist: 1.5%
Hindu: 1.2%
Other: 6.3%

ECONOMICS

Average household income: $41,000
Percentage of households below poverty line: 8.4%
Unemployment: 3% (metro area), 6.4% (total area)
Average home price: $265,000
Average monthly rents, two-bedroom apartment: $750 to $1,400

POLITICS

Percentage of population registered to vote: 63%
Average voter turnout: 54.8%
Democrat: 45%
Republican: 41%
Independent: 8%
Libertarian: 4%
Green: 1%
Other: 1%
Mayor: Michael O'Connor, Jr.

TALLEST BUILDINGS

Pyramid Plaza: 100 stories
Rath & Stromberg Building: 65 stories
Federal Plaza: 60 stories
Goodman Building: 55 stories
GBN Tower: 52 stories
Eastern Seaboard Bank Building: 50 stories

man with a deep love of books and a fondness for cats, tweed, and exotic flowers. At least one of Orlando's several feline friends can be found dozing in the sun or near the radiator of the shop at all times. The store specializes in "well-loved" (used) books, including rare editions. Andrew has an uncanny knack for finding rare volumes and occasionally stumbles onto tomes of interest to those versed in the arcane arts, such as his friend (and fellow Riverside resident) Adrian Eldrich (see **Chapter 5**).

ROCKET RECORDS

A small record store tucked away on the second floor of a building in Southside, Rocket Records is considered the best place in the city for second-hand, rare, and underground music. The store's stock includes imports, bootlegs, and recordings by local bands. They even have a wide selection of vinyl records.

SHOPPING CENTERS

Freedom City features a number of shopping malls and plazas with collections of major chain stores.

Pier Two Shopping Center along the waterfront is two levels of stores and restaurants and a few major chain stores. The Pier often features outdoor entertainment in good weather, as well as open-air farmer's- and fisherman's-markets in season.

Millennium Mall in Midtown is one of the largest of its kind in a metro area: three stories encompassing some nine square blocks. The mall holds more than 150 different shops and an extensive third-floor food court with an open-air balcony and skylights. Parking is generally difficult, despite the presence of a four-story parking garage attached to the plaza.

Ashton Mall, which only recently opened, caters to the shopping needs of the western suburban residents of the city, although there have been some concerns regarding gangs and "patrons" from the poorer West End areas. This in turn has led to complaints about elitism and racism on the part of the mall association.

Meadow Street in Riverside features numerous small *avant-garde* shops, mostly specialty bookstores, galleries, jewelers, and boutiques.

Greeley Street in Hanover is known as a place to find unique shops, boutiques, trendy clothing stores, and sidewalk cafés. It's a popular place to spend a weekend afternoon shopping, eating, and people watching.

Hanover Square, the area near the Hanover Institute of Technology, is known for bookstores and shops catering to the college-age crowd.

Bayview Mall in central Bayview is a new shopping center best known as the site of a battle between the Next-Gen and one of Doc Otaku's giant mecha. The damage to the mall has since been repaired, and the mall management would be dismayed to discover it has become a regular hangout of students from the Claremont Academy in their secret identities.

MAJOR BUSINESSES

Freedom City has one of the fastest-growing job markets in the country. As the job market grows, additional businesses are motivated to move into the area. Corporations are major players in both the economic and political life of Freedom City.

The city primarily attracts information-based businesses, both the media and companies specializing in the distribution of information, such as brokerage houses, research companies, telecommunications, and the like. These companies take advantage of Freedom City's high-tech infrastructure and telecommunications network.

DECOSTA CONSTRUCTION

DeCosta Construction is the largest building contractor in Freedom City. The company is a local success story and quite popular with the blue-collar community for the number of jobs its provides. It is based out of a renovated brownstone in Southside. DeCosta runs a series of television ads showing images of some of the best-known buildings in Freedom being repaired and new landmarks going up with the slogan "DeCosta, building Freedom."

The owner and founder of the company is Frank "Buddy" DeCosta, an amiable man who worked construction and managed Fairhaven Builders before starting his own company. Although he constantly reminds people



he has nothing more than a high school education, Buddy still runs a successful company. He's quite proud of the work DeCosta Construction does in Freedom.

Rumors suggest ties between DeCosta Construction and the Freedom City Mob, which does have ties to the city's labor unions. DeCosta vehemently denies any such allegations, and police investigations have not turned up any evidence of Mob ties.

Southsiders know Buddy DeCosta as a family man and a decent, hard-working guy who built his company up from nothing into the largest construction business in Freedom City. Although he works hard to make his company a success, Buddy's true pride and joy is his wife Angelina and their four children—Mary, Julie, Frank Jr., and Cindy, ranging in age from 22 down to 13.

DeCosta is a simple, straightforward man who speaks his mind. He never hesitates to tell a customer the truth and expects the same in return. He's known for having a temper, especially when it comes to insults and insinuations about his company and business practices. Any suggestion DeCosta Construction is involved with illegal activities, particularly ties to the Mob, usually triggers an angry shouting fit from DeCosta.

DELPHIC INDUSTRIES

An international holding company and conglomerate with interests in Freedom City (and most of the world, for that matter), Delphic Industries is far from a household name. Some of its subsidiary companies are better known, and Delphic occupies a suit of offices in Pyramid Plaza downtown where it quietly goes about its daily business.

CONSTANTINE URALLOS

What is not so widely known is that the wealthy controlling shareholder of Delphic Industries, Greek tycoon Constantine Urallos, is also a master criminal. Although he seems to be a charming old man in his 70s, Urallos is actually a cunning and ruthless figure with underworld ties. His four marriages have all ended in the sudden and tragic deaths of his wives, although no foul play was ever proven.

CONSTANTINE URALLOS					POWER LEVEL 3
Str 10	**Dex 11**	**Con 16**	**Int 18**	**Wis 18**	**Cha 18**
Skills: Bluff 10 (+14), Diplomacy 8 (+12), Gather Information 10 (+14), Intimidate 6 (+10), Knowledge (business) 8 (+12), Knowledge (current events) 6 (+10), Knowledge (streetwise) 6 (+10), Notice 4 (+8), Profession (CEO) 10 (+14), Sense Motive 8 (+12)					
Feats: Connected, Contacts, Well-Informed					
Combat: Attack +3, Grapple +3, Damage +0 (unarmed), Defense +3, Knockback –1, Initiative +0					
Saving Throws: Toughness +3, Fortitude +4, Reflex +1, Will +8					
Abilities 31 + Skills 20 (80 ranks) + Feats 3 + Powers 0 + Combat 12 + Saves 6 = Total 72					

FUN-TIME TOYS

This manufacturer of children's toys was founded and originally owned by the Lettam family. Desmond Lettam used Fun-Time's resources and facilities as part of his initial career as the super-criminal Toy Boy (see **Chapter 6**).

Control of Fun-Time passed to its other stockholders after Lettam's arrest and incarceration. They have installed new management and Fun-Time is back on an even keel, with no lasting harm from its connections with Toy Boy. In fact, management plans to produce a line of toys based on some of Toy Boy's more infamous designs and exploits. Whether or not this provokes any response from the terrible toy-maker remains to be seen.

GRANT CONGLOMERATES

Grant Conglomerates is a multinational holding company overseeing a number of high-tech interests. The true interest of Grant Conglomerates and its owner, Jonathan Grant, is profit at any cost.

Since the 1980s, Grant Conglomerates has used a number of different schemes to engineer superhumans. The company's preferred methods involve various drug-treatments and gene-splicing, some techniques

derived from the work of Nazi scientists (based on Ultima genetic secrets). Many subjects go mad or die from the process, but there have been a few rare success stories, most notably the DNAscent process and some cybernetic enhancements.

Heroes have shut down various corrupt Grant Conglomerate subsidiaries over the years, but the central corporation carefully insulates itself from liability. It sacrifices a subsidiary and its management whenever things get too hot, shifting attention elsewhere. So far, no one has been able to prove any wrongdoing on the part of Grant Conglomerates or Jon Grant himself.

JONATHAN GRANT

The owner of Grant Conglomerate has changed quite a bit since his youth in the 1970s, when he was part of the drug and hippie counter-culture. That sparked Grant's interest in chemistry and his involvement in the early market in designer drugs. The money he made in his early "entrepreneurial ventures" started Grant Conglomerates, allowing him to continue to develop newer and more powerful ways to "improve on the human experience." Today, Grant is fabulously wealthy from the creation of pharmaceuticals and the private manufacture of illegal drugs and artificial superhumans.

Jonathan Grant is in his 40s but affects a younger look, wearing his long, blond hair in a ponytail, a full beard, and small glasses. He wears suits and lab-coats most of the time, and always has at least two "augmented" bodyguards on hand. He assumes his wife and most of his family are loyal to him and know nothing of his illegal activities, but his eldest child, 17-year-old Sarah Grant, secretly hates him; she's a budding mutant empath who picks up on some of her father's nastier thoughts and feelings, and is close to discovering the truth about him and his business.

JONATHAN GRANT					POWER LEVEL 3
Str 10	**Dex** 13	**Con** 15	**Int** 19	**Wis** 16	**Cha** 16
Skills: Craft (chemical) 12 (+16), Knowledge (life sciences) 12 (+16), Language 3 (German, Greek, Russian), Notice 5 (+8), Profession (CEO) 8 (+11)					
Feats: Connected, Well-Informed					
Powers: Immunity 1 (poison), **Mind Shield 7**					
Combat: Attack +3, Grapple +3, Damage +0 (unarmed), Defense +3, Knockback –1, Initiative +1					
Saving Throws: Toughness +2, Fortitude +6, Reflex +2, Will +5					
Abilities 29 + Skills 10 (40 ranks) + Feats 2 + Powers 8 + Combat 12 + Saves 7 = Total 68					

MAJESTIC INDUSTRIES

Majestic is a large international corporation with interests in chemicals and heavy industry. Its corporate headquarters is in an office building in downtown Freedom City, and its owner, Hieronymus King, lives in a sprawling mansion in North Bay.

HIERONYMUS KING

The Majestic CEO is in his 50s, with hair gone almost completely white and a full moustache. He wears tailored suits most of the time, though a blazer over a sweater and ascot is standard when he's on board his yacht, the *Ocean Queen*.

Hieronymus King is a ruthless and cunning man. His willingness to do anything to increase profits, including breaking the law, make him dangerous. He is secret backer for many criminal operations, reaping large profits with only minimal risk. King is willing to bankroll super-criminals and provide for the needs of criminal organizations, but only if he gets a cut of any plunder or information. He carefully insulates himself from any liability, working through intermediaries and front companies to provide deniability.

HIERONYMUS KING					POWER LEVEL 5
Str 10	**Dex** 10	**Con** 11	**Int** 17	**Wis** 15	**Cha** 13
Skills: Bluff 10 (+11), Diplomacy 10 (+11), Gather Information 10 (+11), Intimidate 8 (+9), Knowledge (business) 10 (+13), Knowledge (current events) 6 (+9), Knowledge (streetwise) 8 (+11), Knowledge (technology) 4 (+7), Notice 4 (+6), Profession (CEO) 8 (+10), Sense Motive 10 (+12)					
Feats: Connected, Equipment 20, Master Plan, Minions 12, Well-Informed					
Combat: Attack +0, Grapple +0, Damage +0 (unarmed) or by weapon, Defense +1, Knockback –0, Initiative +0					
Saving Throws: Toughness +0, Fortitude +2, Reflex +2, Will +6					
Note: Distribute (or adjust) King's Equipment and Minions points as desired to suit the needs of the campaign.					
Abilities 16 + Skills 22 (88 ranks) + Feats 35 + Combat 2 + Saves 8 = Total 83					

NEW HORIZON MEDIA

Freedom's largest local corporation is the sprawling New Horizon Media empire with interests in virtually every local media outlet, including the Globe Broadcasting Network. New Horizon owns film studios, newspapers, magazines, and book publishers. New Horizon Media's Freedom City offices are scattered across three different skyscrapers in the Parkside area, including the GBN Tower, though the central corporate offices are the top seven floors of the Hayward Building overlooking Liberty Park.

New Horizon has a provocative reputation for the content of its news and media outlets alike. Some media watchdogs question the company's standards and ethics, but NHM points to its success as proof that it's only giving the public what it wants.

New Horizon's owner is media mogul Henry "Hank" Allard, a man well known for both his business savvy and ruthless boardroom dealings. Already incredibly wealthy, Allard works hard to increase and maintain his corporate empire every day.

Allard is a man who knows what he wants and goes after it, and Heaven help anyone who gets in his way. He parlayed a small personal fortune into a corporate media empire through his negotiating skills and shrewd sense of what the public wants. Those qualities, coupled with a willingness to do whatever it takes to win, have put Henry Allard at the top of the media heap. He intends to stay there.

Hank Allard is 49, with short, black hair going gray at the temples and on his Van Dyke beard and moustache. He smokes expensive cigars and wears fine suits and expensive jewelry (including a ring set with an emerald). His eyes are gray and hard as flint, particularly when he's angry or wants something out of someone.

Over the years, Hank Allard has done everything in his power to distance himself from any superheroes or supervillains. He doesn't talk about it much, but many suspect it has to do with a love affair that fell apart after Quirk transformed the restaurant in which he and a date were dining into a pie-throwing monster during a super-battle ten years ago. Since then, Allard has avoided anything to do with the supers apart from sending his reporters out after their stories (they do, after all, get ratings).

NOVA COMMUNICATIONS

Nova Comm is one of the country's largest cellular communication networks. Stores and kiosks with its familiar sunburst symbol are common throughout Freedom City and sell many different models of

cellular phones. The company's digital network extends nationwide and continues to expand coverage. Nova Communications also provides pagers, voice mail systems, and standard telephones, all as part of the "Nova Communications explosion," as the ads say.

Naomi Sinclair, the President of Nova Communications, is a savvy businesswoman who joined the company on the promise of increasing its market share. She has followed through on her promise and then some. The board of directors is quite pleased with Ms. Sinclair's performance, including her decision to move the corporate headquarters to Freedom City. Sinclair, a raven-haired woman of Greek and English descent, spends much of her time on the go handling company business. She lives in an apartment in the downtown area and always has her cell-phone close at hand.

THE RHODES FOUNDATION

This multinational investment, holding, and management firm built and owns Pyramid Plaza and manages a number of different companies in Freedom and around the world. Founded by Alexander Rhodes in the 1950s, its current CEO is Sophia Cruz. In addition to its many business interests, the Rhodes Foundation is heavily involved in charitable work begun by its founder.

In 1979, Brainstorm, a rookie hero, died defending Pyramid Plaza from a Freedom League under the mental domination of the Scions of Sobek; his heroism bought precious time for the Scarab to free the heroes from the Scions' control at the cost of his own life. Brainstorm gained a posthumous membership in the League and both heroes were honored with statues on Heroes' Knoll.

USNET

Freedom City's most rapidly growing company is the Internet service provider USNet, "the online company for US." It offers online services and Internet access to millions of customers. The main offices are located in a multi-level brick and glass office complex in Hanover. USNet has poured millions of dollars into improving their extensive network of modems and servers across the country, smoothing out many complaints about the reliability of the company's online services.

The company is the brainchild of entrepreneur Scott Hamilton. Hamilton believes the Internet will eventually encompass all forms of communication and media. He has therefore positioned his company to be one of the primary providers of those services. USNet was one of the first providers to bundle a Web-browser with their software, exposing many customers to the World Wide Web for the first time. The company offers web page hosting as part of its standard membership package, making it a booming business among the high-tech companies in Freedom.

The company has of late put money into virtual reality research, promising to provide multi-sensory virtual environments. Such services are still in the experimental stage. The cutting edge research attracts plenty of student interns and graduates from the Hanover Institute of Technology.

USNet has an aggressive marketing strategy to compete with other major online service providers. They bundle their online software on most new personal computers built by the Braunberg Group, multiplatform computer producers with a subsidiary plant and office in Freedom City. The company also works closely with New Horizon Media to provide extensive multi-media content for customers, including access to 24-hour GBN.com news and information website, and GBN Online services. Rumor has it New Horizon Media may offer to buy USNet. Whether or not Hamilton is willing to sell is another matter. Following current trends, USNet may soon be able to buy New Horizon Media instead (though not if Hank Allard has anything to say about it)!

The young CEO of USNet is still a computer geek at heart. In his late 30s, Scott Hamilton wears polo shirts and blue jeans to work. Of average height with sandy colored hair and blue eyes, Scott wears gold-rimmed glasses. He likes nothing more than to talk about computers and his company. He gets very energetic while discussing plans for the future of USNet and what he sees as the most exciting business field in the world. He still spends a considerable amount of his free time surfing the Internet. Hamilton is unmarried and a bit shy around attractive women, despite his usual confidence.

BANKING & FINANCE

Banking and finance are big business in Freedom City, particularly in the city's financial district along Wading Way. Their presence makes Freedom City one of the East Coast's major financial centers.

EASTERN SEABOARD BANK

"E-Sea" is the largest bank in Freedom City, having bought out and consolidated several smaller financial institutions. The bank does a booming business providing loans to developers and new businesses moving into the city. It owns a considerable amount of real estate, which it leases or sells as needed. It holds mortgages on more property than any other financial institution in the Freedom City area.



The bank's blue-and-white lighthouse logo is a common sight on ads and billboards around the city, and can be found on most of Freedom's automatic teller machines as well. Their advertising uses the slogan "E-Sea—We make banking easy!" The bank prides itself on quick and courteous customer service at all its branches, and now offers online "e-Sea banking" services.

One of the prime concerns of Eastern Seaboard is the need for increased security in their Freedom City branches. The threat of super-criminals has led E-Sea to install more sophisticated security and monitoring systems. The bank also relies heavily on the assistance of the FCPD and local superheroes to deal with super-powered bank robbers. Super-criminals have robbed E-Sea banks several times in the past year, but each time authorities apprehended the criminals within 48 hours and returned all the money they stole.

RATH & STROMBERG INVESTMENTS

A brokerage house on Wading Way, Rath & Stromberg is the largest of its kind in Freedom City and one of the largest in America. The company, originally based in New York City, relocated their main offices to Freedom several years ago. Inexpensive land and the promise of a new, ultra-modern communications network were enough to prompt the otherwise conservative corporation to take a chance, which has paid off handsomely.

The corporation's headquarters building is a marvel of modern architectural design, and Rath & Stromberg have saved a considerable amount over their rivals in other cities simply by supporting the stocks of local businesses in Freedom. Their brokers' reputations for integrity and a history of solid performance rather than high-risk speculation also enhance the firm's worth with clients and the industry. Watchers of the stock market say Wading Way has the potential to become "the new Wall Street."

The company's CEO is Arthur W. Stromberg, son of one of the original founding partners. Stromberg is well known as a staid and conservative old man with a keen business sense and biting wit. At age 67, he has the

energy and drive of men half his age and a commanding presence in the boardroom. He's publicly known for appearing in the company's television and radio ads with his famous tagline, "If you want to gamble, go visit a casino. If you want to make money, come visit us." In his off-hours, Stromberg spends time with his wife Anne, their three children and seven grandchildren. The company is rife with speculation about when "the old man" will retire and who will replace him when he does. Current opinion is Stromberg will be around for several years to come.

OTHER FINANCIAL INSTITUTIONS

Many other banks operate in Freedom City, some of them branches of larger banks and other lending institutions and credit unions. The Hanover Credit Union is the largest of its kind in the city, with branches throughout the city and its headquarters in Hanover. Like the moves by E-Sea over the past few years, there have been a number of mergers and consolidations among the middle-tier banks to help keep them competitive.

LAW FIRMS

Freedom City has a substantial legal community with several prominent law-firms and a bar association with thousands of members. Attorneys range from high-powered corporate lawyers to smaller firms and non-profit legal aid clinics. Although the Freedom City Bar Association maintains a high standard of ethics, there are always lawyers willing to do whatever it takes to win a case or make a buck, and they have little trouble finding work.

CABOT, CUNNINGHAM & CROWLEY

CC&C is one of the oldest law-firms in Freedom City in more ways than one. Founded in 1766, the firm moved its offices to New York City from 1866 until 1979, when it moved back to Freedom.

CC&C is a cutthroat firm, defending criminals able to afford its rates and involved in all manner of shady dealings. Lawyers are drawn to the firm's ruthless reputation and its top salary rates. Those who succeed are quickly seduced by lives of wealth, power, and influence, much like the firm's founder.

Lucius Cabot was a skilled attorney in colonial-era Freedom, but always cared more about winning than justice. In 1768, he convinced a woman accused of witchcraft to reveal her secrets in exchange for clemency. He summoned a demon and struck a bargain for wealth, power, success, and eternal youth to enjoy it. He then secured the woman's conviction and death by hanging to safeguard his secret.

Since then, Cabot has adopted a number of identities across the world, though he never relinquished the deed for his colonial townhouse on Lantern Hill. At the urging of his demon master in 1979, Lucius moved his law firm back to Freedom City, posing as his own descendant. Cabot doesn't yet know the reasons for this move, but he is once more a powerful figure in the city's legal landscape and enjoying the fruits of his success.

Cabot's occult dealings have led to run-ins with both Siren and Eldrich. Despite this, no one can prove he or his firm are involved with anything illegal, much less the occult. Cabot's status as an occultist is fairly well known in the city's mystic subculture, but not at all outside of it.

LUCIOUS CABOT					POWER LEVEL 6
Str 10	**Dex 11**	**Con 14**	**Int 15**	**Wis 16**	**Cha 18**
Skills: Bluff 8 (+12), Diplomacy 8 (+12), Gather Information 8 (+12), Knowledge (arcane lore) 11 (+13), Knowledge (history) 10 (+12), Perform (oratory) 9 (+13), Profession (lawyer) 9 (+12), Sense Motive 9 (+10)					
Feats: Connected, Ritualist					
Powers: Immunity 3 (aging, disease, poison)					
Combat: Attack +2, Grapple +2, Damage +0 (unarmed), Defense +2, Knockback -1, Initiative +0					
Saving Throws: Toughness +2, Fortitude +6, Reflex +4, Will +8					
Abilities 24 + Skills 18 (72 ranks) + Feats 2 + Powers 3 + Combat 8 + Saves 13 = Total 68					

HARTFORD, GRAYSON & COLE

The largest law firm in Freedom is Hartford, Grayson & Cole. It's a relatively new company formed by the partnership of two previous law firms: Hartford & Cole and Grayson Associates. Both 25-year-old companies were solid firms before coming together to form a single partnership with tremendous legal expertise and a huge client list. They cover all areas of the legal spectrum from tax and corporate law to criminal, civil, and marital law. The senior partner is Anthony Grayson, a seasoned attorney with more than 30 years of legal experience.

NELSON & BANNERLY, ATTORNEYS AT LAW

The law firm of Nelson and Bannerly operates in the West End and handles a variety of cases, mostly civil law. The firm has been in business for ten years and they're well known in the area. In addition to personal injury cases they also tackle lawsuits against major companies involving insurance and cases of negligence. A small firm of two partners and one associate, Nelson & Bannerly operated below most people's radar until they won a major suit against Consolidated Insurance a few years ago and forced the insurance giant to pay out large settlements on property destroyed in the Terminus Invasion.

SUPERHUMANS AND THE LAW

The existence of superhumans has created volumes of law and legal precedent over the years. The salient points of superhuman law for *Freedom City* campaigns are:

- Offensive super-powers are considered weapons, and using a power against someone is generally considered aggravated assault unless the individual is acting in self-defense or to prevent a crime.
- Superheroes do not have to follow criminal procedures unless they are members of a police force or other law-enforcement agency. Among other things, this means superheroes don't need to read a criminal his rights when making a "citizen's arrest."
- Superheroes can be charged with "excessive force" if they use more than the minimum force required to disable or restrain opponents. This is most often invoked in the case of violent vigilantes who kill or maim criminals.
- Costumed identities are recognized as legal entities, allowing costumed superhumans to engage in commerce, testify in court, or be sued without revealing their alternate identity.
- Superhumans are public figures, subject to the same sort of media coverage as other public figures.
- The use of Super-Senses and powers like Telepathy can be considered a violation of the Fourth Amendment prohibition against "unreasonable searches." No one can be forced to submit to a telepathic scan, and evidence acquired solely through extrasensory means is not admissible in court.

SECURITY

Although the FCPD can be relied upon to handle matters once a crime takes place, many people and businesses in Freedom City want to take extra steps to prevent crime. They rely on the many private security companies operating in and around the metro area, each catering to a variety of different clients. Although hired security personnel receive training in how to deal with dangerous situations, their main job is to observe and report to the police, not to be heroes and make arrests, particularly when supercriminals might be involved.

STRONGHOLD SECURITY

Stronghold Security, based in Hanover, offers security packages for residential and small business customers. Their slogan is "Turn your home into a castle with Stronghold" and "Protected by Stronghold" stickers are common in more affluent neighborhoods like Bayview, Kingston, and North Bay. Uniformed security personnel patrol "high-risk" areas (i.e. areas that have paid for the extra service), and report anything suspicious to the authorities.

TITAN SECURITY SERVICES

Titan bills itself as a top-of-the-line security consulting company for businesses and large organizations. They provide complete security consulting and contracting services. They survey a site, plan out a security system to handle its needs, quote prices on installation, and provide trained personnel, from technicians to security guards. The company's circled "T" logo is common in windows downtown, along with night-shift security guards wearing the same logo on their green uniforms.

EDUCATION

Freedom City is touted as "the City of Tomorrow" and really tries to live up to the name with its schools. Mayor O'Connor has always made education a priority in the city and many of his speeches, because "learning opens the doors of opportunity for new generations." Freedom City strongly supports its public schools and institutions of higher learning.

PUBLIC AND PRIVATE SCHOOLS

Freedom City is divided into a number of school districts, each with public elementary, junior high, and high schools. Elementary and junior high schools are often found together in the same building, while districts sometimes share high schools. The city has 25 high schools, with two more under construction to meet increased demand.

The city government makes every effort to ensure quality education for students, although there are some faculty concerns about larger class sizes. Families in Southside and parts of the West End are worried about the safety of students in high schools and even in the lower grades. Police and school officials have programs to keep schools safe from guns and drugs and to limit the activities of gangs and related youth crimes in the area.

JOSEPH CLARK HIGH SCHOOL

This high school in Lincoln has seen better days since it was built back in the 1960s. The school faces problems like growing class size and shrinking faculty along with student absenteeism, drug problems, gang violence, and teen pregnancy. Throughout the year the school's dedicated faculty of teachers works hard to keep the students learning and out of trouble, but they don't always succeed.

Joseph Clark High School has become the focus of more attention in recent years because the young superhero Sonic (see **Chapter 5**) has shown up on the school grounds several times. Some suspect Sonic is a student at JCHS, although there's nothing to prove it. The school administration has chosen to respect the student body's privacy and not asked any probing questions.

FRANKLIN D. ROOSEVELT HIGH SCHOOL

Roosevelt High is a public high school in the Midtown area of Freedom. It benefits from fairly new facilities but still has many of the same problems plaguing all American high schools, such as drugs, violence, and legal issues. The school's faculty and staff work hard to ensure a quality level of education for their students, but often feel they are more often called upon to be social workers, counselors, and even parole officers. The majority of the student body is made up of kids who vary between working hard and wanting to have fun with their friends. Any problem kids just happen to be the ones that take up the most time. FDR High School has a successful athletics program and its football and basketball games are well attended.

THE CLAREMONT ACADEMY

The Claremont Academy is a prestigious private school in Bayview Heights. The Academy, founded in 1871 by Dr. Charles Claremont, has maintained a small and exclusive student body. In recent years, attendance at the Academy slowly declined as students attended newer private schools in the Freedom City area.

The school was forced to close its doors in 1993 due to severe damage it couldn't repair from the Terminus Invasion. It was rebuilt and revitalized with money from Duncan Summers, who also became the school's new headmaster when it reopened. Unknown to the world at large, Summers was once the masked hero known as the Raven, a role now assumed by his daughter Callie and the Claremont Academy now serves as a school for young superheroes-in-training. See **Chapter 5** for more information.

HIGHER EDUCATION

Freedom City is quite proud of its institutions of higher learning, all recognized among the finest in the country. All of them have expanded their facilities to accommodate increased enrollment over the years.

FREEDOM CITY UNIVERSITY (FCU)

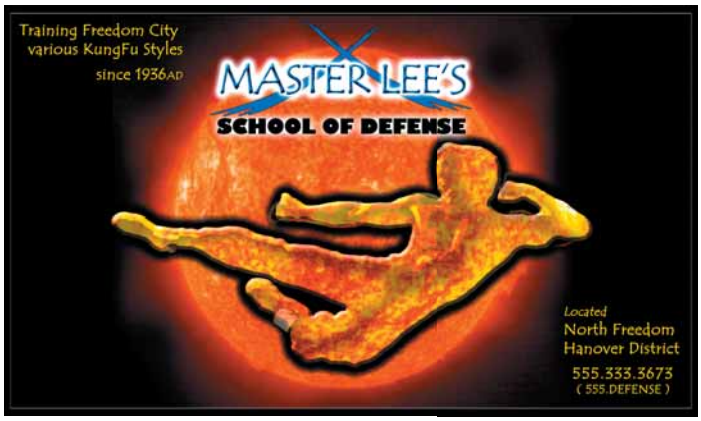
Freedom City University (or FCU) occupies a sprawling campus in the North End between Liberty Park and the Wading River. The school was established in 1825 and has been extensively expanded and refurbished from its original single building and tiny campus area. Although once considered the lesser college in the city, its enrollment and prestige have long since overtaken those of the elder Freedom College.

The campus itself covers almost two square miles of the North End, encompassing more than a score of buildings (known as "halls"). The campus features modern landscaping and tree-lined walkways among the buildings, along with dormitories, fraternity and sorority row houses, and other facilities for students. All of the university's facilities are state of the art, including the campus' computer network.

FCU is notable for its liberal arts programs, with a world-class faculty for English, history, philosophy, and communications. Its business program has become nationally renowned and strongly associated with firms along Wading Way. The university's science programs are well regarded but overshadowed by those of HIT. FCU also has well known medical school and law school graduate programs.

FREEDOM COLLEGE

Located in Southside, Freedom College is the oldest college in the Freedom area, though it lay outside the city proper when it was constructed and opened in 1799. While it was once considered equal to the Ivy League colleges and the preferred school for the city's privileged, it hasn't withstood the test of time as well as others. Its facilities and materials are often out of date and it has acquired a reputation as a "party school." Since 1957, its tuition has been less expensive than the other schools in Freedom, often making it the only choice for lower-income families. For the athletic-minded student, Freedom College is heavily involved in college sports, although there are rumors that so are some of the city's Mob families.



There has been some effort to improve Freedom College recently in its standing, reputation, and facilities. The mayor and the college's Board of Trustees would like nothing better than to see Freedom College restored to its colonial architectural glory as well as modern academic excellence, but the process has been a slow one compared to many improvements made in Freedom City.

THE FREEDOM SCHOOL FOR THE ARTS (FREESA)

The Freedom School for the Arts, or "FreeSA" as it is locally known, is located in the Riverside area, not far from Route 4 and the monorail line. Intended to encourage and enhance the arts in Freedom, it has drawn students from all across the country to its fine facilities and faculty. The school focuses on an arts education, providing everything from fine arts like painting and drawing to dance, music, or performance art.

Students at FreeSA tend to be on the obsessive side about their chosen artistic disciplines; they need to be, since the school's entrance requirements are high, and there's a long waiting list to get in. In addition to attending classes, students often put on shows and recitals for their fellow students and the public. They also regularly show or perform their work at the galleries and clubs in Riverside and the Theatre District.

THE HANOVER INSTITUTE OF TECHNOLOGY (HIT)

Located across the Wading River from FCU is the Hanover Institute of Technology, or HIT. Where better to learn the skills for the "City of Tomorrow" than at one of the finest technical schools in the nation? HIT compares favorably with CalTech and the Massachusetts Institute of Technology. It has a rivalry with FCU over the cutting-edge status of their comparative scientific resources. FCU recently scored points because its facilities are somewhat newer than those at HIT, although the school is scrambling to update things as quickly as it can.

The HIT campus spreads along the northern bank of the Wading River, and occupies more than a dozen low brick-front buildings and some more modern structures. Its strong technical focus embraces renowned programs in computer programming, engineering, chemistry, and physics. While HIT remains at the forefront in other fields, FCU outshines the Institute in biology and biochemistry. HIT students have reputations not only as "science geeks" but also inveterate pranksters, usually targeting FCU or their own rivals on the HIT campus.

MASTER LEE'S SCHOOL OF SELF DEFENSE

A small and unassuming two-story concrete-block building in northern Hanover houses this martial arts school. Master Lee, an older Chinese gentleman who immigrated to America in his youth, teaches various styles of kung fu to his students. Actually, Master Lee's advanced students do most of the teaching under the watchful guidance of their *sifu*.

Although the school is a legitimate and successful business, Master Lee also secretly uses it as a front to search for students worthy of the esoteric martial arts secrets he learned from his own masters in China. After an unfortunate incident in which one of first students used his skills for evil, Master Lee now chooses his apprentices more carefully.

ARTS & ENTERTAINMENT

Freedom City bills itself as a cosmopolitan center for the arts, and lives up to that claim in the variety of concerts, museums, galleries, and other attractions it offers.

MUSIC

Freedom City has an active classical music scene, featuring the renowned Freedom Philharmonic, a full 115-piece orchestra. They give regular performances at the Beaudrie Opera House, but the highlight of the year is their Independence Day "Let Freedom Ring!" concert in Riverside Park, accompanied by a spectacular fireworks show. The current conductor of the Philharmonic is Arthur Tan, well-known Chinese-American composer. Tan has worked on a number of musical scores for popular films and television. The Philharmonic is unfortunately a favorite target of the villainous Maestro, one of its former conductors (see **Chapter 6**).

The Freedom City Opera Company is one of the best in the nation, also performing at the Opera House. They put on between six and eight operas each year, attracting the cream of Freedom high society. While performances tend toward traditional fare, a few years ago the Opera Company put on *Pax Centurionus,* a modern opera in Latin celebrating the life and death of the Centurion. Gerard Phillips, the noted soprano who plays Centurion, has become quite the local celebrity with his role, and the show always plays to a sold-out house.

Events like the opera and the orchestra tend to attract the upper crust of Freedom society, making them targets for criminals looking to rob or merely hold them hostage, whether for ransom or to prove a point. Player characters who are upper-class or influential in their secret identities might attend an evening at the opera or the ballet, and anyone might go out for an evening of culture and refinement, including some of the heroes and their supporting NPCs.

THE BEAUDRIE OPERA HOUSE

Originally built in 1874 by Richard Beaudrie, the Beaudrie Opera House has long been a landmark of Freedom City's theatre district. The Opera House was painstakingly restored using photographs and information gathered from the local historical society after suffering tremendous damage from a super-battle against the Maestro and the Crime League. The current Opera House is considered even grander than the original but with at least as much Old World charm and class. The Beaudrie Opera House is home to the Freedom Philharmonic and Opera Company. It also serves as host to a number of other events, including plays, musicals, and even rock concerts.

DRAMA AND DANCE

There are more than a dozen active performance companies in Freedom City's bustling Theatre District, performing everything from contemporary plays and musicals to Shakespeare and ballet. A number of touring companies perform in the area before moving on to New York, Boston, or Los Angeles. The more popular modern performances tend to draw bigger crowds, but visits from the Russian Ballet and London's Royal Shakespeare Company sell out quickly as well. Many consider the modern Goodrich Theatre or the elegant Hellmann Odeum equals of any Broadway venue in New York.

LIBRARIES

Freedom City has some 134 libraries, ranging from neighborhood branches of the Freedom City Public Library to college and university libraries. The city also boasts private collections such as law and medical libraries, not to mention the extensive collections owned by the Super Museum and the Freedom City Historical Society.

The city's public library system has 48 branches throughout the metro area encompassing a total collection of more than three million volumes and bound newspaper archives spanning the periodicals of Freedom City for the past 162 years. It also contains microfilm and microfiche files, audio and videotapes, and electronic information to support all the printed materials.

The Freedom Public Library has an extensive and easy-to-use website, allowing patrons to search for materials and reserve or renew them online. The main branch of the city library is located in City Center. The heavy granite building has a broad stairway flanked by stone sphinxes nicknamed April and May, though no one quite remembers why. The steps of the Central Library are a popular spot for meetings and lounging and reading in good weather.

MOVIE HOUSES

While a number of historians and law enforcement officials try to overlook it, Freedom City owes its incredible movie houses to the Mob. During Prohibition, the Freedom Mob put a lot of money into entertainments to distract the populace and flaunt its wealth. Although most movie houses moved on to independent management by the 1960s, any remaining Mob interests in all but the seediest Fens cinemas were eliminated by the end of Mayor O'Connor's first term.

Some theatres were built at the turn of the century as vaudeville houses and later converted, while the bulk of them were built in the grand fashion of movie houses of the 1920s. Unlike most major cities, Freedom patrons have never embraced the modern cineplex, preferring their well-kept and lovingly restored theaters. After all, with more than 25 cinemas scattered across the city, they actually screen more new and old movies every night of the week than would normally be seen.

Freedom's only real movie megaplex was in Greenbank. The hopes of the Greenbank Shopping Center and its cineplex reviving the economy of the area were dashed when a running battle between FORCE Ops and the R.I.O.T. destroyed half of the new structure. Since 1990, the property has been abandoned, though Scott Hamilton has talked of buying it to house a new USNet technology center and a testing ground for his virtual reality simulators. The city councilor for Greenbank is ecstatic over this possibility and presses for it.

When people are asked which movie house they like best, most remember the Pharaoh in Hanover with its stylized Egyptian motifs. Others like the gothic style of Castle Cinema in Port Regal, with its dark stone, gargoyle carvings, and torch-sconce lighting. Then there's the Victorian, a three-story behemoth dominating Kanigher Boulevard in Parkside with its interior designs of blood-red velvet and gold detail. Last but hardly least is a theater returned from the dead; the Radiodeum was long abandoned and recently renovated after the Toon Gang was evicted from using it as a hideout. People flock to see it and its two screens, enjoying the films but also marveling at the woodwork and Art Deco style furnishings.

MUSEUMS

Freedom City has a number of museums and art galleries, especially in the Riverside and Parkside areas. Museums are popular tourist attractions and play host to numerous school field trips. Many are also available for private parties and events. The galleries exhibit the best and brightest of Freedom's artistic communities, and they are popular nighttime destinations for the "in crowd" of Riverside.

THE FREEDOM CITY HISTORICAL MUSEUM

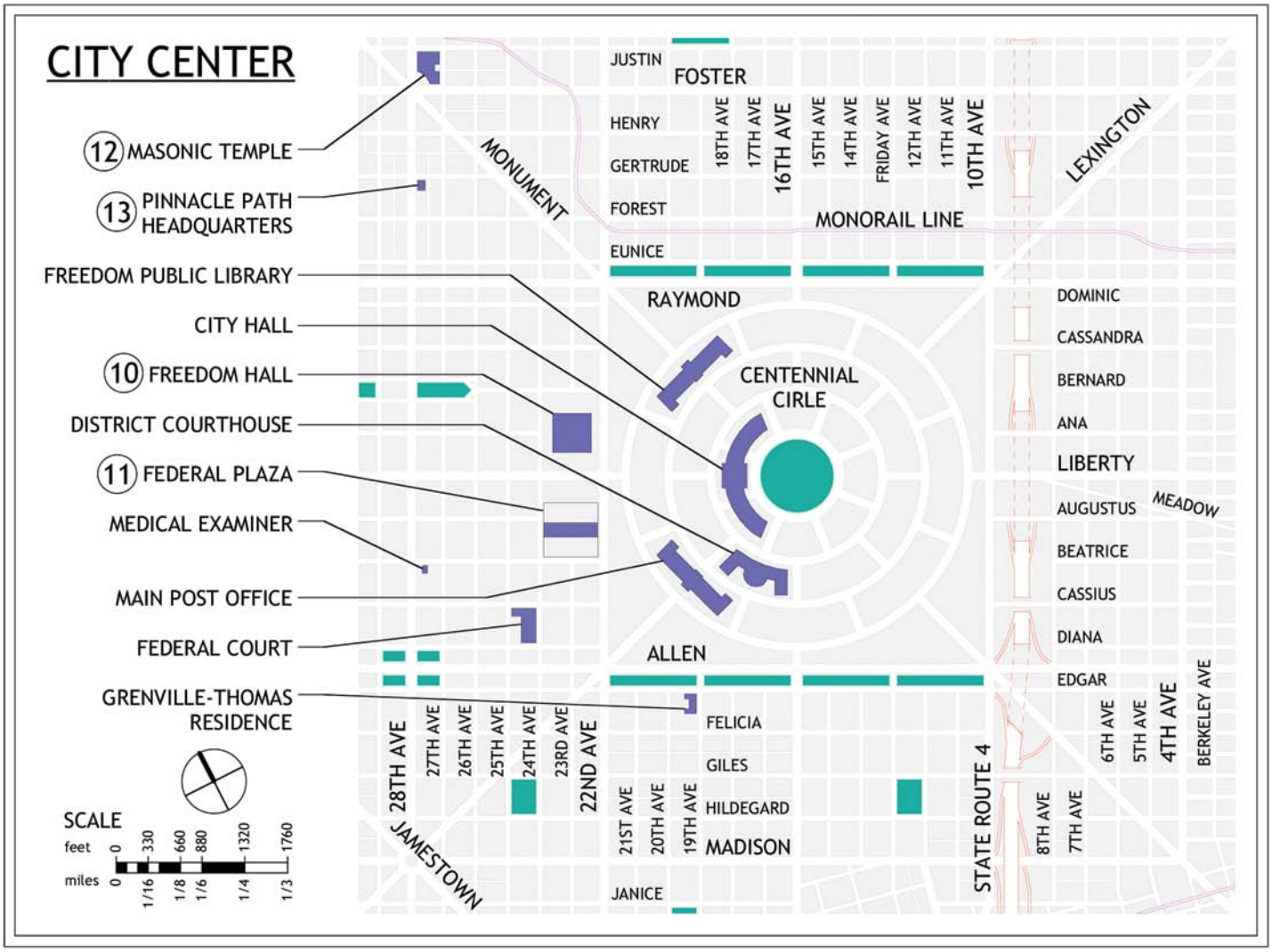
Not far from Liberty Park, this nineteenth century building was a privately owned mansion until 1906 when it became the Freedom City Historical Museum. The museum features a variety of attractions related to the history of Freedom City, from its founding to the present day. Most of the museum's exhibits are re-creations, although local individuals have donated some genuine historical pieces.

The main attraction is only a few years old and has revived interest in this old institution. A massive scale model of Freedom City (circa 1908) rests beneath the museum's central rotunda. After a battle against Rant and Rave, Dr. Metropolis created the model while helping to repair the damage. It recreates exacting details that could only come from memory, not photographs or newspaper accounts, with the most delicate and precise craftsmanship. Kids particularly love the animatronic horses and buggies in the streets.

THE HUNTER MUSEUM OF NATURAL HISTORY

Just north of Liberty Park, between the monorail line and the FCU campus, stands the Hunter Museum of Natural History. An anonymous donor funded the museum, and Dr. Metropolis and Daedalus of the Freedom League helped build the actual structure. The three-story marble and steel building resembles a Greek temple on the outside, and inside the museum features displays on archeology, anthropology, paleontology, and technology.

The museum's collection includes artifacts from ancient civilizations, many of them donated by Daedalus and others; Adrian Eldrich volunteers



his time to evaluate or screen any items of mystical power with Daedalus. Often, the two create a replica to show the item without risking its loss or abuse. To the delight of younger visitors, a giant replica of a tyrannosaurus rex skeleton greets visitors in the main lobby.

THE KIRBY MUSEUM OF FINE ARTS

Located near the monorail stop on the west side of Liberty Park is the famed Kirby Museum of Fine Arts. "The Kirby," as locals call it, contains a large number of paintings, sculptures, and other works by American and international artists. The museum itself is a marvel of modern architectural design with two levels and three wings off the main lobby area and the impressively lit crystal spire that makes it an easy to spot landmark. The museum runs regular theme exhibits, the most recent being an exhibit of "urban art"—artworks created in or for an urban environment using modern tools and techniques.

The museum suffered twice in super-battles. The original glass spire atop the building broke when used as a perch by Titanus, the giant mutant gorilla. It has since been replaced with a crystalline compound of greater tensile strength. The museum also lost several irreplaceable Impressionist paintings and more than a dozen statues when the Philistine went on a rampage. Since then, the museum has increased security, and no one is allowed within three feet of any artwork without special clearance.

THE SUPER MUSEUM

The most popular museum attraction in Freedom City by far is the famed Super Museum on Allen Street in Midtown. The museum has exhaustively detailed exhibits on supers throughout history, including special displays on the "mystery men" of the 1930s, the Liberty League, and modern heroes like the Freedom League and the Atom Family. The current curator is historian Dr. Jerry B. R. Thomas.

The museum has lifelike statues of supers, dioramas, actual donated costumes, and replicas of various super-gadgets and equipment. There are three small theaters, one for newsreels and footage of the early heroes from the 1920s on through the early 1950s, another for the modern heroes of the 1960s through today, and a third for footage of the villains and a special documentary on the Terminus Invasion. The museum also has a busy gift shop selling all manner of super-memorabilia, including T-shirts, statuettes, comic books, poster prints, videos and DVDs, and more.

Outside the museum stands the 20-foot bronze sculpture "Atlas Triumphant," a man holding a representation of the Earth high above his head, by artist Raul Diaz. Attached to the museum is the original Champion's theme-restaurant. Owner and founder Todd Campion helped supply many exhibits for the museum, and more can be found inside the restaurant itself. Champion's does a booming business, and occasionally gets visited by one or more of Freedom's resident heroes, making it all the more popular for tourists hoping to spot a superhero.

The Super Museum is a great place for heroes to visit in their secret identities or in costume. They can be guests of the museum to open a new exhibit—perhaps an exhibit about them!—or they might just drop in for a surprise visit to sign autographs and have their pictures taken with some eager tourists. The museum is also a somber place of reflection, where the players can get an appreciation of the legacy of heroism that came before them, most of all in the Hall of Honor, a dark hall featuring spotlights illuminating statues of heroes who gave their lives fighting for Freedom City: Andrea Atom, Brainstorm, Centurion, Halogen, Hepcat, Mentac, Scarab, Tectonic, and others.

Of course, the Super Museum also interests super-criminals. Most of the gadgets on display are replicas, but some are originals, since they are harmless (or so the museum staff believes). A criminal might simply want the pleasure of trashing a place important to so many heroes, or use a threat to the museum to draw the attention of an enemy or set up an ambush.

VISUAL ARTS

The Freedom City art scene is strongly concentrated in the Riverside community, though there are some other artists and galleries in Hanover, the West End, and Southside. Riverside features a number of small galleries, and the city government hires artists for public works intended to enhance the city's appearance.

NOTABLE ARTISTS

There may be many more artists in Riverside than the populations of some small towns, but these are Freedom City's artists who stand out in many ways.

JACQUES CRENAIRE

Strange for any other city than Freedom, prison helped create one of the city's most notable artists. L'Enfant Terrible, a French supervillain, immigrated here and became a nemesis of Hepcat, Lady Liberty, and other heroes in the late 1950s. His permanent child-like appearance and psychic powers masked a deeply disturbed personality, but Crenaire was eventually incarcerated for life in Blackstone for the murders of 17 people in 1963. After more than a decade in prison, he discovered a talent for painting. Despite some public outcry, there have been showings of his work at galleries in Riverside since the mid-1980s. The proceeds from sales of his artwork go to a relief fund for his victims' families.

RAUL DIAZ

Famed sculptor Raul Diaz originally hails from Costa Rica, although he moved to the United States with his family as a child. He embarked on his career as an artist as a young man in New York City, earning critical acclaim for his work. He met Michael O'Connor, Jr. at a gallery showing in 1991, where O'Connor purchased some of Diaz's work for his own collection.

As mayor, O'Connor engaged Diaz's services to provide pieces to enhance Freedom City, particularly the Sentry Statue standing at the tip of the peninsula, which is Diaz's largest and greatest work to date. Raul now lives in Freedom City and has his own gallery in Riverside, where he displays and sells his work, in demand worldwide. He has a small studio of artists trained in his style so he doesn't have to be the one to always repair and fix his statuary after the latest super-battle.

JOAN ENRIKSON

Joan Enrikson is an African-American painter known for her use of ancient tribal motifs in her work. She lives in the West End and has displayed her work at galleries in Riverside to rave reviews. She was commissioned by the city to paint a series of murals in the Riverside area, which are nearing completion.

CHRISTINA VALLEY

Ms. Valley is a photojournalist and art photographer who has done work abroad, mostly in Australia and South America. After spending years traveling the world, Christina fell in love with Freedom City and bought a condominium in Parkside. Her photography from the front lines of the Terminus Invasion would have more than ensured her fame, but her photo of the fallen Centurion garnered her a Pulitzer Prize and is one of the most famous photographs in the world. Since then, she has focused more on art photos. Her photographs of Freedom City have appeared in magazines nationwide and a show is planned at the Historical Museum in the near future.

HEALTH CARE

Freedom City cares deeply about the health and welfare of its citizens and has some of the finest medical facilities in the world, both in terms of mental and physical health.

FREEDOM MEDICAL CENTER

The foremost hospital in the city is the sprawling Freedom Medical Center near the downtown campus of FCU. The FMC is affiliated with the university and serves as a "teaching hospital" for interns and medical students. The 700-bed hospital has a staff of some 1,200 physicians and 7,500 employees in all, including students and volunteers. Most of the physicians on staff are renowned specialists in their fields, including seven specializing in superhumans, their powers, and how to treat them.

The Medical Center recently received a substantial grant from the U.S. government to study triage methods and disaster management, two issues of importance to Freedom City. The staff studies the records of various accidents and natural disasters—including major super-battles and events like the Terminus Invasion—with an eye toward formulating more effective strategies for treating victims. The hospital's trauma team and emergency room are among the finest on the east coast.

MCNIDER MEMORIAL HOSPITAL

McNider Hospital was once the largest hospital in Freedom City. It has long served Midtown, but these days plays second fiddle to the newer and more modern Freedom Medical Center. Staff members at Memorial are touchy about their loss of status and funding, but remain dedicated to their jobs. The hospital has facilities for 500 patients and a full staff of physicians and health care workers.

THE PROVIDENCE ASYLUM

The Providence Asylum is located in a fairly isolated part of Port Regal, near a cliff overlooking the ocean. It was originally the estate of the Phillips family, one of Freedom's founding families. Mr. Howard Phillips, the patriarch at the time, willed the estate to Dr. Reginald Carter to establish an asylum for the mentally ill upon his death in 1908.

Dr. Carter set up the asylum and served as its director for many years, until he disappeared under mysterious (and still unexplained) circumstances in 1929. The Board of Trustees hired a new director and the asylum has continued to operate to this day. Facilities at the Providence

Asylum have been greatly updated since its establishment, although they still lag somewhat behind the state of the art.

A few years ago, the Asylum's Board of Trustees approved a proposal to begin treating mentally ill superhumans at the facility. Current asylum director Dr. Ashley Ellis has high hopes of making breakthroughs in the rehabilitation of superhuman criminals. Some Freedonians express concern with putting convicted super-criminals back on the street, even if they are considered cured.

TRINITY HOSPITAL

Located in West End, Trinity Hospital began as a Catholic-run public hospital. It was later bought out by a private health-maintenance organization in 1989. There have been some concerns regarding the hospital's outdated facilities, especially when compared to the new hospitals in the metro area. The HMO that owns the hospital, Asclepian Associates, is considering upgrading the facility. Trinity has the unique distinction of being the only hospital in Freedom City never to suffer a superhuman battle on its premises.

FREEDOM CITY HOSPITALS

Freedom City Veterans Hospital
Freedom Medical Center
Hanover Medical Center
Kingston Community Medical Center
McNider Memorial Hospital
North Bay Medical Center
Parkside General Hospital
Pineview Hospital
Port Regal Medical Center
Providence Asylum
Shriners' Children's Hospital
Southside General Hospital
St. Joseph's Hospital
St. Margaret's Hospital
Trinity Hospital

NOTABLE DOCTORS

Given the reliability of super-battles in Freedom City, there is always a need for medical personnel of all stripes and specialties from EMTs and nurses all the way up to the chief of staff at FMC.

DR. RANDOLPH COLLINS

Dr. Collins is chief of staff at McNider Memorial Hospital, and quite proud of his facility's achievements during his ten years at the helm. He is devoted to giving hospital patrons the highest level of care possible. Dr. Collins is well known for his reserved nature and his dislike of "superhuman antics" (as he calls them). In his view, supers like the Freedom League or the Atom Family may be helpful in a disaster, but most of the time, they do nothing but fight amongst themselves, which always leads to more casualties.

DR. ASHLEY ELLIS

Director of the Providence Asylum, Dr. Ellis is either a saint or a martyr, depending on whom you ask. She fiercely devotes herself to helping patients many deem incurable and is seen as "soft" when it comes to dangerous or super-powered psychotics. At the same time, she keeps the asylum running smoothly and ensures its patients receive quality care rather than simple incarceration and heavy medication. It remains to be seen whether or not her work will prove successful. Already she's fended off complaints about the asylum and fought efforts to move some of her patients to Blackstone. Ashley Ellis is an attractive woman in her late-30s with shoulder-length auburn hair and striking lavender eyes. She usually wears her white coat over a pastel blouse and a dark skirt, and wears black-rimmed glasses for reading.

DR. SERGEI IVANOV

An immigrant from the Baltic Republics, Dr. Ivanov is a neurologist and a skilled neurosurgeon. He wrote a popular book on psionic studies in the former Soviet Union after working for a time on once-classified Soviet experimental studies of psychic abilities. He was an associate of Dr. Mina Kosmova before her transformation into the Cosmic Mind (see **Chapter 6**). In addition to his practice at Freedom Medical Center, Dr. Ivanov pursues studies in psionic neurology under a grant from the U.S. government.

DR. EMILY TANNER

Dr. Emily Tanner is a relative newcomer to Freedom Medical Center. She hopes to prove her personal theory that there is a biological explanation for the large number of superhumans in Freedom City. She plans to submit her initial findings soon to secure an Albright Institute grant so she can study the phenomenon further. Dr. Tanner is a dark-haired woman in her mid-30s, with a strong—one might say "obsessive"—interest in superhuman physiology.

THE MEDIA

The media, from newspapers to radio and television, is a powerful force in Freedom City. The city is home to one of the world's largest media corporations and its citizens are used to a constant stream of information and entertainment. Naturally, a big focus of Freedom City's media is on superheroes and supervillains.

PRINT MEDIA

Freedom City has a number of daily newspapers and other publications reporting the exploits and accomplishments of Freedonians common and super alike. Like many of the businesses in the city, Freedom's major newspapers have made the transition to the electronic market with websites and online services for their readers.

Journalists of all stripes are a staple of the comics and can be in your *Freedom City* series, too. They offer heroes access to up-to-the-minute information on the latest happenings and make great supporting characters, since they're good at getting into trouble. Heroes may have secret identities as reporters, editors, photojournalists, or other media people, while younger characters might be interns, gofers, cub reporters, or perhaps writers or artists at Castle Comics, recreating the adventures of their costumed identities!

CASTLE COMICS

A publisher of superhero comic books, Castle Comics relocated to Freedom City and became the officially licensed publisher of comics based on the adventures of the Freedom League. They bought the rights to the original pulps and comics of Freedom's old Aurora Publishing Group and have since acquired licenses for the Atom Family and several other independent heroes and teams around the country. They publish some 30 monthly or bimonthly books, but their biggest sellers are *Freedom League Adventures* and (to everyone's surprise) *Tales of the Scarab*.

Castle's staff of writers and artists primarily creates "reality comics" based on news reports, along with interviews and information provided by the heroes (or sometimes the villains) themselves. Unlike most comic com-

panies, Castle keeps two computers tied to the wire services at all times to track the latest actions of "their" superheroes. Every effort is made to keep the comics "true to life," since that's what the audience demands, although Castle has to take certain liberties when it comes to working around the private lives of heroes with secret identities. Naturally, they prefer heroes with public identities like Captain Thunder, although some controversy arises over how much of Johnny Rocket's personal life to show in their comics. Assuming there are no conflicts with a hero's estate, Castle also produces comics speculating on the secrets and mysteries behind a deceased hero's adventures and life.

The Freedom League visited the Castle Comics offices only once. Thanks to Quirk's tag-along appearance, they're not likely to be invited back any time soon. It's hard to produce comic books when art pages giggle ("because pencils tickle!"), cubicle walls topple like dominoes, writers are turned into two-dimensional comic strips, and computer coloring programs want to print everything with a paisley pattern.

THE DAILY HERALD

Known as the most conservative paper in Freedom City, the *Herald* is a morning daily. It focuses on business and political news and its editorials support one right-wing cause after another. Due to its frequent hard-line editorial stances on crime and other issues, the Herald building and its presses and staff are favorite targets of some supervillains.

The publisher, Lana Loeb, uses the paper as her personal platform to sound off on a wide variety of topics, following the tradition set by her late husband and former publisher, Lester. The *Herald* has questioned Mayor O'Connor's spending practices and the efforts of City Hall to come down on corruption in the construction industry.

The paper questions the actions of the Freedom League and other heroes almost daily. If they make a mistake, they can expect to read about it in the *Herald* the following day, alongside a scathing editorial. Johnny Rocket is a favorite target of Mrs. Loeb's editorial, as she questions whether or not "a known sexual deviant should be held up as a role model for children." Her paper reserves particular venom for the "lawless vigilantes" in Southside. "These so-called heroes are little more than armed thugs," according to Mrs. Loeb, "who should be arrested and taken off the streets."

THE DAILY WORD

One of Freedom's smaller daily newspapers, this tabloid-format morning daily comes out of Hanover. The *Daily Word* carries stories relating to Freedom society and entertainment. It has an excellent arts and entertainment section as well as a number of juicy gossip columns. Some dismiss the paper as superficial fluff, but many take their reviews of local restaurants and attractions quite seriously. The paper also delights in digging up dirt on Freedom's celebrities, including its superheroes.

THE FREEDOM LEDGER

The *Ledger* is Freedom City's oldest daily newspaper, started in 1847 by Henry Beaumont. It has run morning and evening editions for more than 150 years through wars, disasters, strikes, and more. Even alien invasions and cosmic calamities have failed to delay its publication, though they did reduce it to a single daily edition during the Terminus Invasion. The paper's motto is "All That You Need to Know," and they take it very seriously.

The *Ledger* operates in downtown Freedom out of a building equipped with state-of-the-art printing presses and computer equipment. Fletcher Beaumont II is the paper's publisher, while Jerry Jonas is Editor-in-Chief. Beaumont writes a weekly editorial column for the Sunday edition. The publisher has a reputation for expressing his opinion, which has a decidedly liberal bent. The *Ledger* has always vocally supported the city's



superheroes except for some of the more violent and bloodthirsty vigilantes active during the Moore years.

The *Freedom Ledger* is published seven days a week with Sunday being the only day with a single (but larger) edition. It also has a massive website in cooperation with USNet, which provides online content for readers and access to up-to-the-minute news updates and information. Thus far, the website has been very successful, and there are plans to continue to expand it. Between two dailies and the website, the *Ledger* stays on top of the news at all times, their sources and news items rarely being more than a few hours old.

The *Ledger* employs some 2,000 people at its downtown offices, with another 150 or so at its secondary printing plant in Southside. Its primary "bullpen" of some 55 reporters covers state and local news, while the business, sports, and lifestyle departments each have a dedicated staff of five to ten reporters. The paper's award-winning staff and freelance photographers capture images to accompany the stories (both in print and online). The company's graphics and layout department includes the web design department, which is rapidly growing.

The *Freedom Ledger* has won several Pulitzer Prizes over the last 150-odd years, the most recent for its coverage of Omega's invasion of the city and the death of the Centurion.

THE RIVERSIDE REVIEW

A small weekly paper published in Riverside, the *Review* focuses on the artistic community of Freedom City along with a number of news items and editorials of interest to their readership. Promoting a strong liberal slant, the paper is aimed at hip, young readers, and contains a substantial arts section, covering everything from gallery openings to theatre, television, and movies. It has a large classified and personal ad section as well

as a special section that rotates among four features: the arts, local music, the club scene, and gay & lesbian. It also delves into pop culture and local items of interest. People often compare and contrast the *Riverside Review* with the *Daily Word*.

THE WADING WAY BULLETIN

This daily publication caters to professionals along Wading Way, particularly those in the financial industry. The *Bulletin* covers the latest financial news, stock market reports, activities of major businesses, and so forth, with a sharp focus on the Freedom City area. The paper has also become popular with businesspeople in other cities interested in keeping an eye on both the fiscal and fantastic happenings in Freedom.

WORLD MAGAZINE

World Magazine, one of America's foremost newsmagazines, is published by New Horizon Media. Each weekly issue contains stories on major news events, politics, economics, social trends, and other topics of interest to the informed reader. The magazine relies on sensationalism no more than it has to in order to boost sales, and features serious journalism along with award-winning photography.

PRINT MEDIA PERSONALITIES

While some reporters become well known to their readers, most people in Freedom either know columnists or publishers, as their names are more prominent on the op-ed pages or among the headlines.

FLETCHER BEAUMONT II

The publisher and current owner of the *Freedom Ledger* is Fletcher Beaumont II, a descendant of the paper's founder. His family has owned and run the newspaper for over a hundred years, and Mr. Beaumont remains dedicated to the ideals of truthful and timely reporting. Beaumont is heir to another legacy as well. His father, Fletcher Beaumont I, was the original Bowman in the 1940s. The younger Fletcher became the second Arrow and partner of Timothy Quinn (the original Arrow and the second Bowman), and both of them were members of the Freedom League in the 1960s. In the early 1970s, Fletcher became an alcoholic and his drinking effectively ended his and Quinn's partnership after nearly costing both their lives.

A few years after Quinn retired, Fletcher took on the Bowman identity in an effort to redeem himself. He trained a young partner, Ethan Keller, as the third Arrow, but this partnership dissolved when the stresses of his heroic identity drove Fletcher back into the bottle. After nearly getting himself killed by being drunk on duty, he retired, and Arrow operated alone until he adopted the name Archer and founded FORCE Ops. Now sober for more than ten years, Fletcher Beaumont II has reclaimed his self-confidence and his integrity by focusing on his newspaper work and his family. Beaumont's son, Fletcher III, carries on the family's heroic legacy as the current Bowman (see **Chapter 5**).

JERRY JONAS

The Editor-in-Chief of the *Freedom Ledger* truly has printer's ink in his veins. Jonas started out with the paper as a cub reporter back in the 1960s, and worked his way up through editorial to become Editor-in-Chief thirteen years ago. Since then, Jonas has taken great pride in the achievements of "his" paper, not the least of which is winning a Pulitzer. He's a believer in "hard" journalism, and won't run anything his reporters can't back up. He encourages his people to get out into the thick of things rather than just running a story down by making calls or using the Internet. "The real stories are out there," he says. "So go get 'em!"

Jerry is 55, with thinning brown hair, hazel (but often blood-shot and wearied) eyes, and a prominent nose. He usually wears button-down shirts with the sleeves rolled up and has his tie loosened more often than not. He needs reading glasses, although he dislikes wearing them and frequently misplaces them. He lives in the West End with his wife Alice. Their son, Tom, is 26 and working as an actor in New York City. His sister June is 23, a recent graduate of Brown University. She moved back to Freedom City to take a job as a programmer at USNet.

JULIE STREETER

Ms. Streeter is one of the star reporters of the *Ledger*. Her reporting on the death of the Centurion won her and the paper a Pulitzer, and she turned down offers from other major papers to stay in Freedom City. Julie started out covering the police beat in Freedom, so she's willing to dive in and tackle just about anything. That includes slipping past police lines and into off-limits areas if it means getting the scoop on a good story. Unfortunately for her editor's peace of mind, Julie is heedless of her own safety and has gotten hurt numerous times getting too close to some superhuman melees. She's currently hoping to get an exclusive interview with Foreshadow, although the mysterious hero has eluded her for some time now.

HARRY WISEMAN

The editor-in-chief of Castle Comics is a 30-year veteran of the business, starting out with a company in New York. He was lured away when the young people who started Castle Comics realized they didn't really know how to run a publishing company. With Harry at the helm, Castle has become a huge success, particularly following its move to Freedom City. Harry loves telling stories about real superheroes, and fondly remembers the ones he's met over the years. He enjoys talking with young comics fans, who remind him of when he was a kid. The 57-year-old Wiseman lives with his wife, Dora, in Kingston. Their three children are all grown and live out of state.

RADIO

The airwaves of Freedom City are filled with a variety of different radio stations and programs. The top five stations, ranked by the numbers of confirmed listeners, are: WXLL (news/talk); WFAN (top-40); WNCC (classic rock); WNTT (alternative); and WHIT (college).



RADIO PERSONALITIES

There are plenty of deejays and commentators on Freedom's airwaves, but the most well known are:

FREDDIE LEMANCHE

Freddie "the Banshee" Lemanche is the daytime deejay of WNTT, known for his propensity for fast music, fast talk, and the fast life in general. Lemanche got his start in college radio and worked his way

up to become NTT's most popular deejay. His program is on in the afternoons, and its listeners are primarily teenagers and college-age. Lemanche has been censured several times for inappropriate comments on the air, but it only increases his popularity with his target audience. Freddie hosts the annual summer "South River Rave" sponsored by WNTT in Riverside Park. The show features the country's hottest alternative rock bands and a portion of the proceeds go to charity.

DR. ANDREW LOVE

Andrew Love has parlayed his name and his psychiatry degree into fame and fortune as the host of the syndicated radio show "Ask Dr. Love," which is broadcast throughout the Freedom area at different times during the night on WLSH, WNTT, and WSAR. The show is aimed towards teens and college-age listeners who call in with their questions. Dr. Love usually has a celebrity guest on the show and his previous guests have included superheroes, rock stars, and actors. Dr. Love is 36 and married, much to the disappointment of many of his listeners. His wife, Susanne, left her job as an administrator at Trinity Hospital to care for their son Alan, age 4. More conservative elements of Freedom find Dr. Love's program too explicit, and would like to see it censored (or off the air altogether).

ROGER OMAK

The daredevil pilot of "Sky Eye One," Roger flies a news chopper for WFAN, though he owns a helicopter himself. Omak delivers traffic reports every day during the morning rush hour. Listeners tune into his program in hopes of hearing one of Roger's famed "Sky-Eye" reports of some super activity in the city. Omak has braved many super battles to get a close up look at the situation, which he reports live to his listeners. He often works on the side for various television news stations, since he's one of the few pilots brave (or crazy) enough to do close fly-bys of a superhuman fracas. Since they worked together during the Terminus Invasion, Roger and photographer Christina Valley have been romantically involved, though neither has any desire to get married.

MAJOR FREEDOM RADIO STATIONS

FM Stations

WBTO 89.4 FM, jazz
WJLA 92.1 FM, classical
WLSH 93.9 FM, NPR news and information
WNTT ("The Entity") 94.5 FM, alternative
WKYO ("Whacko Radio") 96.4 FM, rock
WYNJ 98.5 FM, easy listening
WSTR 100.7 FM, rock
WFAN ("The Fan") 101.1 FM, top-40
WHIT ("Hit Radio")102.4 FM, Hanover college station
WJSA 103.9 FM, oldies
WTSC 104.5 FM, Spanish language
WBAT ("The Bat") 105.7 FM, hip-hop, and R&B
WNCC 106.3 FM, classic rock
WBNB 106.8 FM, country
WLAW ("The Law") 107.9 FM, rock

AM Stations

WAST 890 AM, classical
WSAR 1240 AM, news/talk radio
WNLL 1460 AM, sports
WXLL 1380 AM , news/talk radio
WXRB 1550 AM, talk radio, radio drama, big band music

TELEVISION

Freedom City supports six television stations, five of which are affiliates of national broadcasting companies. The major networks are the American Broadcasting Network (ABN), Columbia Broadcasting Network (CBN), the National Broadcasting Network (NBN), the Filmore Network Association (FNA), and the Globe Broadcasting Network (GBN). GBN, headquartered in Freedom City, is the undisputed king of television there.

In addition to local channels, nearly every household in the Freedom area is hooked up to cable television, providing access to dozens of different channels, including premium and pay channels.

MAJOR FREEDOM TV STATIONS

WJAC Channel 2 (Public Broadcasting)
WNTW Channel 3 (GBN affiliate)
WBAL Channel 4 (NBN affiliate)
WXAD Channel 5 (ABN affiliate)
WCZA Channel 7 (CBN affiliate)
WNRQ Channel 25 (FNA affiliate)

TELEVISION PERSONALITIES

Freedonians joke that all TV personalities have a common superpower to keep their hair perfect at all times. Among the more notable TV celebrities are the following:

AMY FENG

Amy Feng is a reporter for Channel 3's "Action News" team. She's one of the first reporters on the scene of any major happening in Freedom, trailing a new cameraman behind her every other week ("I just wear them out, I guess," she says with a shrug). She's smart, savvy, and unflappable; she has faced down a super-criminal with microphone in hand to ask just why he was lobbing cars down the street. She's scored a number of major reports by being in the right place at the right time.

Amy originally hails from Maryland, where she attended the University of Maryland. She worked for a local station in Virginia for several years before she applied for a job in Freedom City. So far, WNTW is very happy with her performance and her ratings, although her expense reports are an occasional concern ("It wasn't my fault he decided to throw the news van at Captain Thunder!"). Amy lives in an apartment in Midtown with her two cats, Ariel and Pumpkin. In her spare time, she studies judo; her secret vice is reading trashy romance novels.

JENNIFER LOCKSLEY

Jen Locksley is the weather girl on WCZA Channel 7 News. A former Miss America contestant, Locksley landed the job with her looks, but she has since seriously begun studying meteorology at Freedom City University. Her proposal to insert snippets of what she's learning into her reports was shot down by station management, which just wants her to "smile and read the weather." She's frustrated by her "blonde bimbo" image, but feels she doesn't have any better prospects at the moment. She very much wants to prove herself to her colleagues. Jennifer's meteorological studies might lead her to information about Dr. Stratos or another weather-controlling villain. Of course, if she can't get anyone to listen to her, Jennifer might just try to investigate on her own.

CHARLES MAXFIELD

The evening news anchor on Channel 5 is Charles Maxfield, a lifelong Freedom City journalist with years of experience. Maxfield is in his forties with graying hair and a distinguished air about him that inspires trust. His ability to remain level headed in a crisis is almost legendary; he remained on the air throughout the Terminus Invasion, for example, reporting on the crisis. Maxfield spent years as a reporter himself, and likes to get out in the field from time to time to perform interviews. He lives in Ashton with his wife, Diane, and their 16-year-old daughter, Jessica. In his off-hours, Charles plays golf and collects model trains; he's very proud of the scale layout of the Greenbank train yards in his basement.



STEVEN AND JOANNE PARKER

Thousands start their days with the married hosts of "A.M. Freedom," a popular morning talk show on Channel 3. The Parkers are a couple known for their witty banter and charm. The show has various guests from movie stars to artists, and usually features various home segments like cooking and decorating. The Parkers are local celebrities, and often make appearances at different events in and around the city. Despite years of trying, the couple remains childless.

RICHARD "VOYEUR" ROYER

Rich Royer was just another freshman at Freedom City University when he discovered he had a unique ability. Rich can project whatever he sees and hears as an electromagnetic signal, showing whatever he perceives directly on television monitors. He first discovered his ability by accident when it began overriding TVs in his dorm. After a few somewhat embarrassing incidents, Rich went down to the hospital for an examination. The doctor there passed him on to the Albright Institute, where scientists confirmed Rich was a super-powered mutant, albeit a low-powered one.

At first, he just wanted to forget about his ability, but the president of GBN approached him with an offer. He wanted Rich to star in a new television series about his life, living together with other young people from around the country. Rich accepted and the reality TV show "Point of View" (popularly known as "POV") premiered the following season to become an instant hit. Rich learned to broadcast directly to recording units at the GBN studio, which allowed them to edit the footage for content and language before broadcasting. The show is now starting its third season, and the producers are adding other low-powered supers to the cast.

Rich still has some difficulties adjusting to his newfound celebrity status. Nearly every moment of his day is recorded for broadcast, and he can't go anywhere in Freedom City without being recognized. People tend to do strange and funny things in front of him, just like they would in front of somebody holding a camera. His presence also makes some people uncomfortable, since they think he might be "filming" them at any time, which has had a negative impact on his romantic and social life.

RICH "VOYEUR" ROYER					POWER LEVEL 0
Str 10	**Dex 12**	**Con 10**	**Int 11**	**Wis 13**	**Cha 12**
Skills: Computers 2 (+2), Knowledge (popular culture) 4 (+4), Notice 4 (+5), Profession (cameraman) 4 (+5), Sense Motive 2 (+3)					
Powers: Radio Communication 3 (audio-visual, Area)					
Combat: Attack +0, Grapple +0, Damage +0, Defense +0, Knockback –0, Initiative +1					
Saving Throws: Toughness +0, Fortitude +2, Reflex +2, Will +3					
Abilities 8 + Skills 4 (16 ranks) + Feats 0 + Powers 6 + Combat 0 + Saves 5 = Total 23					

SUPER-VISION

New Horizon Media's latest venture is Super-Vision, multimedia devoted to supers of all stripes. It includes a cable channel, website, and glossy monthly magazine. Programming includes documentaries, biographies, news, and the popular reality show *POV*. *Super-Vision Magazine* features historical retrospectives, interviews, and profiles of famous supers; articles on super-powers and the science of super-powers; news and gossip, and pretty much anything else its readers want to know about their favorite superhumans. There's been some controversy over the coverage Super-Vision gives to super-criminals as well as costumed heroes; New Horizon is quick to point out they have in no way "glorified" criminals or made their activities out to be acceptable.

THE MILITARY

The United States military has a modest presence in Freedom City that has increased since the construction of the space monitoring and control site offshore.

LONELY POINT NAVAL BASE

Lonely Point Naval Base has undergone a surge of activity since the establishment of Star Island. Originally, the base was a secondary facility for naval vessels and Coast Guard personnel working along the Atlantic Coast. The base had been in decline since the end of World War II, and the government nearly closed it down during a series of military cutbacks. The establishment of Star Island changed that, however, and the government has refurbished and expanded Lonely Point.

The Lonely Point Naval Base now houses some 700 military personnel and their dependents, along with a civilian staff of 150. The base has facilities for the maintenance and repair of naval vessels. Its staff works closely with Star Island, ferrying VIPs to and from the center and helping maintain security. Personnel at the base also cooperate with the U.S. Coast Guard in shore patrol operations and drug-busting efforts. The relative isolation of the base from the metro area helps its security. Captain Foster, the base commander, keeps the men and women under his command prepared for the possibility of an attack by terrorists and super-criminals.

For the personnel at the Naval Base, use the Soldier archetype on page 229 of *M&M,* changing the Profession skill to Profession (sailor). For the naval vessels at the base, use the vehicle information on page 144 of *M&M*. There are rarely ships larger than cutters or the occasional destroyer stationed at Lonely

STAR ISLAND SPACE CONTROL CENTER

Located off the coast is the Star Island Space Control Center (SCC), a new government facility designed as a, telemetry, recovery, and launch platform for space-based missions. The SCC is built on an island extensively altered to the government's specifications by the Army Corps of Engineers and members of the Freedom League.

Renamed "Star Island" for its rough resemblance to a five-pointed star, the island houses the main facility along with a conventional military airfield and housing for the SCC's workforce. The launch facility can handle U.S. space shuttles and spaceplanes as well as conventional rocket launches. The rest of the facility contains labs and administrative offices.

The SCC collects astronomical data and works with other NASA facilities in Florida and Texas on space-related projects, from new shuttle and rocket designs to the engineering and execution of a manned mission to Mars. Since the construction of the Lighthouse (see the **Freedom League** in **Chapter 5**), the Space Control Center also serves as a center for communication with the Freedom League's orbital headquarters.

Heroes and supporting characters with appropriate skills might work at Star Island, while trouble at the facility certainly draws the attention of heroes. Terrorists may seize control of the facility, either to hold it for ransom or to use it to launch some sort of weapon. Super-criminals might do the same, or use the launch facilities to send death-ray or mind control satellites into orbit.

Aliens might visit Star Island, either hitching a ride on-board a returning ship or following one back to Earth. Aliens stranded on Earth might attempt to use the launch facilities to return to outer space, as well. Alien visitors don't have to be humanoid, either. A space probe can bring back an alien disease, for example, or spores that take over human host bodies so their telepathic hive mind can grow in power.

NOTABLE FEDERAL AND MILITARY PERSONNEL

The Freedom City metro area features nearly 2,000 active-duty or reserve military recruits. Some notables include:

DR. ARTHUR ANDEL, DIRECTOR OF STAR ISLAND

Dr. Andel is a 15-year veteran of NASA's other facilities in Florida and Texas, who became director of the SCC on his qualifications and devotion to his work. He intends to prove the facility's worth to the government and involves himself in all aspects of its operations. Excited about the potential offered by the exploration of space, he communicates that enthusiasm to everyone around him. Arthur is in his mid-40s, almost totally bald save for a fringe of dark hair, has a dark brown full beard and moustache, and wears dark-rimmed glasses. He dresses casually in button-down shirts with the sleeves rolled up, and rarely wears a tie, choosing bow ties when he must. He lectures occasionally at the Hanover Institute of Technology. Dr. Andel's knowledge of astrophysics and astronomy might be useful to heroes looking for information on stellar phenomena.

CAPTAIN ARNOLD FOSTER, USN

Captain Foster is commander of the Lonely Point Naval Base. He is a career naval officer with a reputation for doing things by the book. Rather than being overwhelmed by the surge in activity at his post, Foster continues to run things quietly and efficiently. Foster enjoys such an active facility, although he occasionally looks at the stack of work on his desk and thinks wistfully about the days when Lonely Point lived up to its name. The captain is in his late-30s with a black crewcut going to gray at the temples. He's an avid sailor and owns a small pleasure craft that he likes to take out on his time off. He's also an amateur philatelist (stamp collector). The pride of his collection is first-day issues of all six Centurion stamps made from 1949 to 1993.

MAJOR ANA CHULPAK, USA, AEGIS LIASON

Major Chulpak is the U.S. military liaison to AEGIS in Freedom City. She's an Army officer with a reputation for forceful administration and a stubborn streak. She parlayed her job as a Pentagon aide to her current position, which affords her more autonomy and opportunities to ensure the military's interests are protected within AEGIS. Although she and AEGIS Director Powers rarely see eye-to-eye, they respect each other. Powers knows he can rely on Maj. Chulpak to give him her honest opinion (whether he wants it or not). Ana Chulpak is a 35-year-old woman of Inuit (Eskimo) extraction with short brown hair and brown eyes, and while on the short side, she easily stares down people much taller than her.

COLONEL RANDALL AUSTIN, USAF

Col. Austin is an Air Force pilot and astronaut assigned to Star Island, and also the ranking military officer at the facility. He still flies missions, but finds himself increasingly bound to a desk by administrative duties. Randy Austin has known Ray Gardener (Captain Thunder) for twenty years, and the two are good friends, although they don't see as much of each other these days. Austin was married for a number of years but he and his wife Elaine divorced some nine years ago. She retains custody of their daughter Virginia, who is often in her father's thoughts. Col. Austin is a fit man in his 40s, his dark hair in a military crewcut.

PARKS & RECREATION

Although Freedonians like the city life, there's no lack of places to get away from the city for a little while and enjoy the peace of nature, or just have some fun. Outdoor activities are quite popular for people in Freedom, and the city offers several places to indulge in them.

THE FREEDOM AQUARIUM

The Freedom Aquarium is located on its own pier on the city's waterfront. A walled-in area underneath the pier serves as a habitat. The Aquarium building is three stories tall and constructed around a massive seawater tank rising through the middle to the building's full height. Part of the Aquarium is "the Ark," an oceanic research vessel moored alongside the pier and serving as additional space to accommodate and display specimens. The aquarium houses a wide variety of fish, sharks, dolphins, and sea lions. Siren from the Freedom League has visited the Aquarium and says the sea creatures there are happy and well cared for.

LAKE MACKENZIE

Lake MacKenzie is a large freshwater lake in Port Regal, the only major lake in the Freedom area. The lake's narrow beaches and calm waters are popular for swimming, boating, and water sports during the summer and early fall. Small cottages and houses surround the outskirts, many of them with private piers reaching out from the shore.

Some people still talk about a strange humanoid "lake monster" that terrorized the area back in the 1940s—along with tales of psycho-killers and giant crocodiles living in the lake—although no one believes any of these urban legends.

LIBERTY PARK

In the midst of Freedom City is a broad swath of verdant green, a testament to the beauty of life and nature. Liberty Park was a central part of the city plans since the early 1800s—an area where people could come to get in touch with nature and enjoy some time away from the hustle and bustle of city life.

High stone walls surround the park, pierced by open wrought-iron gates every few blocks. One paved road immediately inside the walls encircles the park and is a major jogging path. Two paved roads cross the park north to south and two more east to west, but only foot traffic (along with bicycles, skateboards, and rollerblades) is permitted on them. The roads are closed to all but emergency vehicles and a few horse-drawn carriages offering rides around the park. Numerous unpaved foot and bicycle trails cross the park.

Liberty Park has a number of attractions, including the open lawns and athletic fields, the Botanical Gardens, the City Reservoir and its surrounding trails and picnic areas, the small Children's Zoo, and the Bandshell for outdoor concerts and performances. Liberty Park is infused and surrounded by art and culture. Inside the park are many statues and fountains, while just outside are the Kirby Museum of Fine Arts, St. George's Cathedral, and even the stately Midnight Society Mansion on 52nd Avenue.

Liberty Park makes an interesting place for characters to spend a quiet afternoon in their secret identities, until some threat or another interrupts. The park has many different features, and there's always the possibility of a late night mugging or similar crime.

Liberty Park is attractive to supers with a nature motif. The Green Man, for example, can animate the trees in the park and send a vegetable army marching out into the streets of Freedom. The park offers a lot of open land away from the buildings, where heroes have less of a chance of endangering innocent people, and, if you need to set down a falling passenger jet, it's the best spot in the city for it (actually it's the *only* real spot in the city for it).

HEROES' KNOLL

As much art as honorarium, a small hill in the park abutting the reservoir has become known as Heroes' Knoll. Since the 1960s, statues of Freedom City's deceased heroes have dotted this hill, even if other memorials exist elsewhere. The first statue honored the Bluesman, followed swiftly by statues of Sergeant Shrapnel, the Human Tank and Gunner, and others over the years. The most recent addition is Raul Diaz's statue of the Centurion, mirroring the massive Sentry Statue in Riverside Park.

OCEAN HEIGHTS AMUSEMENT PARK

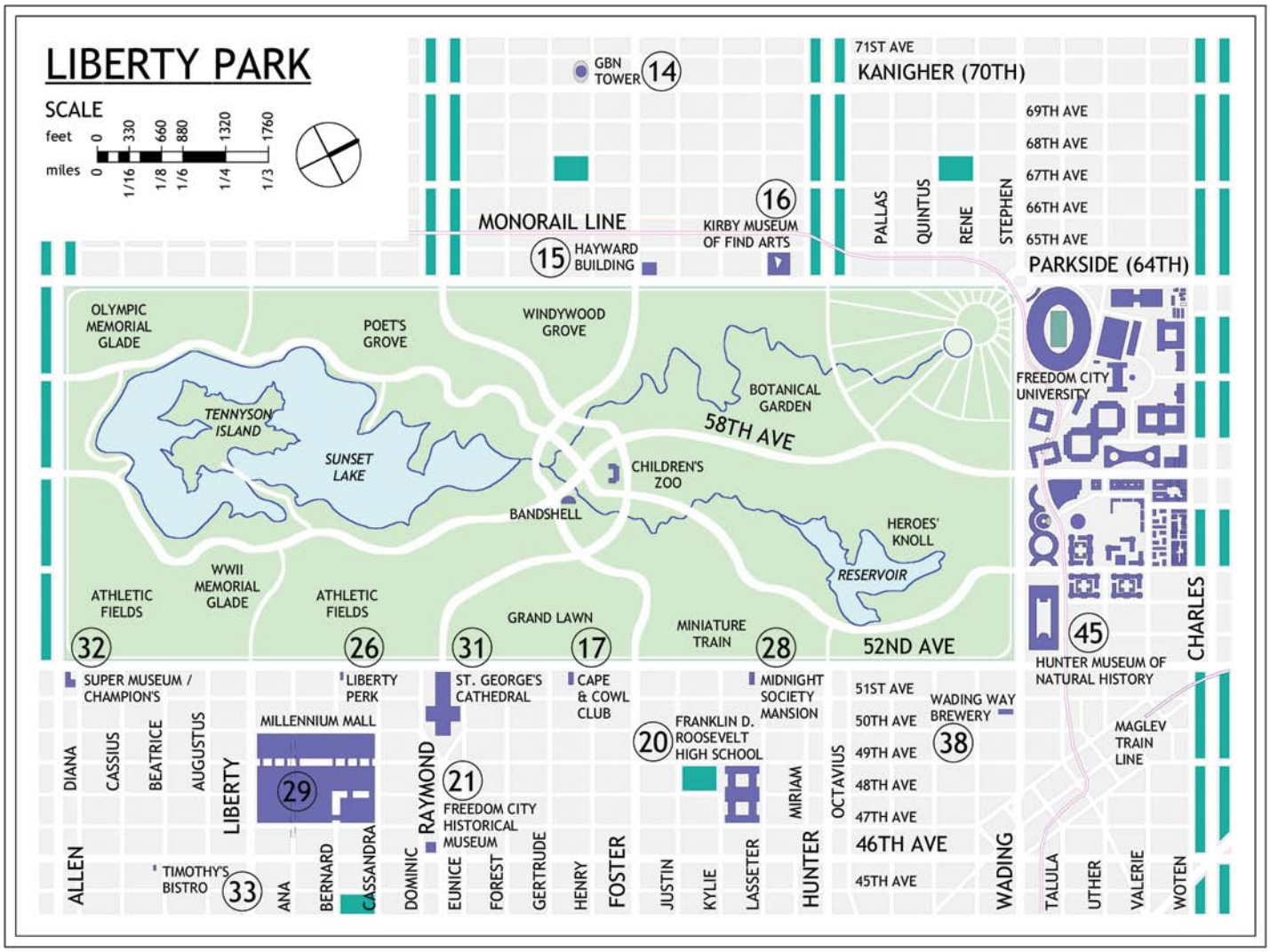
Located in Port Regal, the Ocean Heights Amusement Park overlooks the Centery Narrows where they open out into Great Bay. The park was established in 1958 and has remained a popular tourist attraction in the area. It suffered through a long dry spell through the late '80s and '90s, but the resurgence of the city has given the amusement park a new lease on life. The past few years have been some of the park's best and next year looks even better as more and more people are paying visits to Ocean Heights.

The park is located on a rocky rise, surrounded by a high chain-link fence with a single entrance toward the south. The amusement park features several rides, including a Ferris wheel, roller coaster, log flume, haunted house, hall of mirrors, and a number of other small rides like a tilt-a-whirl, bumper cars, and so forth. Rows of traditional arcade games and an arcade building with modern electronic games are popular with the local kids. The park's sideshows and live performances have become smaller and fewer over time, and it's likely they'll be phased out soon. Stands serve fried dough, hot dogs, hamburgers, and similar food, while candy- and caramel-apples are traditional fare in the late summer and early fall.

Ocean Heights is open from Memorial Day through Labor Day in the summer and closed down the rest of the year. Management sometimes rents the park for private events, which can keep it operational until November 1 or the first snows. The park management-company has a year-round contract with Stronghold Security to provide security personnel for the park when it is open and to protect it when it's closed.

Ocean Heights is a great setting for a super-battle, with rides like the roller coaster and Ferris wheel to imperil, and places like the Hall of Mirrors and the Haunted Mansion for opponents to hide out and prepare an ambush. A villain with an amusement park or funhouse motif (maybe Toy Boy or the Toon Gang) might take over Ocean Heights in the off-season and set it up as a deathtrap (complete with deadly versions of the traditional carny games and rides). It is also a good venue if the circus comes to Freedom City, expanding the park and its attractions while concealing some sort of criminal operation for the heroes to bust up.

Characters with a background involving a carnival or amusement park might be tied to Ocean Heights in some way. Maybe they know the park manager or one of the people currently working there. The park is a good place for heroes to visit in their off hours for some fun and relaxation, and it makes a great backdrop for a group of younger characters, like the Next-Gen (see **Chapter 5**).



THE PROMENADE

The strip of land along the north bank of the Wading River in Hanover is a park known as the Promenade after its numerous walking and bike trails. It's a popular place for locals to enjoy the number of gardens and manicured paths in which they stroll, sit, and talk in pleasant weather. The Bandshell hosts numerous concerts throughout the year and its biggest event is the Independence Day celebrations with fireworks out over the river and the bay.

On nights of the new moon with mist rising off the river, people over the years have seen ghosts here, though reports are unsubstantiated and the mood here is not one usually associated with hauntings (unless the ghosts seek a peaceful place of rest as well).

THE HANOVER ZOO

Not far from the Promenade is the Hanover Zoo, the largest in the state. It displays hundreds of different animals from all over the world. Lions, gorillas, tigers, monkeys, bears, seals, and many other animals can be found at the zoo, each housed in custom-built habitats. Paved walkways wind their way among the habitats, allowing visitors to see the animals. The zoo also maintains a reptile house, an aviary, and a bat house designed like the interior of a dark cave.

The zoo is busiest on summer weekends, though it sees busloads of children on field trips throughout the school year and families in the afternoons and evenings during the week.

In addition to the public facilities of the zoo, the staff also maintains breeding programs for endangered species and research programs into animal behavior and biology.



RIVERSIDE PARK

Riverside Park is a pleasant area of greenery at the end of the peninsula overlooking Great Bay. Although it's a relatively small park, it's the site of one of the city's most famous landmarks. At the tip of the peninsula near the water stands a giant statue, designed by noted sculptor Raul Diaz and dedicated to the Centurion, the hero who sacrificed his life to help save the world from Omega.

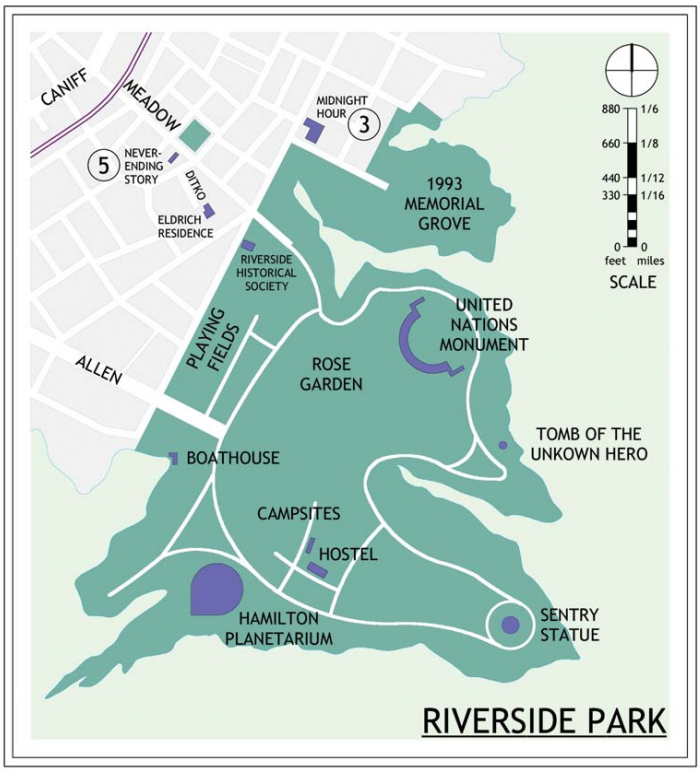
THE SENTRY STATUE

The Sentry Statue stands 100 feet tall, made from golden-tinted marble molded over a metal framework. Diaz designed and built the seven-



foot-tall model—which now stands on Heroes' Knoll in Liberty Park—and the Sentry was built with help from Dr. Metropolis and the Freedom League. The figure gazes out over the Centery Narrows toward Great Bay. His hands rest on the pommel of a sword, the point at its feet. Diaz says the statue represents "eternal vigilance" combined with "looking toward the future."

The Sentry Statue is clearly visible from the Bay and it's a major tourist attraction, especially when lit up at night so it can be seen for miles. Visitors can climb up inside the hollow statue and look out through special one-way windows, providing a 360-degree view from the observation deck in its head.



THE SENTRY IN ACTION

Should someone actually animate the Sentry Statue (using **Animate Objects** or a similar power), its game stats look something like this:

THE SENTRY STATUE			POWER LEVEL 10/MINION RANK 8		
Str 42	**Dex 10**	**Con –**	**Int –**	**Wis 10**	**Cha –**
Powers: Growth 16 (colossal, Permanent, Innate), **Immunity 30** (Fortitude), **Protection 10** (Impervious)					
Combat: Attack +2 (includes –8 due to size), Grapple +42, Damage +16 (unarmed), Defense +2 (includes –8 due to size), Knockback –26, Initiative +0					
Saving Throws: Toughness +18, Fortitude –, Reflex +0, Will –					
Note: The statue may have somewhat different traits depending on the nature of the force infusing and animating it. Use those presented as a baseline. It could have versions of the Centurion's other powers, for example (see page 22), and perhaps even mental ability scores, if given sufficient awareness or mystically "awakened" in some way, such as being possessed by the spirit of the Centurion!					
Abilities –20 + Skills 0 + Feats 0 + Powers 99 + Combat 40 + Saves 0 = 119					

WHARTON STATE FOREST

The Wharton State Forest lies west of Freedom City and covers hundreds of square miles. The forest includes a number of camping areas and nature preserves, and a Native American historical site. It is also a *cause celébre* for the environmentalists of the region.

When the outlying neighborhoods of Ashton and Grenville were built, environmentalists argued about the impact on forest land. Now there is the looming possibility of future expansion cutting even deeper into the remaining forest. Environmental groups lobby to protect the forest and radicals occasionally chain themselves to trees to keep them from being cleared. Thus far, confrontations between protesters and the police have not resulted in any serious injuries.

The state forest offers hiking trails and room for all manner of outdoor activities. Boating along the Wading River remains popular, along with camping at one of several small campgrounds found in the forest.

HAPPANUK HILL

The Happanuk Hill historical monument in Wharton State Forest is dedicated to the Happanuk tribe of Native Americans that once lived in the area. The site was a Happanuk burial ground centuries ago, but it is now a preserved historical site and tourist attraction, administered by the federal government.

The site draws some tourists and an intertribal pow-wow is held at the site once a year, which tends to be the biggest event in the state forest each year. Authorities have discounted reports of Native American ghosts at the site, although Eldrich and other adepts confirm there are lingering traces of power there.

There are other sacred sites within the forest, many with far more mystical power than Happanuk Hill. Native shamans have wisely kept this information to themselves, although they have hinted at forces in the forest outsiders should respect. The Green Man accidentally tapped into these powers once; native nature spirits subsumed his mind and used his powers to accelerate the decomposition of deadfall and groundcover in the forest to provide the trees nutrients for the coming harsh winter. Since that incident and his capture by the STAR Squad, the Green Man avoids the Happanuk Hill area.

RELIGION

The people of Freedom City have a strong need for faith. It helps carry them through crises and the loss of loved ones, and it gives them the strength to rebuild and go on rather than give up. Faith forms an important part of life in Freedom, and the city embraces a diverse range of faiths, from the most traditional religions to relatively new or fringe beliefs. Of course, having gods walking the streets of the city from time to time only reinforces some people's faith, one way or another.

MAJOR RELIGIONS

Nearly every religion in the world is represented in Freedom City to one degree or another. The city's population is predominantly Christian and Protestant. There is a substantial Catholic minority, along with adherents to other faiths like Judaism and Islam. Catholicism and Judaism are particularly influential in the West End with its diverse immigrant communities. Islam is strongest among the African-American and Arabic segments of the city's population.

Freedom City has a small pagan population. There are people embracing Wicca and others following African traditions like Santeria and Voodoo. The latter tend to practice behind the scenes, and a number of believers in Santeria and Voodoo attend Christian churches while continuing their own cultural practices in private. Certainly, the presence of the Voodoo goddess Siren in the Freedom League has encouraged their faith, and this is something of concern to some of the city's more conservative religious leaders. Neo-pagans tend to be most common in the Riverside area, while Santeria and Voodoo are found more often in the West End and Southside.

MAJOR CHURCHES AND TEMPLES

The Freedom City metro area has hundreds of churches and other places of worship. Some of the most prominent are described here.

ST. GEORGE'S CATHEDRAL

The largest and most magnificent church in Freedom is St. George's Cathedral in Midtown across from Liberty Park. The cathedral is built in the Gothic style like the great cathedrals of Europe. It features tall, thin steeples, a high bell tower, a cruciform shape, and space enough for hundreds of parishioners. The church is named for the famed dragon-slaying saint, and a huge stained glass depiction of St. George's greatest deed is a centerpiece of the cathedral. The numerous other stained glass windows depict other saints and religious figures.

The cathedral is the seat of the Catholic Archdiocese of Freedom City. Archbishop Charles Fairwell heads the Archdiocese. Over the past 30 years, the cathedral has been subject to superhuman battles on its premises; for some unknown reason, the Repentant (former Mob enforcer Bobby "Bulletproof" Masoni) has caused a lot of damage to the cathedral, looking for something there every time he breaks out of prison.

ST. SEBASTIAN'S CHURCH

St. Sebastian's is a Greek Orthodox Church in the West End at the heart of Freedom City's Greek and Eastern European neighborhood. Its distinctive Eastern Orthodox style dominates the neighborhood and the church still draws a regular number of worshippers, although the clergy are concerned that fewer and fewer young people in the area bother to attend. The elders of the neighborhood fear their traditional way of life is fading in comparison to the newer and more modern draw of downtown Freedom.

ST. STEPHEN'S CHURCH

Located near the top of Lantern Hill, St. Stephen's is a landmark as the oldest standing church in Freedom City. It was established in 1742 and recently restored to its original glory. The church is a tall, narrow building with high, thin stained glass windows and a tall steeple. St. Stephen's currently holds Methodist services, but also offers tours of its historic architecture. Attendance has been up since the renovations, and St. Stephen's claims hundreds of local people as parishioners. The graveyard adjacent to the church, Lantern Hill Cemetary, has tombstones dating back to just after the church's construction. No new graves have been dug there since 1934, but it's still church property and the church maintains it as a historical site.

The current pastor of St. Stephen's is the Reverend Madeline Dickenson, a woman with many years of experience as a minister and professional counselor. Rev. Dickenson came to the ministry relatively late in life, after raising three children and losing her husband, Mark, to cancer. She turned to her faith for solace and chose to attend seminary and become a minister. Her previous experience as a social worker and counselor serves her well in her new calling and she has focused on offering spiritual support and guidance to the members of her congregation. She became pastor of St. Stephen's five years ago and members of her congregation sing her praises to anyone who cares to listen. Madeline Dickenson is in her late-50s with a full figure and curly gray hair. She has a bright and mischievous smile and a twinkle in her eye that gives her a warm and welcoming presence.

Reverend Dickenson knows the mysterious Lantern Jack has some connection with her church, and she has seen and spoken with him on occasion. Although she's convinced Jack is a force for good, she still finds his ghostly presence disturbing. She has tried to encourage him to recall his compassion and humanity as well as his duty to justice.

THE SOUTHSIDE BOTANICA

This small storefront in Lincoln is actually the most active Voodoo temple in the city. The store in front sells candles, herbs, trinkets, and charms along with simple household goods. A space in back and the main temple area in the basement serve the needs of members of the Voodoo community when they gather for worship.

Madame Marie Otando is the mambo, or priestess, and proprietor of the establishment. Her family comes from Haiti but Marie grew up in Lincoln and knows the neighborhood exceedingly well. What most people don't know is Madame Marie has a small measure of true mystical power. She uses it only to help people in her neighborhood from time to time and to warn them against the work of evil spirits. She has earned Siren's trust and aided her in the past, and would gladly do so in the future.

The Botanica has had some legal trouble regarding the practice of sacrificing chickens and other animals during Voodoo rituals. For the time being, the courts have upheld the sacrifices under the context of freedom of religion, but some locals aren't satisfied with the ruling and there have been threats made against the Botanica and Madame Marie.

TEMPLE BEN DAVID

A synagogue in the predominantly Jewish part of the West End, Temple Ben David is the largest in Freedom City. The synagogue has had trouble with youth-gang vandalism, but the community rallied to help repair the damage and keep the area safer with neighborhood watches and the assistance of the FCPD. The synagogue follows Reform Judaism and is led by Rabbi Murray Feingold.

THE PINNACLE PATH

The religious organization called the Pinnacle Path is a newcomer to the spiritual scene. It began in Freedom City, the city that inspired Ross' vision of a better humanity. Founder Jeremiah Ross gave up his advertising career and wrote a book entitled *The Pinnacle Path: Achieving Your Highest Potential*. The book put forth his ideas for a spiritual discipline allowing people to achieve their highest potential.

Although considered "New Age claptrap" by many, the book steadily climbed up the best-seller lists and remained there. The book and its message gathered a popular following for Ross, who appeared on the talk show circuit to promote his work and his vision.

He established the Pinnacle Path Foundation, an official church preaching the beliefs from his book, with an office headquarters in downtown Freedom City. Since then, the Path steadily draws new converts and maintains good relations with the city government. Followers of the Path are usually well-educated professionals disaffected from mainstream religions. The followers of the Pinnacle Path perform an abundance of charitable work, since helping others is a strong part of their philosophy.

JEREMIAH ROSS

Jeremiah Ross is a man with a vision of a world where all people achieve their potential through hard work, introspection, and dedication to a higher ideal. He believes superhumans are a reflection of that potential, embodying the best—and the worst—humanity can achieve. In many ways, supers are the gods and demons of a modern mythology for Ross. These ideas resonate with a lot people, if book sales are any indication.

In addition to being a good writer, Ross is a charismatic and persuasive speaker, and believes strongly in what he's selling. There's still a bit of the advertising executive in him, and he knows how to turn a phrase to make it sound appealing to his audience. Still, he doesn't think he's deceiving people or pushing anything on them. He simply wants to show them the truth as he understands it, giving everyone a chance to reach their full potential.

Jeremiah Ross is in his late-30s, with jet-black shoulder-length hair and crystal blue eyes described as "intense." He's usually clean-shaven and impeccably dressed, though his audience determines if he pulls his hair back into a ponytail or leaves it loose.

"Yeah, those Pinnacle types have got a point, all right, but it's on top of their heads. I can't believe so many people fall for that sort of scam. If going to church was going to make anyone into a super, trust me, everybody would be going every Sunday."

"The Pinnacle Path is about achieving all that we can in this life and beyond. There's so much potential that goes untapped in the world, so much each of us has to offer. The Path shows us how to reach our potential and is with us, every step of the way."

—Two Freedonians interviewed on Person to Person

THE MAYOMBE

The cult of the Mayombe stretches back as far as the history of Voodoo itself. For as long as people have worshipped the loa, the gods of Voodoo, there have been those drawn only to the corrupt side. Whether motivated by hatred, vengeance, or simple power-lust, they have fallen under the influence of evil spirits and become their agents in the material world.

The Mayombe's stronghold has always been the New Orleans area of Louisiana, the center of American Voodoo practices. There the cult thrived in the shadows of the bayous late at night, when other folk were asleep. Mayombe cultists were responsible for many crimes, and did a great deal to give Voodoo its dark and sinister reputation among non-believers. At least a part of the Mayombe's power came from an intermingling between humans and debased Serpent People in the bayous. Their families often initiated members of the cult from childhood, and some bloodlines were particularly influential within the Mayombe's ranks.

In modern years, the Mayombe came under the sway of Lady Mamba, an initiate of the cult. They served as Lady Mamba's agents and underlings in her schemes to accumulate power and influence for herself. On a larger scale, the Mayombe cult also became the agents of a faction of the Voodoo loa who considered humanity unworthy, and wished to prove it to their fellow gods. The goddess Siren opposed this faction of loa (led by Baron Samedi) and took a human host in order to prove humanity worthy of the protection and guidance of the gods. Siren became the primary adversary of the Mayombe, although she has found allies on occasion, including the Master Mage, Adrian Eldritch.

Lady Mamba gave birth to two children by two fathers. Her daughter's father was human, although Dahlia inherited a measure of her mother's mystical potential. Her son's father, on the other hand, was a Serpent Man, making him a mutant mix of human and reptilian characteristics. The two siblings were raised in the ranks of the Mayombe as Lady Mamba's heirs and, later, her primary agents. They have never known life outside of the cult's ranks, and have no purpose except to serve the Mayombe's cause, although they sometimes chafe under the watchful eye of their mother. Dahlia, in particular, considers what things would be like if she led the cult.

In the present day, however, the Mayombe is only a shadow of what it once was. Many of the cult's members are older, and it hasn't replaced its losses in recent years. Lady Mamba's power and influence have diminished, and her children are not permitted to lead without her guidance. Baron Samedi focuses far more on his criminal empire in Freedom City and has largely abandoned the cult. The Mayombe want to reclaim the favor of the loa and the power they once held and are willing to take great risks in order to do so.

Use the Cultist archetype from **Chapter 11** of *Mutants & Masterminds* for the rank-and-file members of the Mayombe.

RESTAURANTS, BARS & NIGHTCLUBS

Freedom City has a profuse number of places to eat, drink, and have fun. For a city on the move, places to go out and blow off steam or enjoy a pleasant meal are important, and Freedom has attracted plenty of entrepreneurs up to the challenge. The city already has a reputation as a place that doesn't sleep; you can find somewhere to eat or have fun at nearly any hour of the day or night.

RESTAURANTS

Freedom is home to hundreds of restaurants serving a wide range of food, from the finest four-star nouvelle cuisine to ethnic restaurants to old-fashioned home-style cooking and fast food.

CHAMPION'S

The American cuisine at this restaurant is good, but the real reasons to visit are the restaurant's extensive collection of super memorabilia and its connection to the Super Museum. The place is nearly always packed, so they recommend customers put their names on a waiting list and spend some time looking around the museum. Museum patrons receive coupons for discounts and specials at Champion's. The restaurant has a full children's menu and plenty of attractions and fun for kids as well as adults.



CHEZ HENRI

The four-star French restaurant in Midtown is known for the quality of its food but, more importantly, for the elite and snobbish attitude of its staff. It caters to the wealthy and those who want to feel wealthy for an evening.

LIBERTY PERK

A coffeehouse located near Liberty Park, where patrons can sip lattes, cappuccino, and espresso at the sidewalk tables while enjoying the view of the park across the street.

MADDEN'S

A chain of franchised restaurants, Madden's serves American-style food in a cozy atmosphere. Madden's is popular with middle-class families, and they always have a great selection of ice cream and desserts.

THE PLAZA

Located on the second floor of the Plaza Hotel in downtown Freedom, the Plaza restaurant serves high-class cuisine in a refined atmosphere popular with the well to do businessmen.

SHAUGHNESSEY'S

A popular chain of local "brew-pub" restaurants with a Irish-American flair, all are decorated in brass and green-stained wood with liberal amounts of stained glass. The menu is broad and eclectic, including dozens of varieties of beer, most produced by local microbreweries. Shaughnessey's also owns its own microbrewery, which produces its signature Shaughnessey's Stout. The most popular beer remains the city's signature Freedom Ale, however, brewed by the Stars & Stripes Brewing Company out in Greenbank.

STAN'S SUPER HEROES

Stan's is a local chain of sandwich shops known for reasonable prices and large portions. The various sandwiches are named for different heroes and the stores have a number of autographed pictures of famous supers. With three days' notice, Stan's can produce the 12-foot Gigantosaur Sub for parties.

STARBASE COFFEE

Starbase Coffee is the survivor of a series of cyber-cafés that sprang up along the east coast. It has become one of the most successful chains of its kind with locations throughout Freedom City, particularly the North End and Hanover. Its sleek science fiction theme is popular with its patrons—mostly younger people in the high-tech industry and college students. All of its locations offer free WiFi connections for Internet surfing.

THE STARLIGHT ROOM

High atop the Tremont Hotel in downtown Freedom is the Starlight Room, a revolving restaurant offering a spectacular view of the city skyline and serving fine cuisine prepared by its staff of chefs. The Starlight room also features nightly dancing and live music, making it a popular nightspot.

TIA MARTA'S

This West End restaurant has been voted among the city's best for several years running. Tia Marta's serves a unique blend of Spanish and Italian cuisine and it comes family-style with enormous portions; people always take home leftovers from a meal here.

TIMOTHY'S BISTRO

A chef-owned bistro in Midtown, it serves a variety of cuisine based on Chef Timothy Kandro's eclectic tastes. It's small, upscale, and popular with local people and tourists alike, so make a reservation for one of its few tables. The bistro offers live Jazz on weekends.

TOYS

A Chinese restaurant located in the Theatre District, Toys is popular with the late theatre crowd and club-goers, since it's open until 3:00 a.m. It serves a variety of Chinese-American foods and has an extensive buffet.

WADING WAY BREWERY

A microbrewery and American pub-style restaurant, it is located on Wading Way near Liberty Park. It's popular with young families and local businessmen.



WINTERGREEN

This upscale cafe on Lantern Hill is the converted bottom floor of an old rowhouse. Far from any competing Starbase Coffee, this cozy setting serves a variety of coffees and teas, pastries, and other delicacies.

NIGHTCLUBS AND BARS

The city has nightspots catering to nearly every kind of taste, although the clubs lean toward the young and hip crowd making up so much of the nighttime scene. A few of the hottest spots are described here:

ECLIPSE

This club in Southside caters to the Goth and Industrial crowd. The owners like to claim the club was built in an old church, but the building was actually owned by Freedom College and renovated to look like a church. The club's closeness to the college makes it a popular nightspot for students. Foreshadow recently broke up a criminal gang at Eclipse, and the rumor it was made up of actual vampires has only enhanced the club's reputation.

FOURTH WORLD

A modern entertainment complex in Kingston, featuring three dance floors, an arcade, a billiards room, and a full bar. The four-story building was bought out and heavily renovated by the current owner while retaining its red brick and steel "industrial" look.

HOT LICKS

This Midtown jazz bar features live acts for the connoisseur. It's in a rebuilt early 1900s house that's deliberately cozy—some would say "cramped".

INFINITY

A popular downtown nightclub near the waterfront, Infinity is filled with smoked glass, chrome, and pulsating lighting. Dance and disco music are popular, and Infinity has live deejays on the weekends.

LEGENDS

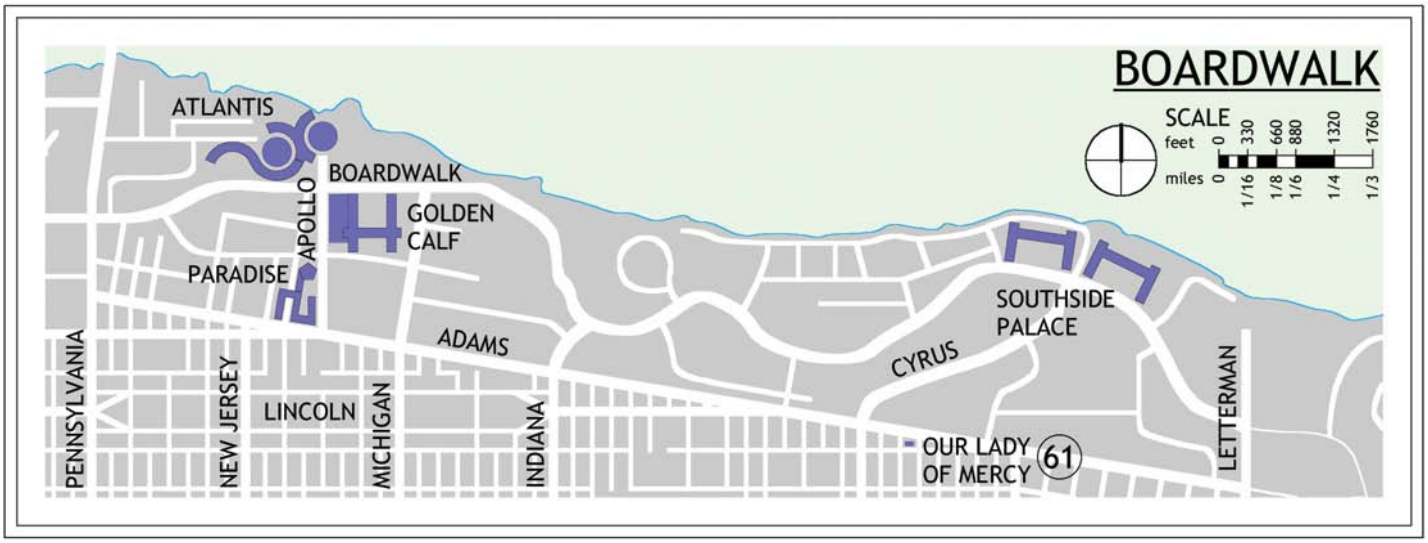
Located not far from the Liberty Dome, this club has a supers theme. Servers wear spandex costumes, often with short capes, and a raised transparent dance floor lets dancers try out their "flying" moves. Supers memorabilia is on display in glass cases around the club. Not unexpectedly, Todd Campion, the memorabilia collector who owns Champion's restaurants, also owns Legends.

MACHINE

The city's foremost gay club is in Hanover. The building is a renovated warehouse with plenty of exposed pipes and brickwork overlaid with a lot of exposed metal. Pounding dance music fills the entire place. The main dance floor spans the building's first floor while tables and bars occupy the two upper balcony areas that overlook the scene.

MIDNIGHT HOUR

This underground alternative (and dry) dance club in Riverside was opened by the owners of the original Midnight Hour in Los Angeles. It's located not far from the waterfront area and very popular with the high school and college patrons not yet old enough to enter the other clubs legally.



MILLENNIUM

Midtown's biggest nightclub caters to the young and upwardly mobile. Its emphasis is on futuristic, sleek, and stylish, and deejays mix different styles of music for different nights of the week.

THE SECRET BAR

Not so secret, this bar and restaurant's name comes from its motif—1960s-style spy movies and television shows. The West End bar maintains an innocuous front as an "import/export business." Patrons enter through a "secret passage" from the reception area into the bar. The entire two floors of the Secret Bar are filled with spy memorabilia and the bartenders serve code-named drinks not for the faint of heart.

CASINOS

In the Southside area of Freedom City, gambling is legal within a number of hotels and casinos. Money pours into this area with newer and glitzier places going up all the time. The Freedom Mob has a stranglehold on the casino business, and a lot of Mob money gets laundered through the casinos.

The mayor would love to shut the gambling industry down, but it's a valuable source of revenue and tourism for the city, to say nothing of the jobs it provides for the population of Southside. If there's to be any hope of improving the Southside economy, the city has to live with the Boardwalk and its casinos for the time being, at least.

ATLANTIS

A hotel and casino built on an aquatic theme, Atlantis features a massive fountain with a statue of King Neptune and his frolicking nymphs outside. It's heavily decorated in gold leaf, marble, shells, and gauzy fishing nets. The colors of everything are predominantly sea greens and blues. The below ground restaurant (specializing in seafood, of course) features a wide window looking out into the South River, and the glass tabletops rest on tanks of exotically colored fish. As might be expected, the Atlantis casino is none too popular with actual Atlanteans.

GOLDEN CALF

This casino revels in some of the gaudiest aspects of the gambling business. Its decor is a combination of Art Deco opulence and late 1800s decadence. A statue of a golden calf sits over the door, and gold is used heavily in interior decorations. The casino was fading somewhat, but has started to bounce back due to its bookings of younger, more popular singers and comedians.

PARADISE

This hotel and casino tries to emulate a tropical resort with only modest success, given the climate in Freedom is only warm for about half of the year. Still, the hotel is luxurious and features enough indoor activities (including an indoor pool) to attract a lot of interest from tourists looking for an inexpensive alternative to actually visiting the tropics.

THE SOUTHSIDE PALACE

The biggest and oldest casino on the Boardwalk is the Southside Palace, owned by Al Driogano, the most powerful mobster in Freedom City (see **Chapter 3**). The casino features all sorts of card and dice games as well as rows upon rows of slot machines. It also features nightly entertainment, from singing to dancing to stand-up comedy routines. The police and the local FBI office keep a close eye on the Southside Palace, although Big Al is smart enough to keep the public face of the "family business" clean.

LOCAL MUSIC SCENE

Freedom City has a lively music scene. Many of the city bars and clubs feature live bands and open mike nights. Although there aren't any major music industry companies in the city (yet), there's a lot going on in the Freedom music scene.

BANDS AND MUSICIANS

While there are undoubtedly more bands out there waiting to be discovered, these are the notables of the current crop of Freedom City musicians.

ALBION

Pitched as a Celtic-rock fusion band combining rock stylings with old Celtic folk melodies, the seven-member band uses instruments like the fiddle and the bagpipes and they're widely known for their frenetic performances. They perform at clubs and cultural festivals, although they also tour cities in the local area.

BOY WONDERZ

The biggest pop phenomenon of the day, this "boy band" is under contract to the music division of New Horizon Media. The quintet has recently started a national tour, playing sold-out shows at the Freedom Liberty Dome. Despite the name and their costumed motif, none of the boys have paranormal abilities.

CROSSBONES

A "voodoo rap" band combining islands music and modern rap, Crossbones goes for a lurid Hollywood Voodoo style, complete with top hats and dark sunglasses, white greasepaint, and lots of skulls and macabre props. They've invited Siren to attend their shows before, but the heroine has always politely declined.

JOY BUNNIES

This hard-rock trio of Japanese girls swept through Freedom City on a world tour. Unfortunately, Doc Otaku turned out to be a big fan and kidnapped the girls to download their brain patterns into androids. The Joy Bunnies were rescued and have returned to touring.

KINGS IN YELLOW

This alternative rock band recently signed with a major record label owned by New Horizon Media. Their style of dark, brooding music is popular with the Goth and alternative crowds.

MADMAN FINALE

This rock alternative trio can be found playing many of the clubs in Freedom and it is popular among the local college crowds. They've got their own website for private sales of their CDs along with some other merchandise.

THE NEW TOWN ORCHESTRA

This swing music vocal group plays some of the city's clubs and dance palaces with their particular brand of swing music and dancing. Oddly enough, they have become popular among even what they call "the stuffed-shirt set of Port Regal."

THE SOUL STAMPEDE

This jazz vocal group has grown popular performing in some of the city's bars and clubs. They'd be notable for the sweet and mellow voice of their lead singer Patti DuMont alone, but the three singers and four musicians all have incredible skills at improvisation, and one never knows what will happen at a Stampede show.

SHOWS AND CONCERTS

In addition to local talent, Freedom City draws a number of national acts. The city is a stop on the tours of major musicians and bands across the country, and the citizens of Freedom regularly crowd into concert halls and stadiums to see them.

FRESH SOUNDS PROMOTIONS

The city's major concert promoter is Fresh Sounds, owned and operated by Frank Mills, the most influential promoter in the Freedom area. Fresh Sounds books the majority of shows in the city and surrounding area, in venues like the Liberty Dome, the major clubs, and the new Shuster Auditorium on the outskirts of Hanover. More than a few people aren't fond of Mills or his slick attitude, but few can deny he gets the job done.

The smaller promoters in the area would like to get a bigger piece of the pie, but Mills has them shut out for the time being. Rumors say Mills is in debt to the Mob, or at least has enough connections to ensure nothing goes wrong with his shows and, should a competitor suffer an unfortunate "accident," well that's hardly his fault, now is it?

SCIENCE & TECHNOLOGY

Freedom City is hailed as "the City of Tomorrow" at least in part for its focus on science and the advancement of technology. The city has a number of hi-tech businesses, fine technical schools, and scientific research organizations.

THE ALBRIGHT INSTITUTE

The Albright Institute is a private foundation that gathers information about superhumans for scientific research and study. It was established by Langston Albright (alias Beacon), a member of the Liberty League before his retirement in the 1950s. The Institute's ostensive purpose is to increase knowledge and understanding of superhumans but it also has several functions of which the general public isn't aware.

The first is to have information on superhumans available in case something should go wrong. Albright himself understands the risks of a superhero abusing his powers or falling under the influence of an outside force, so it's wise if there are precautions in place. He's careful to ensure the Institute's data doesn't fall into the wrong hands, where it could be used against heroes (although that is always a possibility).

The Institute's other purpose is to find Albright's successor as Beacon. His light-based powers stem from a mystical source and they are intended to hold certain forces of darkness at bay. Langston Albright has grown too old to effectively wield the power and uses it now solely to stay alive while he searches for a worthy successor. Thus far, his search has been unsuccessful, and he's beginning to feel that his time is growing short. The return of Nacht-Krieger has only increased his concern (see **Chapter 6**).

The Albright Institute occupies a small four-story office park in Hanover, where their personnel perform research related to supers and paranormal phenomena in the Freedom City area. The facility is the Institute's primary data processing, administrative and research site (with smaller research facilities in other cities). The Institute has also benefited from government grants, giving them greater opportunities to study the effects of superhumans on all aspects of society. Aside from the Freedom Medical Center, the Institute is one of the few places equipped to handle superhuman medical care.

LANGSTON ALBRIGHT

Langston Albright's father was a minister and he grew up with both strong moral values and a belief that there was such a thing as evil in the world. He believed it was the duty of good men and women to do something about that evil. Langston worked on a trawler off the coast of Freedom City in 1945. One night, an unexpected storm hit and the ship could barely stay afloat. A wave swept Langston overboard into the dark,

IMPERVIUM

Impervium is a unique "living metal" created by ASTRO Labs. Not only is it incredibly hard and durable, but impervium also has a remarkable ability to "heal" damage over time. It also "remembers" its original shape enough to regrow or replace damaged parts, making it incredibly useful in situations where wear and tear are concerns.

Impervium is a Toughness 20 material with the ability to recover from any damage, provided the object hasn't been entirely destroyed. Objects made of impervium essentially have Regeneration 11 (injured and disabled, per hour, +9 bonus).

The process and materials to produce impervium are very expensive, making the metal far too costly for common use or public consumption. Still, some government facilities make use of impervium armor and the Blackstone prison uses impervium cells and restraints. ASTRO Labs also has a number of impervium-related research projects underway. Security has gotten ever tighter, particularly since the renegade robot Talos attempted to steal the formula.

roiling water. He sank into the darkness, and he could feel things moving around him, circling him. Suddenly, he saw a light rise up out of the dark depths to surround him and fill him. He burst from the water, aglow with this new power, and helped to tow the ship back to port. He adopted the masked identity of Beacon, the master of light, and became a member of the post-war Liberty League.

From his own studies and work with the Scarab, Beacon learned his power is part of a prophecy of about a "champion of light" who would combat the forces of darkness in the world. A part of that darkness was the Cult of the Serpent People and the unspeakable god they worshipped. Another is Wilhelm Kantor, Nacht-Krieger, and SHADOW. Even after his public career as Beacon ended in the 1950s, Albright continued the fight against the forces of eldritch evil behind the scenes.

He achieved some measure of wealth and fame writing about his heroic exploits and making public appearances, but his primary focus was his work as a protector of humanity. He founded the Albright Institute to increase understanding about superhumans, gather potentially useful information, and find a suitable successor. Although remarkably fit for a man his age, Albright is no longer able to carry on the fight. He's also concerned that the forces of evil are gathering and preparing to take advantage of his weakness, so the time must be soon.

Langston Albright is a dignified African-American man in his 80s. He's tall and only slightly bent by the weight of his years. His short hair has gone entirely white, but his dark eyes retain their keen intellect and insight. He dresses in dark suits in all but the most casual circumstances. Albright lives in Kingston and spends much of his time at the Institute's offices in Hanover.

LANGSTON ALBIRGHT					POWER LEVEL 10
Str 10	**Dex 13**	**Con 16**	**Int 13**	**Wis 15**	**Cha 13**
Skills: Concentration 8 (+10), Knowledge (arcane lore) 6 (+7), Knowledge (current events) 8 (+9), Knowledge (history) 6 (+7), Notice 8 (+10), Sense Motive 8 (+10)					
Feats: Assessment, Attack Focus (ranged) 2, Dodge Focus, Quick Change, Precise Shot					
Powers: Flight 4 (100 MPH), **Force Field 8** (Impervious), **Light Control 8** (Alternate Powers: **Blast 8**, **Create Object 8**, **Dazzle 5** [visual, Area Burst])					
Combat: Attack +6 (melee), +8 (ranged), Grapple +6, Damage +0 (unarmed), +8 (blast), Defense +9 (+4 flat-footed), Knockback –9 (–1 without force field), Initiative +1					
Saving Throws: Toughness +11 (+3 without force field), Fortitude +6, Reflex +4, Will +8					
Abilities 20 + Skills 11 (44 ranks) + Feats 6 + Powers 43 + Combat 28 + Saves 11 = Total 119					

ASTRO LABS

The Applied Scientific and Technical Research Organization (ASTRO) was founded by Dr. Allan Grant, who saw the opportunities inherent in Freedom City back in 1942 and decided to seize them. Through friends and contacts in the scientific community and the government, Grant secured the support and financing to start his own research company. It originally produced weapons and rocketry for the war effort, and their designs helped keep the Axis in check for much of the war. ASTRO quickly drew attention from the intellectual community of Freedom City along with a number of lucrative contracts from the government and various corporations.

Now ASTRO Labs is the largest scientific research company in the world. The company occupies its own office park in the North End, quite near the FCU campus and just across the river from the Hanover Institute of Technology. ASTRO Labs has established itself as a resource for the Freedom League, and the team often consults the company when they are in need of specialized equipment or assistance in analyzing a particularly difficult scientific problem.

DR. CLARENCE MACLEOD

Dr. Macleod is one of ASTRO Labs' leading researchers, a brilliant scientist and inventor, although somewhat befuddled when it comes to dealing with the minutia of everyday life. His harried assistants keep track of the doctor's appointments, the whereabouts of his glasses, his personal digital assistant, and other such minutiae.

Macleod, in his mid-50s, is totally bald but has a full and somewhat unruly beard. He wears horn-rimmed reading glasses (when he can find them) and is nearly always wearing his white lab coat over his wrinkled and creased clothes. Use the Scientist archetype from **Chapter 11** of *Mutants & Masterminds* for Dr. Macleod's traits.

DANGER INTERNATIONAL

A foundation started by 1930s explorer and adventurer Johnny Danger got its start-up capital from diamonds collected from a secret mine in Africa. DI began around the nucleus of Johnny's old organization, the Jungle Patrol, and has always kept a strong interest in environmental protection issues and preserving peace in Africa. The foundation has worked with the government of Dakana many times in the past, and serves as an NGO (non-governmental organization) go-between for Dakana and the U.S. government at times. (For more information on the nation of Dakana, see **Chapter 4**).

Although Mr. Danger is long since retired, his five grandchildren run the foundation quite well and keep his spirit in the foundation. DI provides money for humanitarian aid, exploration, research projects, and similar activities. Based in New York City, Danger International has offices in downtown Freedom headed up by Rachel Danger, the youngest of John's grandchildren.

SOCIAL LIFE

Get a large enough group of people together and they naturally gravitate toward those who share their interests. The people of Freedom City are no different, and many different clubs and social groups can be found in the city, some of particular interest to supers and their associates.

CLUBS AND ORGANIZATIONS

Numerous clubs and social organizations cater to the interests of people in Freedom City. They include various ethnic heritage clubs, mostly based in the West End and Midtown. These organizations promote cultural festivals and education for youth and adults on their heritage. Organizations like the Masons are common in Freedom, with a Masonic Temple in City Center just south of the Financial District. There are also veterans' organizations like the Veterans of Foreign Wars (VFW) and the like.

THE CAPE AND COWL CLUB

One exclusive club in Freedom is the upscale and utterly discrete C&C Club, located in a rebuilt Tudor-style mansion on 52nd Avenue across from Liberty Park. Unknown to the general public, the C&C stands for "Cape and Cowl," and the club caters solely to costumed adventurers, super or not, offering them a place to meet and relax in the presence of their peers. The club's history and tradition dates back to when it was known as the "Black Mask Club" in the 1930s.

Club rules require formal dress and prohibit costumes. Members are expected to attend in their "civilian" identities, although they're not required to reveal their real names, and domino masks are permitted (and even provided, if a member wishes). More than a few club members attend in some sort of disguise that does not involve their usual masks. Concerns about eavesdroppers are alleviated by the club's hidden security; any attempts at surveillance by any means only pick up scenes from various Marx Brothers films rather than the exposed faces of club guests. No one asks how the security works, but everyone is glad it does.

The Club is well known throughout the superhuman community, and people come from all over the world to visit it (particularly those able to travel quickly and discretely). However, entry is by invitation only unless someone is a guest of an established member. The club's owners remain anonymous, although rumors abound, claiming a trio of retired heroes active in the 1940s own the Cape and Cowl, that it's a secret government operation to monitor supers, a front for super-criminals, or the Albright Institute's latest means for gathering information.

THE LEGION

"Our name is Legion, for we are many," says the infamous signature of the group of underground hackers. The Legion is a loose alliance of criminal computer hackers that provide services and information to the highest bidder. They do this partly for the money but largely for the challenge and kicks of overcoming the latest and best computer security. The identities of the Legion members are a closely guarded secret, and most of the members have never even met face to face. Membership is limited to those hackers smart and ruthless enough to track down the group and force their way into it.

Government authorities believe the Legion works with the Foundry (see **Chapter 6**) and other criminal organizations on occasion, providing them with stolen data in exchange for money or more advanced computer technology. There may be ties between the Legion and the HIT campus or USNet, although authorities have yet to uncover any solid evidence or connections. The Freebooter was once a member of the Legion, until clashes of ego caused him to strike out on his own (see **Chapter 6**).

For the typical Legion hacker use the **Scientist** archetype from *Mutants & Masterminds,* increasing Computers skill to 12 ranks, and changing Knowledge to the technology specialization.

THE MIDNIGHT SOCIETY

The Midnight Society is the most exclusive social club in Freedom City, and quickly on its way to becoming one of the most exclusive in the world. It includes some of the wealthiest and most influential people in the country and throws the most exclusive parties. Membership is by invitation only and such invitations are a social coup of the highest order, rarely, if ever, refused.

The club has a reputation for old money, Old World charm and civility, and a high degree of snobbery. At least part of its popularity is in direct proportion to the exclusivity of the C&C Club. As it happens, supers are not invited to join the Society. It's not an official rule, but no superhuman has ever been invited to become a member of the club.

THE SONS OF FREEDOM

The Sons of Freedom is an organization devoted to "preserving the cultural and historical heritage of Freedom City for future generations." It takes its name from the group of patriots that operated in the city during the Revolutionary War. Its membership is exclusively male, although there is a sister organization (the Daughters of Freedom) that has existed since the 1930s. The club sponsors the local historical society and various cultural events such as plays, operas, museum displays, art shows, and such. It tends to attract old money and serves as a "good old boys" network for many of the most influential people of Freedom City. It's not as prestigious as the Midnight Society but also considerably more open about its activities.

HIGH SOCIETY

Freedom City is a place of opportunity, where people can make their fortune if they're willing to take chances. There's a great deal of money to be made in a wide range of business endeavors from the booming real estate market to the high-tech industry or the media. Freedom City also has its share of "old money" dating back to the first founders of the city.

The world of the rich and famous often comes into contact with that of supers. Superheroes who are wealthy in their secret identities are a staple of the comics. Players with wealthy characters should work with the GM to determine where they fit on the list of the city's wealthiest, shifting around some of the existing names, if need be. If the Freedom Leaguers aren't used in your game, you can drop them from the list, freeing up more room for other entries.

The wealthy are tempting targets for criminals looking to make money from theft, kidnapping, or extortion. Any of the characters on this list are potential victims of such schemes. One interesting possibility is for Callie Summers (alias the Raven) to become the target of a kidnapping. Her kidnappers get lucky and manage to grab Callie, keeping her unconscious. Her father Duncan contacts the PCs for help in finding her, hopefully without having to compromise her secret identity.

Wealthy NPCs make excellent patrons for a team of supers. A philanthropist like Fletcher Beaumont II might fund a team for the public good

(and a little personal redemption), or a wealthy individual might want a team of supers as company representatives, bodyguards, or personal flunkies. Even a philanthropic team might run into problems when their wealthy patron asks them for a favor, or runs into financial trouble and the money starts drying up.

THE NORTH BAY YACHT CLUB

One of the more prestigious organizations in the city, the North Bay Yacht Club counts many of Freedom's wealthiest and most influential people among its members. The club is based at the North Bay Marina and its annual summer regatta is a major social occasion. Parties and informal gatherings at the Yacht Club form part of the "insiders" network of the wealthy and powerful of Freedom.

PROMINENT WEALTHY PEOPLE

Most of the people on the Top 20 list are described elsewhere in this book (primarily under the **Business** section). The rest are described here:

ANGELA BEAUDRIE

The matriarch of the Beaudrie family married into her fortune. Mrs. Beaudrie's late husband, Thomas, was the grandson of the man who built the Beaudrie Opera House, and Mrs. Beaudrie helped see to its restoration. The real estate she owns in and around the city has greatly increased in value, and Mrs. Beaudrie has used her extra income to help fund a number of charitable organizations, benefiting the arts and efforts to help the poor and homeless in Freedom. Mrs. Beaudrie is 62 years old and has three grown children (ages 35, 33 and 30) as well as four grandchildren. She lives at the Beaudrie estate in Port Regal.

FLETCHER BEAUMONT

Patriarch of the Beaumont family and the original Bowman of the 1940s and 50s, Fletcher Beaumont is a remarkably vital man in his 80s. Although long since retired from both the publishing and superhero businesses, he finds time to advise those who succeeded him in both roles. His son, Fletcher II, is the publisher of the *Freedom Ledger,* which has been in the Beaumont family since the newspaper was founded. His grandson is the fourth Bowman and a member of the Freedom League. Mr. Beaumont still lives at the family home in North Bay.

TOP 20 WEALTHIEST FREEDONIANS

1. Reserved for PCs or GM-created characters
2. Henry Allard (media mogul)
3. Hieronymus King (CEO, Majestic Industries)
4. Duncan Summers (teacher and investor)
5. Reserved for PCs or GM-created characters
6. Arthur W. Stromberg (investor)
7. Scott Hamilton (CEO, USNet)
8. Jonathan Grant (CEO, Grant Conglomerate)
9. Callie Summers (heiress)
10. Reserved for PCs or GM-created characters
11. Fletcher Beaumont I (publisher)
12. Naomi Sinclair (CEO, Nova Communications)
13. Angela Beaudrie (heiress)
14. Wayne Clark (publisher)
15. Reserved for PCs or GM-created characters
16. Lucius Cabot (attorney)
17. Jeremiah Ross (director, Pinnacle Path Foundation)
18. Frank "Buddy" DeCosta (developer/contractor)
19. Lana Loeb (newspaper publisher)
20. Reserved for PCs or GM-created characters

Note: Al Driogano (page 78) could easily be placed on this list between #9 and #10 from the income of his legitimate holdings in the casinos and hotels in Southside. His Mob affiliations and the suspect nature of the bulk of his fortunes keep him off this list. GMs should bear in mind that most of the Mob dons in the city easily have the capital to be considered equal to at least the latter half of this list.

WAYNE CLARK

The owner of one of the major American book publishers, Mr. Clark has moved the main offices of Clark & Co. Publishers to Freedom and currently lives in North Bay. He is friends with Henry Allard and there are plans for media tie-ins between Allard's New Horizon Media and Clark & Co. At age 54, Clark has been married to his wife, Rose, for 29 years and they have two children, Amanda (age 26) and Christopher ("Kit," age 22 and a grad student at Harvard University in Boston).

SPORTS

Freedom City has its own local sports franchises and fans are quite devoted to their local teams. Turnout is usually quite high for sporting events in the city.

PROFESSIONAL SPORTS TEAMS

Freedom has four professional sports teams along with a number of amateur and semi-pro teams. There is a strong likelihood of the area attracting other professional sports franchise in the future.

THE FREEDOM BLADES

The Blades hockey team has made quite an impact on the NHL, scoring wins in four out of their first five games as a professional franchise. Some are skeptical whether or not the team's winning streak will continue. A large part of their success hinges on the talents of star-player Andre Leroux, who has led the Blades to victory.

THE FREEDOM CITY COMETS

The Freedom Comets baseball team could be a potential "dream team," if Coach Russell Mills can pull the diverse group of players together into a smoothly functioning team. The Comets put in good showings over the past few seasons, but it remains to be seen if they'll actually make it into the playoffs for the World Series.

The original baseball team of Freedom City was the Flags, who won their first pennant in 1959. Their greedy owner, Matthew Sandston, moved the team out of the city in 1994 since the city could not meet his demands for a new stadium for the team. Given the ongoing repairs across the city from the Terminus Invasion of the previous year, baseball did not become a priority for Freedom City until a few years ago when Scott Hamilton and Fletchers Beaumont I and II sponsored and purchased this new team for Freedom City. Games against the now out-of-state Flags are always grudge-matches.

THE FREEDOM CITY RAYGUNS

The Freedom City Rayguns basketball team plays regular home games at the Liberty Dome. While they have a number of great players, the star attraction is star player Andy "Lancer" Tyler, a local boy from Southside and a graduate of Freedom College. While the Rayguns' fans are intensely loyal, the team has languished toward the bottom of the standings for a few years and currently seeks a new coach and new players to turn things around.

THE FREEDOM CITY HEROES

The Heroes football team was the first major sports franchise in the city—Freedom City fielded the first Heroes team in the third year of the NFL's existence—and it remains the most popular sports team today. Heroes games are always packed with screaming fans, and the team has earned three Super Bowl championships over the years. Although they didn't quite make it to the Super Bowl last season, they promise that this year will be the one. The team's star quarterback, Darrell Marks, is a popular local celebrity and beloved enough that folks forgive him for being born in Birmingham, Alabama instead of Freedom.

The Heroes do not have a single owner or consortium of owners. Team stock for the team was sold publicly to Freedonians in 1950 and again in 1988, and the city itself collectively owns the team. The largest stockholders are Lucius Cabot and the Veterans of Foreign Wars Posts in Bayview and Hanover, but their holdings account for only 6% of the total stock. Proceeds from any team merchandising goes to support public schools and community athletic programs after the team's operating expenses are deducted. This community feeling toward the Heroes (and the team toward the public) is one of the reasons behind its continuing popularity.

COLLEGE SPORTS

Freedom City University and Freedom College both have full collegiate sports programs, including football, basketball, and baseball teams. FCU is well known for its rowing team, which practices on the Wading River. Freedom College's renowned track team ignores jibes about how FC students have to learn to run fast to attend school in Southside. The two schools also support teams in swimming, gymnastics, wrestling, track & field, and other sports.

Both schools have their own athletic stadiums and facilities, although FCU's facilities are newer and more up-to-date. There is a fierce rivalry between the two school's teams, and one of the major events of the year is the annual Homecoming Game between their two football teams.

THE ULTIMATE WRESTLING LEAGUE (UWL)

The so-called Ultimate Wrestling League started a few years ago as the brainchild of fight-promoter Julius Norman. It stages professional wrestling bouts between opponents with super-powers, in particular superhuman strength and toughness, making the matches spectacular crowd-pleasers. Although the UWL doesn't have a large number of contract wrestlers, it has signed up about a dozen or so over the years. As with most professional wrestling, common wisdom is that Ultimate Wrestling matches are staged, but the UWL still has no lack of fans.

STADIUMS AND ARENAS

There are a number of arenas and stadiums throughout the Freedom City metro area.

THE LIBERTY DOME

Situated between the Theatre District and Midtown is the Liberty Dome, the large events complex where the city's major sports teams play. The 80,000-seat stadium also plays host to other sporting events as well as major concerts and shows during the year.

THE SCHUSTER AUDITORIUM

Located in Hanover not far from the West Expressway is the Schuster Auditorium, a frequent site for concerts and various sporting events. It was the largest of its kind in the area, now dwarfed by the newer Liberty Dome.

STONE STADIUM

A small arena on the Freedom College campus where various sporting events are held. It's primarily the home of the Freedom College Patriots football team. The stadium facilities were behind the times but the school recently allocated some funds to refurbish them.

STREET LIFE

Although Freedom City is renowned as a remarkably clean, peaceful, modern city, it still has its dark underside. No city is perfect, and Freedom City is no exception.

TROUBLE IN THE WEST END

Moving westward, the shining, new, and ultra-modern buildings of the city give way to the old-world buildings and streets of the West End. With the value of properties in the West End climbing, developers move in to renovate or simply tear down the old buildings to make way for new construction.

As a result, many have sold their homes to move outside the city or to other parts of the country. The old character of the neighborhood is eroding under the pressures of growth and development. Still, a great many people in the West End prefer to stay where they are, either because it's where their families have lived for years, or because they want to see what's going to happen next in their fair city.

The West End sees some measure of street crime and a growing number of affluent criminals moving into the area. The neighborhood has suffered from minor gang trouble for decades, although the gangs are slowly being squeezed out along with many local residents. West End gangs dislike outsiders, which is to say anyone who hasn't lived in the area for most of their lives. They are increasingly coming under the influence of the Mob, which uses gangs as "mules" to carry things like drugs and weapons to sell them in different places in the city.

DOWN AND OUT IN SOUTHSIDE

Contracting firms in Southside and a number of businesses are booming. Jobs are more available than ever. Freedom College and the surrounding community are attracting new students, new workers, and new money into the area. The casinos and hotels along the Boardwalk are more profitable than ever. However, along with this increased prosperity comes an increase in drug addiction, muggings, urban violence, and vagrancy.

Teenage runaways make up a large portion of the Southside homeless. A number of teenagers from all over the country run away to Freedom City every year in hopes of finding fame and fortune, meeting (or even becoming) supers, or just making better lives for themselves. The bright promise of the city draws them like moths to a flame. More often than not, they end up hooked on drugs, relying on prostitution, panhandling, or petty theft to get by. They often drift into the college-age community around Freedom College, where they can blend in and sometimes scam money and a place to sleep for the night.

OUR LADY OF MERCY

This shelter and soup kitchen in Southside operates not far from the edge of the Boardwalk. The mission was established by the Catholic Archdiocese, which continues to run it with a dedicated staff of nuns and volunteer help. The success of the mission is linked to the fact that the Mob has declared Our Lady of Mercy off-limits. They leave the mission alone, and even donate money to it from time to time. Anyone who causes trouble for the nuns or the mission has to answer to the Mob, so most criminals give it a wide berth.

THE LINCOLN YOUTH CENTER

A community center for Lincoln and Southside youth, the Lincoln Youth Center was established some fifteen years ago by charitable donations and has always been run by Wilson Jeffers, a Lincoln native. In addition to handling the administration of the Center, Mr. Jeffers also runs some of its programs. The LYC offers afternoon sports and activities aimed at keeping kids off the streets and out of gangs. It also provides kids a place to go when their parents have to be at work. The Center has been successful in reducing gang and youth violence in Lincoln, along with educating youth on issues like teen pregnancy and sexually transmitted diseases.

The Youth Center's personnel and clients are unaware Wilson Jeffers was once the Black Avenger, a member of the Freedom League in the 1960s and '70s. Although retired as a superhero, Jeffers is still a superb athlete for his age and helps the community the best way he knows how. Jeffers' chance to "pass it on" also paid off when Lemar Phillips, one of the kids who came to the Youth Center, developed super-powers and became the costumed hero Sonic. Jeffers revealed his past as the Black Avenger to Sonic and now acts as the young hero's mentor and trainer when Sonic isn't working with the Next-Gen at the Claremont Academy.

WEIRD MAGGIE

Nobody really knows the real story of Weird Maggie. She's a strange old bag lady who lives in Southside, although she's been seen as far across the city as Lantern Hill and Hanover on occasion. She can be seen from time to time, trundling her shopping cart full of bags filled with who knows what, wearing a shapeless old coat and a battered hat with crumpled silk flowers. Her wild gray hair looks like it hasn't been washed in years, and what teeth she still has are yellowed. She tends to mutter to herself most of the time.

Most of the things Maggie says make people think she's crazy, but they also make some people wonder. She claims to remember what Lantern Jack was like when he was alive. She mentions knowing George Washington and President Ulysses S. Grant. She recognizes people with magical abilities on sight, and she sometimes seems to know what's going to happen before it does. She says she tried to warn people once, but, "nobody ever listens to weird ol' Maggie," so she stopped trying. She and Lucius Cabot apparently know—and despise—each other.

UTILITIES

Utilities are the life-blood of a modern city like Freedom, and the city has the most modern and up-to-date utilities available. Together, these entities provide the "blood" that keeps the vibrant heart of Freedom City beating.

WATER

Most of the city's drinking water comes from the surrounding rivers, as well as reservoirs upriver and the lake reservoir in Liberty Park. City-run treatment plants process the water for domestic use, and sewage treatment plants treat water before it is released back into the rivers. Ultra-modern facilities ensure both rivers and the bay are some of the cleanest on the East Coast. Criminals looking to try out their latest experimental formula (like the Green Man's plot to transform all of the people of Freedom into plant-life) have been known to try introducing it through the reservoirs or treatment plants.

SEWER

Because part of the land where Freedom City stands was originally fairly swampy, the city has an extensive and modern sewer and drainage system intended to dispose of waste and prevent flooding. Sewage is treated before the remaining water is piped out into the rivers. The city's sewer system has been heavily renovated over the years. Some of the older tunnels (dating back more than 100 years) still exist. Although they're no longer connected to the drainage network, they've been known to serve as hideouts for criminals and urban legends abound about strange creatures living down there.

GAS AND ELECTRICITY

The Atlantic Gas and Electric Company provides all of Freedom's power needs under contract to the city. They have power plants located in Southside as well as upriver, but the new Raymond Nuclear Plant along Route 9 provides the majority of the city's electrical power. There have been some protests about the establishment of a nuclear plant along the coast, but supporters claim it is the most effective way to provide for Freedom's energy needs. The Nuclear Regulatory Commission is considering a proposal to launch nuclear waste into space from nearby Star Island. The Freedom League has volunteered to assist with this operation however they can.

TELECOMMUNICATIONS

Horizon Telecomm provides all of Freedom's telecommunications needs, using state-of-the-art fiber optic systems installed throughout the city. Downtown Freedom is the only major metropolitan area in the world that doesn't use any old copper wiring for its telecommunications, making its phone and data service particularly robust. Horizon also has an extensive cellular network installed throughout the city, connecting it to a network extending up and down the east coast, so many people in the city have cell phones and pagers, most equipped with Internet access.

Recently, Horizon has been setting up wireless Internet access in areas throughout the city, starting in City Center and the Wading Way business district. The service is paid for by the city and provided for free to its citizens. Horizon expects service to cover the entire downtown area within a year.

CHAPTER 3: LAW AND ORDER

If by "government" you mean the exercise of authority, then Freedom City has always had an active government. Unfortunately, the government hasn't always lived up to the city's name. There have been times in the not too distant past when political corruption ran rampant in Freedom City. The administration has been working to change that and it has succeeded, slowly but surely. For the first time in decades, most people in Freedom City respect their elected officials and trust them to do right.

The city government has had many different relationships with Freedom's superheroes. At times, the city has supported them in every way. During other administrations, Freedom City has discouraged or even outlawed superheroes. Although the current city government is on friendly terms with Freedom's super-powered protectors, experienced heroes know that relationship can change almost overnight, and they are cautious about trusting any politician too much. The same can be said for the politicians, who walk a narrow line between cooperation and caution.

CITY GOVERNMENT

The mayor and an elected city council oversee municipal affairs in Freedom City. The city council has eight members chosen from districts throughout the city. The mayor serves as a ninth member and chairperson. City council-members and the mayor all serve four-year terms, and half of the council seats are up for re-election every two years. There is no limit to the number of terms a councilor or mayor may serve.

Although the mayor handles the day-to-day affairs of the city and acts as city manager, the city council holds the true executive power. Still, the mayor exercises considerable influence as head of the council and always casts any tie-breaking vote. Mayor O'Connor's popularity is such that he usually has no difficulty getting his initiatives through the council.

CITY HALL

Builders constructed Freedom City Hall in a neo-classical style, with broad columns supporting the peaked roof and golden dome. The exterior of the building features beautiful carvings and relief work. Broad marble steps lead up to the entrance. Mayor O'Connor often holds press conferences on the steps of City Hall rather than in the building's pressroom, since the backdrop makes for an impressive sight. Freedom City Hall is nearly always bustling with activity, even at night. It houses the offices of the mayor, city council, and most city agencies.

THE MAYOR'S OFFICE

The Freedom mayor's office has changed a great deal from previous administrations. In the best of times, mayors used to be politicians with lots of connections and experience in city politics. They were often elected on a conservative platform of maintaining the status quo for the major interest groups of the city. That the mayor was fairly ineffective was largely taken as a matter of course.

The Moore years in Freedom City colored the mayor's office and those of his appointees with a reputation for graft, vice, and greed. Indeed, despite state and federal probes, the Moore machine seemed untouchable during his tenure. In 1991, despite years of destroying evidence and bribing judges, Deputy Mayor Albert Barker became directly linked to underworld figure Alfredo Oliverti and the drug-related killings of two DEA agents. After that conviction, indictments followed for other close associates of the mayor over the next 13 months. While no hard evidence ever proved Moore's complicity with corruption in his city, more than 34 city officials from the Moore administration currently serve prison sentences for racketeering, bribery, tax evasion, corruption, and other charges. Franklin Moore left the city in disgrace after losing the 1992 election in a landslide.

The ineffectiveness and corruption people associated with the mayor's office changed when Michael O'Connor took the post. He immediately installed a new staff of people wanting to revolutionize and revive Freedom City. "Have Pride in Your Freedom!" is one of Mayor O'Connor's catch phrases, and he and his people believe in it. A life-long resident, O'Connor asked the public and his people "to help make Freedom City a place to be proud of again," and they succeeded. Despite misgivings and protests from some long-established bureaucrats and lobbyists, Mayor O'Connor's changes have met with sweeping public approval.

MAYOR MICHAEL O'CONNOR, JR.

Michael O'Connor, Jr. is an unlikely hero for Freedom City. His father was secretly the Freedom Eagle, a member of the Liberty League in the 1940s and 1950s. After he retired, the elder Mike O'Connor made a fortune as an engineer and inventor. That fortune sent his son to the finest schools to earn an MBA and take over the family business.

However, being born with advantages didn't spoil Michael. He appreciated the opportunities he had in life and understood not everyone was so fortunate, which led him to volunteer work with various charities. He become well known in Freedom City for altruistic causes and interest in local politics, but the Moore City Hall was too set in its ways to allow for the kind of changes Michael wanted to see.

After years as a successful businessman before and after his father's retirement, Michael became fed up with corruption of the city government. In late 1991, he decided to run for mayor against the corrupt Franklin Moore. Despite efforts to discredit him politically and even death threats, O'Connor's integrity proved impeccable. His "No Moore!" campaign won over the people and O'Connor promised to restore to the city the vision it had lost. Although attempts were made on his and his family's lives, he persevered and won the election by a landslide.

His zeal hasn't diminished at all since his first election more than a decade ago. Although he's proud of everything that's been accomplished in Freedom City, O'Connor doesn't rest on his laurels and works tirelessly for never-ending progress in the city. His most recent crusade has been to clean up the West End and Southside and crack down harder on organized crime. The mayor's progressive and liberal policies have earned him the enmity of some conservatives, but he remains very popular with the voters.


FREEDOM LEAGUE PARADE
FREEDOM LEAGUE
Freedom League Rules!!!

Michael O'Connor cuts a dashing figure. He's in his mid-40s, six feet tall and in excellent shape. His dark hair is neatly trimmed and his green eyes have a magnetic quality to them. Mayor O'Connor is unmarried and one of the most eligible bachelors in the city. He attends the opera or other events with any of a number of ladies, but he hasn't had a serious romantic relationship in over a year. Freedom City is Michael O'Connor's first love and it remains to be seen if any woman can eclipse it in his heart.

THE CITY COUNCIL

Freedom City is divided into eight council districts, each with an elected representative on the city council. The mayor occupies the ninth seat as chairman of the council and issues the tie-breaking vote in situations where the council is deadlocked.

Unlike the mayor, city council members tend to be longer-standing politicians and far more conservative. Most of them have ties to various unions and interest groups throughout the city, some of which dislike change, leading to friction between the dynamic mayor and more "old school" councilors. Overall, the council supports the mayor's policies, although some of the more conservative voices ensure things move slowly enough that no one gets caught in the wheels of progress.

Three of the city council members are described here, with the rest left for the Gamemaster to create as desired.

COUNCILMAN CONRAD EVERETT

Councilman Everett has been on the city council for nearly twenty years now and he's well known as the most conservative voice of the council. Many think Conrad had his eye on the mayor's office back in Moore's day, and he still may, but Michael O'Connor's presence has thrown a kink into his political ambitions. Still, Councilman Everett is a reasonable man interested in what's good for Freedom City. His focus is on the creation of infrastructure and opportunities to continue the growth of the city's economy. He tends to resist some of the Mayor's more ambitious social policies, proclaiming them "nanny governing." He firmly believes greater economic prosperity will solve many of the city's problems by itself.

COUNCILWOMAN JOANNA TOLBERT-HOLMES

Councilwoman Tolbert-Holmes represents the Bayview and Port Regal areas of the city and is known for her strong stance against crime and support for anti-crime programs. One of her greatest concerns is the slow but steady increase in criminal activity in her district, so she supports any program that strengthens the Freedom City Police Department and empowers them to deal with criminals. She has occasionally criticized the Freedom League for being "lax" in her view when it comes to cleaning up street-crime, although she acknowledges the good the team has done for the city (and the world). She doesn't comment publicly on the Next-Gen, but privately she is quite happy her district seems to have its own local heroes, even if they are young.

COUNCILMAN TOM GOLF

Councilman Golf represents the Hanover district of the city. He's quite proud of his district and what it brings to Freedom and looks out for Hanover's interests on the council. He's also well known for his dry sense of humor and the ability to get people to work together. The amiable older man mediates disputes between fellow council members and serves as a voice of cooperation on the council. He admires Michael O'Connor and all he's done for the area, and the two men are good friends.

CITY COMMISSIONS

City commissions are adjunct councils to the city council. Some are authorized to issue rulings on behalf of the council. Others are merely advisory bodies that gather information and report their findings to the city council, keeping them up to date on matters of importance to Freedom. Commission appointments are often made for political reasons, although nearly any interested citizen can serve on a commission. The mayor's office sets up advisory commissions for important issues to satisfy different interest groups and individuals in the city that want their concerns heard.

THE COMMISSION ON ECONOMIC DEVELOPMENT

Perhaps the most important commission in the city, the CED gathers information and makes recommendations to the city council regarding Freedom City's economic climate and their opinions on ways to improve it. The CED has a fairly easy job since the Freedom economy is doing well, something some members of the commission consider their achievement. The commission holds representatives of the city's business community and investor Arthur W. Stromberg sits as its chairman. The CED pushes for improvements to infrastructure and tax codes that aid and encourage local business. Mayor O'Connor measures the CED's desire for economic growth against the needs of the community. Commissioner Everett is a strong supporter of the CED.

One topic of debate in the CED that has waxed and waned since the 1940s has been the effects of the superhuman population on the city at large. Some members wonder if the presence of the Freedom League and other superheroes helps or hinders economic growth in Freedom. Although it's undeniable that the city wouldn't even exist in many ways without its superheroes, some committee members suggest they act as a "draw" for super-threats that cause untold amounts of damage, and this discourages some businesses and people from moving into the area.

THE COMMISSION ON LAW ENFORCEMENT

Mayor O'Connor sponsored the formation of the Commission on Law Enforcement to help tackle the issues of cleaning up some of Freedom's worse neighborhoods and ensuring the city remained a safe place for its citizens. The CLE develops plans in conjunction with the police department for cleaning up organized crime, making the city streets safer, and educating people about how to better protect themselves against criminals.

The police department views the commission as a bunch of well-meaning paper-pushers who don't understand that issuing a press release about something and making it happen aren't the same thing. The police know the commission's plans aren't always as easy to implement as they seem on paper. Police Commissioner Barbara Kane does her best to act as a bridge between the CLE and her department.

THE HUMAN RIGHTS COMMISSION

Also sponsored by the current mayor, the Human Rights Commission investigates discrimination, hate crimes, and abuses of civil rights in Freedom City. It then presents impassioned pleas to the city council for action and legislation to curb these problems.

The Commission is well known for its liberal stance on the issue of human rights, particularly equal rights for gay and lesbian people. However, the commission has no authority of its own. It can only make recommendations to the city council. So far, the commission's recommendation that the city pass a domestic partnership law has not met with success, although the Commission was successful in getting the city to pass a non-discrimination act that includes race, religion, gender, age, and sexual orientation.

The Human Rights Commission works with the Commission on Law Enforcement in matters of racial and ethnic conflict in the city, although the

two commissions tend to be on opposite sides of the issues. The HRC wants stronger hate crimes legislation and enforcement while the CLE supports law-and-order measures, including things like racial profiling of criminals.

CITY DEPARTMENTS

Freedom City employs thousands of people to handle the day-to-day business of keeping things running smoothly. The city council and the mayor's office hire (and fire) the executives who oversee these municipal employees. This includes everyone from administrative staff at City Hall to employees of the Department of Public Works and the Freedom City Police Department.

A number of major departments contribute to the overall health and well being of Freedom. Departments such as the Fire and Police Departments, as well as the District Attorney's office, are covered in **Chapter Four**. A few other major departments are described here.

"Working for the FDPW in Freedom is weird. It ain't because of having to clean up after the supers when they have a fight in Midtown or something like that, although that happens sometimes. It's weird 'cuz of the way things just seem to fix themselves sometimes. We don't talk much about it, but it happens. Like there was this one time when I saw this big pothole, down on Siegel Street on my way in to work. Looked like something landed there pretty hard, probably someone Captain Thunder punched or something. I put in a work order, but by the time I got out there with a crew, it was gone. We looked all around and there was no sign it had ever even been there. Maybe Doc Metro came along and fixed it, but nobody saw him. I swear, it's like the city fixes itself sometimes."

— Paul Bannerman, age 28, DPW worker

MEDICAL EXAMINER'S OFFICE

The Freedom Medical Examiner's Office investigates all suspicious deaths in the city, performing autopsies to determine cause of death and gathering evidence for the authorities to investigate further, if necessary.

The law mandates autopsies in all cases of murder and most cases of suicide and accidental death, particularly where foul play is suspected. Forensic pathologists often testify to their findings in court. The Medical Examiner's Office also investigates suspicious deaths to stave off outbreaks of disease or other hazards to public health.

The Medical Examiner's Office is housed in a building in City Center toward Midtown. The administrative offices are located on the upper stories of the six-floor building, while the labs and examining rooms are found on the first floor, with the morgue and other facilities in the building's two below ground levels.

The morgue increased on-site security after an incident in which followers of Baron Samedi caused a series of deaths using "zombie powder" that caused the victims to rise as walking corpses three days later. Only one city employee was killed in the rampage of zombies before the Freedom League contained them, but the Medical Examiner's Office still takes no chances. The current policy is to assume all corpses are "potentially hazardous" until proven otherwise.

The current Chief Medical Examiner is Dr. Colin Broome, an African-American man in his 40s who had experience with unusual pathologies even before he moved to Freedom City. Dr. Broome has graying hair and wears horn-rimmed glasses. He's divorced and devotes most of his time to his work. He's had a crush on the heroine Siren since the first time they worked together years ago. He'll never admit to it, however, since he can't imagine a literal goddess would be interested in a slightly overweight, aging pathologist.

PUBLIC WORKS

The Freedom Department of Public Works (FDPW) has undergone a downsizing in the past few years, letting go a number of freelance workers who helped in rebuilding the city's infrastructure. Most of these workers have found jobs in the city's burgeoning construction industry. The FDPW is still one of the largest city departments and the busiest with numerous projects constantly requiring their attention. It is responsible for the maintenance of the city streets, roads, infrastructure, and public buildings and also oversees utilities like water and sewer service.

The FDPW would be about ten times busier than they are if it wasn't for the regular assistance of Dr. Metropolis in cleaning up and repairing damage done to the city by various super-battles. Still, the Department of Public Works is quite skilled at dealing with the most unusual problems, from fixing roads torn up by a Sub-Terran invasion to replacing streetlights blown out by a creature of living electricity.

WASTE MANAGEMENT

The Department of Waste Management is responsible for trash removal in the city, maintenance of the city's waste treatment facilities, and the administration of the municipal landfills. They have a reputation for helping keep Freedom clean and pleasant and take their work seriously. Waste Management Director Charlie Pasmore has held his job for over ten years with a spotless record. Pasmore is married and has three kids, one son in college and a son and daughter in high school.

The city Waste Treatment Plant is located in Bayview, where it processes sewage with bacteria, enzymes, and chemicals before releasing the treated and filtered water back into the South River to flow out to sea. The department also manages the Freedom Municipal Landfill, located in Lincoln. The hundreds of acres are used to dispose of solid waste, and occasionally something someone wants to ensure is never found. Foreshadow has prevented at least one Mob killing from taking place at the landfill.

COUNTY, STATE & FEDERAL GOVERNMENT

Numerous country and state offices and agencies are found in City Center, but some are scattered throughout the city. These agencies range from the Department of Motor Vehicles to agencies dealing with the environment, parklands, health, and law enforcement.

Schuster County encompasses all of greater Freedom City. County services include the Department of Parks and Recreation, County Clerk's office, Social Services, Planning and Zoning Board, and the Schuster County Sheriff's Department.

In addition to the County and State offices in Freedom CIty, various federal agencies maintain offices here as well. Most of them are clustered downtown at Federal Plaza. These agencies include the Federal Bureau of Investigation, the National Security Council, Immigrations & Custom Enforcement, the Internal Revenue Service, the National Forestry Service, and many others. A further federal presence canbe found in the form of Lonely Point Naval Base and the Star Island Space Control Center, detailed in the last chapter, and the AEGIS offices (see page 72).

FEDERAL PLAZA

The Federal Plaza Building is one of the tallest structures in City Center, clad in red granite with brass fixtures and copper-tinted windows. The broad base of the building features a paved plaza complete with water fountains and tall windows looking into the spacious lobby. The design of the plaza is not just ornamental, it also creates an effective barrier to prevent anyone from crashing a vehicle into the base of the building. The lobby has a government bookstore selling various federal publications. The building holds the offices of federal agencies in the city, including the FBI, IRS, Veterans' Administration, and so forth.

The 23rd floor of Federal Plaza houses the public offices of AEGIS but the agency's real work gets done in the sub-basement levels underground, where AEGIS maintains a secret facility to coordinate operations. It is off all building plans, heavily shielded, and equipped with the latest in high-tech equipment including an extensive computer database for tracking superhuman activity around the world.

"I used to think working for the IRS was a pretty quiet job, until I ended up working at the new Federal Plaza. I walked into the lobby one morning and saw Captain Thunder, Raven, and Dr. Metropolis standing there as plain as day, talking to some people from the FBI office. The security guard told me there was some sort of terrorist bomb threat and led me out of the building. I just waited outside the police cordon and watched to see what would happen. There wasn't really anything to see from the outside, but by lunchtime they said it was safe to come back in. I guess the League handled it. "

— Dale Corwell, age 40, accountant

LAW ENFORCEMENT

Several law enforcement agencies operate in Freedom City. In addition to AEGIS, the FBI, and various state agencies, there is, first and foremost, the Freedom City Police Department.

FREEDOM CITY POLICE DEPARTMENT (FCPD)

The Freedom City Police Department is a shining example thanks to the work of people like Mayor O'Connor and Police Commissioner Barbara Kane. One of the first goals of the O'Connor administration was cleaning up corruption within the FCPD. Mayor O'Connor sought an honest cop in a police department rife with graft under the leadership of the thoroughly corrupt Commissioner Roy Alquist, long-time crony of Franklin Moore.

The Terminus Invasion interrupted the search but showed the mayor part of his city's future when Captain Barbara Kane held together a squad of terrified but dutiful cops and a few rookie superheroes to defend Bayview against a group of Omegadrones. She was the kind of cop the mayor wanted and later appointed to the Commissioner's post over other senior police officials. Many of them objected but soon resigned rather than face Internal Affairs investigations of their past activities. Although there are still some hard feelings among the officers of the department over the "inquisition," most agree the new FCPD is better organized and run than ever.

The city government spares no expense for Kane or her department, but they also expect a return on their investment. Commissioner Kane regularly assures the mayor and city council that crime rates in the Freedom City area will decrease, as has been the case over the past eight years. Officers work on improving the safety of outlying neighborhoods and crack down on smuggling and organized crime. If the department's success rate continues, Commissioner Kane is sure to keep her job directing the city's police force. She has certainly earned the respect of the public and the men and women under her command.

POLICE COMMISSIONER BARBARA KANE

Commissioner Kane comes from a long line of good cops; her father, uncle, and grandfather were all police officers. She's been a cop her entire professional life, so she knows what it's like on the streets and working cases. She also knows from personal experience what the FCPD was like during the Moore administration: a department with a lot of hard-working and honest people undermined by budget cuts, politicians, and dirty cops on the streets and in the halls of power. One of the things that got Barbara her job was her dedication to making sure that fate never befalls her department or her city again. She made it clear to Mayor O'Connor from the start that she doesn't like politicians, but she works with the city government to get the job done.

Kane has thrown herself into her work and earned the respect of the officers under her command. She's also dedicated to breaking organized crime in Freedom City, earning her the enmity of the Mob, which would like to see some terrible accident befall Commissioner Kane. She has the unwavering support of her husband, Fred, a tax attorney and junior partner at Hartford, Grayson, & Cole. They have two children, Theresa, age 21, a junior at Freedom City University, and Aaron, age 18. The family lives in Bayview. Commissioner Kane spends what little time off she has tending her garden in the spring and summer and cooking in the fall and winter.

Barbara Kane is in her early 50s, 5'5" and somewhat heavyset, her short, dark brown hair going gray in front but her blue eyes still with a hint of steel in them. She dresses conservatively and wears little jewelry beyond her wedding ring and a locket that belonged to her mother. She has a commanding presence that more than makes up for any lack of height and has swiftly earned the respect and cooperation of many of the city's superheroes. Use the Police Chief archetype from **Chapter 11** of *Mutants & Masterminds* for Commissioner Kane's stats.

THE STAR SQUAD
(SUPERHUMAN TACTICS AND REGULATION)

One of the first programs started by Commissioner Kane is the STAR, or Superhuman Tactics and Regulation, Squad. These officers are specially trained and equipped to deal with super-criminals. High-tech companies like ASTRO Labs often give the squad experimental prototypes for field-testing. STAR officers are trained in tactics for dealing with supers and regularly tested on their knowledge of them.

The FCPD STAR Squad works in cooperation with superheroes like the Freedom League to handle superhuman threats in the city. Officially, City Hall and the Commissioner expect STAR to yield to the League, since the heroes have powers of their own and a greater expertise in dealing with super-menaces. In practice, however, there is a professional rivalry between STAR and the city's superheroes.

STAR takes great pride in its ability to handle super-criminals on its own. Likewise, STAR jealously guards its bailiwick against intrusions from AEGIS, even though the federal agency and the police department often work on similar cases. The general view is the feds are glory-hogs who arrive after STAR officers have already done all the hard work. For their part, AEGIS agents think of STAR officers as "small time" and "not aware of the big picture."

CAPT. BILL "BULLDOG" MADDICKS, STAR SQUAD COMMANDER

Freedom STAR Squad commander "Bulldog" Maddicks is a man with a reputation for knowing his business. Maddicks came to police work from the U.S. Marines with a desire to do some good and a lot of talent in the areas of combat and tactics. He quickly worked his way up to the SWAT division in New York City, eventually commanding his own SWAT team there. It was his record that earned him the job of STAR commander in Freedom. Maddicks applied as soon as he heard about the opportunity. He's worked since to make his STAR unit the best anywhere.

Maddicks gets along well enough with Commissioner Kane, once she made it clear she wasn't going to tolerate any insubordination. He respects the commissioner's strength of will and character. Unfortunately, Capt. Maddicks doesn't get along nearly so well with anyone else. His men respect him, and he has the commissioner's confidence, but Maddicks has gotten into public disputes with Director Powers and AEGIS field agents, Captain Thunder and members of the Freedom League, and local and state authorities over matters of jurisdiction and how to handle certain situations involving super-criminals. Bulldog earned his nickname for his tenacity; he wants STAR to be number one and will not settle for anything less.

Bulldog Maddicks is an imposing man, 6'3" with broad shoulders and a heavily muscled frame he keeps in top shape. He's 38 years old with black hair kept military short, ice blue eyes, and a square jaw. He maintains a fondness for military-style fatigues in his off-hours. Use the SWAT Officer archetype from **Chapter 11** of *Mutants & Masterminds* for Maddicks' traits.

STATE LAW ENFORCEMENT AGENCIES

The State Police Department patrols state and federal highways in the Freedom City area, and deals with crimes that extend beyond the city limits or in cases where criminals flee the city limits. The state police maintain offices in Kingston, Hanover, and Bayview.

FEDERAL LAW ENFORCEMENT AGENCIES

In addition to AEGIS, other federal law-enforcement agencies operate in Freedom. They enforce federal law and offer assistance to local law-enforcement as needed.

COAST GUARD

The U.S. Coast Guard patrols the shoreline and Great Bay, assisting vessels in distress and dealing with smugglers and vessels crossing illegally into American waters. Freedom City's Coast Guard contingent works closely with the DEA and the U.S. Naval base at Lonely Point. They also have a good working relationship with Siren and call upon her when they need superhuman assistance.

DRUG ENFORCEMENT AGENCY

The DEA investigates drug-related crimes, including the manufacture, distribution, and sale of narcotics. Their prime concern in Freedom City is the drug trade controlled by the Mob, and drug smuggling operations along



the waterfront areas of the city and offshore. The appearance of various new "designer drugs" like max and zoom is also a growing concern. The DEA fights offshore drug smuggling with the assistance of the Coast Guard and occasionally the naval forces at Lonely Point. They fight drug distribution in the city using undercover operations. The DEA maintains offices in the Federal Building in City Center.

FEDERAL BUREAU OF INVESTIGATION

The FBI also maintains offices in the Federal Building downtown and investigates all federal crimes, which include bank robberies and terrorism, while assisting local authorities in dealing with organized crime. They coordinate with AEGIS when a potential threat involves superpowers. The director of the Freedom FBI office is Harlan Schultz, an experienced agent and administrator.



AEGIS
(AMERICAN ELITE GOVERNMENT INTERVENTION SERVICE)

The United States government established the American Elite Government Intervention Service, or AEGIS, in 1962. The agency oversees federal law-enforcement involving super-humans and threats to national security like SHADOW, the agency's archenemy. AEGIS has been active in Freedom City since its inception, as a great many super-powered threats have appeared in the city over the years.

Since AEGIS is a federal agency, the Moore Act restricting costumed vigilantism in Freedom City did not overly affect it, although AEGIS did sometimes find itself in the unenviable position of having to enforce the law against superheroes who chose to break it. On the other hand, super-humans working for AEGIS at the time were not subject to the Moore Act, since they were sanctioned federal agents and not "vigilantes." This created some friction between AEGIS and any "rogue" supers at the time, although the agency has since tried to heal such rifts.

The official AEGIS headquarters in Freedom City is a suite of offices on the 23rd floor of the Federal Building downtown. In truth, the agency's main Freedom City headquarters is a hidden complex beneath the Federal Building's foundations, where the real work gets done.

AEGIS FIELD AGENT

AEGIS agents are recruited from the military, civilian police forces, and federal agencies like the FBI. They're selected for intelligence, drive, and dedication, and trained in law, police procedures, and combat, although their training emphasizes *not* going up against super-powered opponents unless necessary.

AEGIS FIELD AGENT					POWER LEVEL 4
Str 10	**Dex 12**	**Con 13**	**Int 15**	**Wis 14**	**Cha 10**
Skills: Computers 2 (+4), Diplomacy 3 (+3), Drive 4 (+5), Gather Information 4 (+4), Intimidate 4 (+4), Investigate 6 (+8), Knowledge (behavior sciences) 3 (+5), Knowledge (civics) 2 (+4), Knowledge (current events) 2 (+4), Knowledge (streetwise) 2 (+4), Notice 4 (+6), Profession (agent) 3 (+5), Search 5 (+7)					
Feats: Defensive Roll, Equipment 3					
Equipment: blaster pistol (+5 damage), armored uniform (+2 Toughness), handcuffs, commlink					
Combat: Attack +3, Grapple +3, Damage +0 (unarmed), +5 (pistol), Defense +4, Knockback –2, Initiative +1					
Saving Throws: Toughness +4 (+3 flat-footed), Fortitude +4, Reflex +1, Will +6					
Abilities 14 + Skills 11 (44 ranks) Feats 4 + Combat 14 + Saves 7 = 50					

MAX ARMOR

AEGIS has recently upgraded its MAX (Man-Amplifying Exoskeleton) power armor units with the addition of new Super-MAX (Super Man-Amplifying Exoskeleton) units. MAX armor helps even the odds against super-powered opponents, in some cases allowing agents to go toe-to-toe with them. AEGIS deploys the MAX and Super-MAX units sparingly, saving them from situations where they're really needed. The Freedom City division has about a dozen MAX units and half that many Super-MAX suits, although rarely more than half of them are in service at once.

MAX ARMOR

Powers: Device 11 (hard to lose) [**Communication 4** (radio), **Energy Blast 7** (Alternate Power: **Dazzle 7** (visual), **Snare 7**), **Enhanced Strength 10**, **Immunity 9** (life-support), **Protection 7** (Impervious), **Super-Senses 1** (low-light vision)],

Cost: 44 power points

SUPER-MAX ARMOR

Powers: Device 14 (hard to lose) [**Communication 4** (radio), **Energy Blast 9** (Alternate Power: **Dazzle 9** (visual), **Snare 9**), **Enhanced Strength 10**, **Immunity 9** (life-support), **Protection 9** (Impervious), **Super-Senses 1** (low-light vision), **Super-Strength 4**],

Cost: 56 power points

OTHER AEGIS DEVICES

AEGIS uses other devices in dealing with super-powered threats. The most common are described here:

NULLIFYING MANACLES — DEVICE

Powers: Device 8 (hard to lose, **Nullify 10** [all powers], Continuous, Touch Range)

Cost: 32 power points

These heavy metallic manacles fit on a subject's forearms, connected by a heavy cable (Toughness 12). When locked on, the manacles create a power-nullifying field around the wearer. 32 points.

SCANNER — DEVICE

Powers: Device 1 (easy to lose, **Super-Senses 5** [Detect Energy, Acute, Ranged, Radius, Extended])

Cost: 3 power points

A hand-held device able to pick up various energy readings, often useful for tracking energy-wielding supers.

C. HORATIO "HARRY" POWERS, AEGIS DIRECTOR

Harry Powers joined AEGIS after earning his degree in Criminal Justice from Georgetown University. He proved an excellent agent in the field and distinguished himself with his keen intellect and his ability to take charge of any situation, as well as a knack for "sniffing out" unusual things in the most difficult circumstances.

Powers tracked down the telepathic serial killer Gemini and rescued three of his would-be victims, killing Gemini in a shoot-out. He cracked many other cases, and earned a promotion to Assistant Director with the agency. In 1990, he became Director of AEGIS.

Director Powers is actually a mutant with the ability to detect the presence of other supers. Even he isn't entirely certain where his amazing "hunches" come from, but Powers suspects he may be a superhuman (ironically, his power, and others like it, don't work on him). His "knack" has saved his life on a number of occasions.

Director Powers wants to make AEGIS a success, partly to further his own career, but mostly because he believes the agency is needed. He has a good working relationship with the Freedom League, although Captain Thunder has occasionally been forced to remind Powers that the League doesn't play by the same rules, regulations, and restrictions as a government agency.

THE PATRIOT

Jack Simmons gained superhuman abilities by ingesting a unique serum, activating a latent genetic potential within him. He adopted the name and the red, white, and blue garb of the Patriot, becoming a member of the Liberty League during World War II. After the war, the Patriot continued to work for the United States government as a special agent and troubleshooter long after the dissolution of the League. He hung up the Patriot's uniform and became the first director of AEGIS after being instrumental in its organization and planning.

Although his powers lengthened his life and gave him greater than normal vitality, the years still caught up with Simmons eventually and he chose to retire, passing the directorship of AEGIS to Harry Powers, his most trusted agent.

A few years ago, Jack learned he suffered from inoperable cancer, possibly from fighting nuclear-powered villains over the years or even as a side effect of the Patriot Serum. Secluded in a government hospital as his condition deteriorated, Jack received a last-chance offer from some friends of his. They could help him, and he could help America. He agreed, and not long thereafter, Jack Simmons quietly passed away.

What the world doesn't know is the U.S. government used engram-recording technology (pioneered by Dr. Atom) to "download" Jack Simmons' mind into an advanced android resembling Jack in his younger days. His new android body gives the Patriot abilities greater than ever before, and he continues to work as a "secret weapon" in America's arsenal against terrorists, super-criminals, and other threats.

The Patriot answers to Director Powers and higher-ups in the U.S. government, but his role is "unofficial" and kept out of any but the most classified records. Powers is currently considering a proposal to have the "new" Patriot join the Freedom League in order to keep an eye on the reformed League's activities.

THE PATRIOT — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+10	+7	+10	+1	+2	+2
30	24	30	13	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+10	+10	+8

Skills: Acrobatics 8 (+15), Bluff 8 (+10), Climb 4 (+14), Disable Device 4 (+5), Drive 4 (+11), Gather Information 6 (+8), Intimidate 6 (+8), Investigate 4 (+5), Knowledge (civics) 4 (+5), Knowledge (history) 4 (+5), Knowledge (streetwise) 6 (+7), Knowledge (tactics) 6 (+7), Notice 8 (+9), Pilot 8 (+15), Search 6 (+7), Sense Motive 6 (+8), Stealth 8 (+15)

Feats: Accurate Attack, Ambidexterity, Connected, Defensive Attack, Eidetic Memory, Inspire, Leadership, Move-by Action, Power Attack, Set-Up, Takedown Attack

Powers: Immunity 30 (Fortitude), **Impervious Toughness 5**, **Mind Shield 5**, **Sensory Shield 5** (all senses)

Combat: Attack +10, Grapple +20, Damage +10 (unarmed), Defense +10, Knockback -7, Initiative +7

Abilities 66 + Skills 25 (100 ranks) + Feats 11 + Powers 50 + Combat 40 + Saves 9 = Total 201

Powers lives with his wife Linda just outside of Washington D.C. He travels regularly between Washington and Freedom City as part of his job. His daughter Alice is a student at Freedom City University, and Powers has undercover AEGIS personnel keeping an eye on her at all times.

Powers is a tall African-American man in his early 50s with dark eyes and a surprisingly broad smile. His hair has gone mostly gray, and he has a neatly trimmed beard and mustache. He keeps fit and is an avid jogger and weightlifter. He wears a dark, conservative suit when he's working, and dark sunglasses outdoors. He still carries a sidearm in a shoulder holster under his jacket. When leading agents in the field, he wears an AEGIS standard uniform.

INTERNATIONAL LAW ENFORCEMENT AGENCIES

The Freedom City Police Department and the FBI maintain ties with international agencies like Interpol, allowing them to exchange information with police departments around the world and to access a vast database of crime files. They also work in cooperation with UNISON, the United Nations International Superhuman Oversight Network, to exchange information and track the activities of super-powered criminals. This keeps all law enforcement organizations up-to-date on the status and whereabouts of some of the greatest threats to the world's safety and wellbeing. This information is made available to heroes with the appropriate government contacts or clearance, such as the Freedom League.

DIRECTOR POWERS — POWER LEVEL 7

Str 14	Dex 13	Con 13	Int 16	Wis 15	Cha 18

Skills: Acrobatics 4 (+5), Bluff 8 (+12), Climb 4 (+6), Computers 4 (+7), Diplomacy 8 (+12), Disable Device 8 (+11), Drive 8 (+9), Escape Artist 4 (+5), Gather Information 10 (+14), Intimidate 8 (+12), Investigate 8 (+11), Knowledge (behavioral sciences) 4 (+7), Knowledge (civics) 6 (+9), Knowledge (current events) 8 (+11), Knowledge (streetwise) 8 (+11), Language 2 (French, Russian), Notice 8 (+10), Search 8 (+11), Sense Motive 10 (+12), Sleight of Hand 8 (+9), Stealth 8 (+9), Survival 8 (+10), Swim 4 (+5)

Feats: Assessment, Connected, Contacts, Defensive Roll 2, Elusive Target, Equipment 3, Evasion, Improved Initiative, Leadership, Precise Shot, Quick Draw, Track

Powers: Concealment 2 (detect and sense powers, Close Range, Permanent), **Super-Senses 4** (Sense Powers, Ranged, Radius)

Equipment: blaster pistol (+5 damage), armored jumpsuit (+3 Toughness), commlink

Combat: Attack +9, Grapple +11, Damage +2 (unarmed), +5 (blaster pistol), Defense +8, Knockback –3, Initiative +5

Saving Throws: Toughness +6 (+4 flat-footed), Fortitude +5, Reflex +7, Will +6

Abilities 29 + Skills 39 (156 ranks) + Feats 15 + Powers 9 + Combat 34 + Saves 14 = Total 140

EMERGENCY SERVICES

Crime isn't the only thing that can threaten public safety. Fires, accidents, and medical emergencies also need to be alleviated, along with disasters created by super-criminals. This is the responsibility of the city's fire department and ambulance services.

FREEDOM METRO FIRE DEPARTMENT

The Freedom Metro Fire Department is a consolidated agency that responds to fire and emergency calls in the greater metro area. The department has fire stations throughout the city, their crews able to respond immediately to any emergency. The fire department can call upon the U.S. Forestry Service for assistance in handling fires on the outskirts of the city, and often assists them in fighting forest fires in the state parklands. The fire department is also responsible for dealing with hazardous materials. In Freedom City, these can range from conventional explosives and toxic chemicals to weird alien, radioactive, or mystical material, mutagens, and even stranger things.

FIRE CHIEF PAUL DUMAR

Paul DuMar has served as fire chief in Freedom City for fourteen years. Chief DuMar earned a considerable reputation as a fireman in the city, keeping a cool head under the most difficult of circumstances. His leadership is credited with saving hundreds, if not thousands, of lives over the years, when various disasters have threatened the city. The chief's face is familiar to many Freedonians, and he's particularly popular with many of the older inhabitants. DuMar is slightly embarrassed by the attention, but uses it to build good PR for his department.

Paul DuMar is 52 years old. He's still quite fit, about six feet tall, and almost completely bald, save for a fringe of dark, graying hair. He often jokes about losing his hair in a fire. ("See kids, this is what happens when you play with fire," he says, taking off his helmet for dramatic effect.) He and his wife Mary have three boys, ages 15, 18, and 20. Use the Firefighter archetype from **Chapter 11** of *Mutants & Masterminds* for Chief DuMar's traits.

JUNE "ASBESTOS" ABADOS

June Abados was a secretary living in Freedom City with her husband and son when their apartment building caught fire and the flames trapped June and her son, Tommy. Freedom City firefighters battled through the blaze to reach them, and June ensured her son made it out first, even though it required risking her own life. Somehow, the fire and the stress activated some hidden potential in June. She discovered the smoke and fire didn't harm her, and she was able to walk out safely. Although her clothing was burned and charred, she was untouched.

The incident showed up in the press, and was as quickly forgotten, but June didn't forget. She felt a need to use her newfound ability to help people like the fire fighters who saved her son, so she applied to the Freedom Fire Department. When she demonstrated her resistance to flame to Chief DuMar, he hired her on the spot. She quickly picked up the nickname "Asbestos" among her fellow firefighters.

Unfortunately, the stress of being a firefighter took its toll on June's marriage. She and her husband Roger divorced when she refused to give up her fire-fighting career and go back to being a secretary. The couple has joint custody of their son, Tommy, age 10. Tommy idolizes his mother, a source of concern for Roger Abados, who thinks Tommy might injure himself trying to be like June. There's also the possibility, if June is a mutant, that Tommy might be one too.

June Abados is a perky, 5'8" woman with short, strawberry blond hair, blue eyes, and a face covered in freckles. While she's always been fit, June now maintains a strict exercise program to better perform her duties and is in excellent shape. Use the Firefighter archetype from **Chapter 11** of *Mutants & Masterminds* for Asbestos' traits; lower Str to 12, add Profession (secretary) 4, and give her Immunity 10 (fire and heat).

THE U.S. FORESTRY SERVICE

The United States Forestry Service, a branch of the Department of the Interior, is responsible for handling fires in the forest outside of Freedom City. The service handles most routine fires, but calls on the city fire department in times of need. The famous "smoke jumpers," who parachute into the forest to fight fires there, are connected with the service. The forestry service also conducts "controlled burns" of certain areas of forest to help ensure healthy growth and development. Recently, while attempting to do so, the service ran into trouble with an angry Green Man, but got some help from the members of the Next-Gen, who were in the Wharton Forest on a camping trip at the time.

PRIVATE AMBULANCE FIRMS

Along with the ambulances operated by the fire department, several private ambulance firms operate in Freedom City. These companies are licensed by the city government and overseen by the city's Department of Health.

CHARON AMBULANCE SERVICES

Named after the ferryman of the dead from Greek mythology, Charon Ambulance Services hears and expects a lot of morbid jokes. Despite this, Charon is an efficient service with a long-standing reputation in the city. Its owner, George Kapetelis, plays poker with fire chief Paul DuMar and some other friends twice a month.

FORGAN EMERGENCY SERVICES

Forgan is the newest service operating in the city but has a reputation as a high-tech, sophisticated, and talented company. Madeline Forgan established her company by buying up and consolidating several smaller ambulance firms in the city. A few people consider Forgan something of a literal "ambulance chaser," claiming she set up shop in Freedom City banking on trouble to provide her with business. Forgan ignores these accusations and focuses on running her company.

TRINITY AMBULANCE

Originally started by Trinity Hospital, this service was sold off and privatized after the Terminus Invasion. Trinity has the oldest vehicles and equipment (and the smallest budget) of any of the city's services. Madeline Forgan has already made an offer to John Grummett, the owner of Trinity, to buy the company from him. For the time being, Grummett chooses not to sell.

> "What can I say? Yeah, it was dumb, but even with all the supers around, you don't think about stuff from the movies being real! I mean, c'mon—the guy had a freaking stake in his chest! I pulled it out so we could try to treat him. How was I supposed to know he was a real vampire? It was a good thing Foreshadow showed up when he did."
>
> —Michael Saunders, age 27, EMT

JUDICIAL SYSTEM

Whenever criminals get arrested (either by superheroes or conventional authorities), they move into the criminal justice system. Freedom City's justice system has become the focus of considerable media attention, a fact that has not escaped attorneys with political ambitions, looking to build a strong public reputation.

THE DISTRICT ATTORNEY'S OFFICE

The District Attorney's office files and prosecutes all criminal charges in Freedom City. The DA's office reviews arrest reports filed by the Freedom City Police Department and decides which charges, if any, to file in cooperation with or on the behalf of the victims of alleged crimes.

The City District Attorney, a four-year elected position, heads the office. The DA hires and oversees several dozen Deputy District Attorneys who try the majority of the cases. The DA handles the administrative duties and prosecutes the highest profile criminal cases. In addition, the DA's office employs various investigators to gather evidence to support their cases.

DISTRICT ATTORNEY DANIEL R. DURGAN

Daniel Durgan won his election as district attorney by promising to be tough on crime, especially organized crime. His winning smile, powerful speaking voice, and his record as an Assistant DA (not to mention the support of Mayor O'Connor) helped him win the election easily. Now, much to the chagrin of some long-time politicos and less effective DAs across the country, Durgan means to make good on his promises.

The Freedom Police Department has a love-hate relationship with Durgan. On the one hand, the DA is tough on crime, backs the police department's cases and sees them through to trial. On the other hand, Durgan has a reputation for grandstanding and plays up his cooperation with superheroes like the Freedom League. Some see this as an affront to those doing the real criminal investigation work in the city. More than a few wonder just how far Durgan will go to get a conviction. He hasn't even been suspected of anything illegal or improper, but his zeal sometimes makes people wonder.

Durgan has obviously made enemies in Freedom City's underworld with his crusade against organized crime. The local Mob wants the DA dead, but an outright hit could backlash and bring superheroes like the Freedom League into the picture, and it's bad enough the Mob has to deal with Foreshadow and the Silencer. For the time being, the Mob bosses have agreed to keep an eye on Durgan and look for a weakness to exploit instead.

Durgan is age 39 with sandy-colored hair and blue eyes. He's unmarried and devotes nearly all of his time to his work, leaving very little time left over for a social life.

THE PUBLIC DEFENDER'S OFFICE

The Public Defender's office represents criminal defendants who cannot afford to hire their own attorneys. The office is run by the city Public Defender, a post appointed by the city government. The PD is assisted by other city-employed attorneys, contracted lawyers, and lawyers doing *pro-bono* work for the city.

The public defender's office is not an overly popular one, so the city government tends to play down its importance, both in terms of media coverage and in terms of budget. Fortunately for defendants, the political climate of Freedom City is ripe for idealistic attorneys who believe

in the rights of the accused, including current Public Defender Caitlin Grenville-Thomas.

PUBLIC DEFENDER CAITLIN GRENVILLE-THOMAS

Caitlin Grenville-Thomas got the job of Freedom City Public Defender largely because she wanted it more than anyone else. A graduate of Georgetown University, Grenville-Thomas is a firm believer in the legal system and the rights of every defendant. She applied for the PD job in Freedom after working for eight years as a public defender in the Washington D.C. area. Her sterling reputation and proactive attitude helped win her the job. Caitlin is a strong supporter of efforts to rehabilitate super-criminals, including those of the Freedom City Probation Department.

Caitlin Grenville-Thomas is an attractive 38-year-old African-American woman. She is 5'8" tall with shoulder-length black hair and dark eyes. She favors skirted business suits with some tasteful jewelry. She lives with her husband, Kyle Thomas, in an apartment in City Center. Kyle is a freelance technical writer who works mostly at home. Her uncle, Albert Grenville is an investment broker with Rath & Stromberg.

THE PROBATION DEPARTMENT

The Freedom City Probation Department follows up with criminals after their release and ensures they fulfill the conditions of their probation. They also oversee the city's juvenile detention facilities. Probation officers meet regularly with their assigned cases to provide counseling, legal and job assistance, and to prevent them from leaving the metro area. A probation officer has wide latitude in ensuring someone who has served his or her time maintains the conditions of his or her probation.

HARRIET WAINWRIGHT

The head of the probation department is a woman with an iron constitution and a will to match. Her duties are challenging, given the number of super-criminals in the Freedom City area, but this doesn't daunt Mrs. Wainwright in the slightest.

In fact, she lobbies for a revolutionary new "work release" program for superhuman criminals; she wants to rehabilitate them by having them perform public service, suitably supervised and controlled, of course. Thus far, the city has approved a pilot program on a limited basis with some less-hardened criminals from Blackstone. She has high hopes of showing criminal supers how to use their abilities constructively.

Mrs. Wainwright, age 56, is only 5'2" and heavyset. She wears bifocal glasses and has her graying brown hair pulled back in a bun. She maintains a no-nonsense attitude both at work and at home. Her husband Carl was a Freedom City police officer killed in the line of duty during the Terminus Invasion. Harriet's only child, her daughter Carolyn, is married and lives in Philadelphia.

STATE AND FEDERAL ATTORNEYS

The state and federal governments are also active in the legal scene of Freedom City. The state Attorney General's office assists the city District Attorney as needed, as well as investigating cases involving the District Attorney's office itself.

The United States Attorney is the federal equivalent of the district attorney and prosecutes federal cases in the Freedom metro area. The current U.S. Attorney in Freedom is Charles D. Telemachus, a veteran lawyer who knows the federal legal landscape as it pertains to superhumans quite well. Mr. Telemachus has his offices in Federal Plaza downtown.

THE COURT SYSTEM

Once the District Attorney has filed charges, cases go into the hands of the court system. The Freedom City court system is divided into local and federal courts.

Local state-affiliated courts handle most civil and criminal cases, ranging from small claims and traffic violations all the way up to major cases handled by the State Supreme Court. The court facilities for the Freedom City metro area are housed in the district courthouse near City Hall.

The federal courts try cases involving violations of federal law. The federal court occupies the handsome neo-Classical building newly rebuilt near Federal Plaza; the original federal court building was one of the oldest landmarks in the city center but it was destroyed in Centurion's final battle with Omega.

Here are just a few of the various judges people might encounter interacting with the Freedom City justice system.

GERALD R. BAKER

Judge Baker is a long-time Superior Court judge with a reputation as a firm and fair jurist. He runs his courtroom with a no-nonsense attitude, saying "everyone is equal under the law, even if they can fly." Judge Baker insists on proper courtroom decorum even for sensational cases involving super-criminals (*especially* for such cases, in fact). He hates media intrusions in his courtroom, preferring the old days when no cameras were allowed. He has been known to ban the press from cases when he feels their presence is disruptive. Lawyers fond of theatrics are well advised to restrain themselves in Judge Baker's courtroom.

NAOMI WALLACE

The Honorable Judge Wallace is a Superior Court judge known for common sense and creative sentencing. A strong believer in efforts to reform criminals and super-criminals alike, Judge Wallace favors community service over imprisonment, which gives her a reputation of being "soft on crime" in some circles. She supports Harriet Wainwright's criminal rehabilitation programs, and not just because they have been friends for years. Creative lawyers can often arrange plea-bargains or particular sentences with Judge Wallace, so long as they do not compromise her clear sense of justice or attempt to subvert the law.

THOMAS NAKAMURA

A fairly young Federal Court judge at the age of 45, Judge Nakamura relishes the opportunity provided by sitting on the bench in Freedom City. His courtroom sees precedent-setting cases involving things like superheroes and super-powered criminals. Judge Nakamura is an ambitious man, with his eye on the U.S. Supreme Court some day, so he enjoys playing to the media.

JOSEPH COLEMAN

"Judge Joe" is the popular local star of the GBN program "Video Justice," which features mostly small-claims cases that are televised live from the judge's courtroom. Many in the legal community consider Judge Joe a joke, but his popularity is enormous. A 16-year veteran of the bench, Joe has a very dry wit and keen insight into people's motivations. The program's docket is backed up for months and his show captures high ratings in its afternoon time-slot. GBN continues to try to get some "real life super stories" on the show, but small-claims matters involving supers are (thankfully) rare.

THE CORRECTIONS SYSTEM

The final component of the criminal justice system is the corrections system, for the imprisonment and potential rehabilitation of convicted criminals. The Freedom City area originally had two prisons—one state and one county jail. There is constant discussion about building a new prison to handle the city's needs, but the issue is sensitive, since taxpayers want more security, but don't want a prison near their homes.

FREEDOM CITY CORRECTIONAL FACILITY

The FCCF is a small prison located north of the Wading River just outside of Hanover. It houses mainly non-violent offenders and those with short sentences. Hardened criminals generally go to the South River maximum-security facility, but overcrowding at South River forces authorities to relocate many prisoners here. This situation causes some conflicts among the prisoners and an increased public concern over breakouts. The Schuster County Sheriff's Department is responsible for managing the prison. The facility has a current population of 1,350 inmates and a staff of 500 led by Warden JoAnne Koller.

SOUTH RIVER STATE PENITENTIARY

When criminals in Freedom City refer to "going up the river," they mean it literally. Located along the South River in Lincoln is the South River State Penitentiary. The prison sits on an isolated plot of land just outside the metro area and not far from the national forest. With only one road into it, most of the land around the prison is undeveloped and swampy; urban legends talk of prisoners who escaped only to end up drowning in the swamp or being eaten by alligators, even though there have never actually been any alligators in the area (aside from the Freedom Eagle's encounter with the so-called "Alien-Gator" in 1949).

South River currently holds some 3,800 inmates, which exceeds the institution's official capacity of 3,500 persons; this is, of course, the main reason for talk of a new prison facility in the metro area. The warden, John Ermanos, runs South River with the aid of a staff of 2,000 guards and administrative personnel.

FREEDOM JUVENILE HALL

Located in Southside, "juvie hall" handles inmates under the age of 18. It has a capacity of 650 and is never less than half filled with youth gang members and other offenders, most often there on drug charges. Some of the youths in juvenile hall are merely runaways, though sadly quite a few return here after becoming involved in drugs or prostitution in Southside.

BLACKSTONE FEDERAL PENITENTIARY

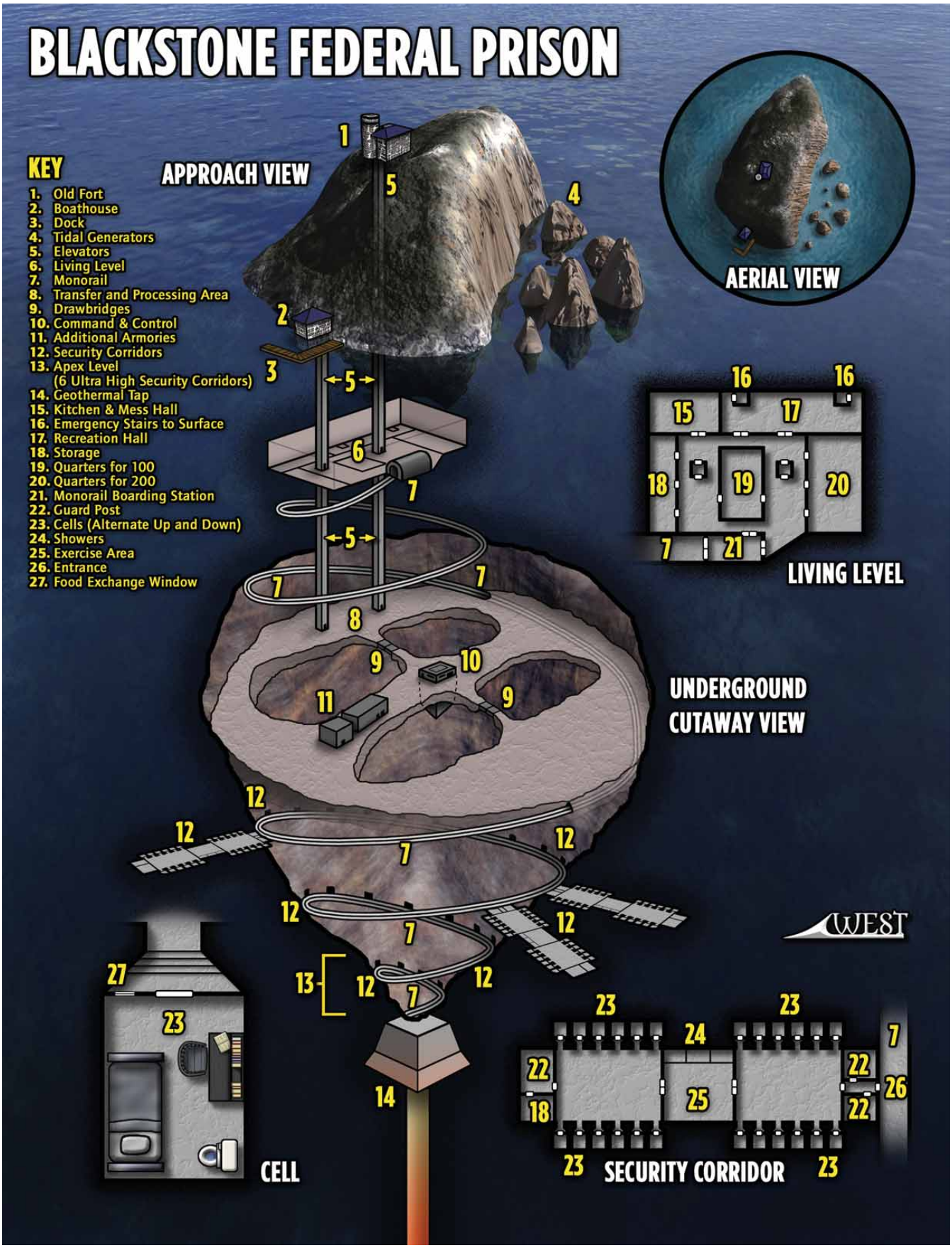
In 1964, the federal government commissioned a prison capable of holding super-powered inmates in response to the growing number of super-criminals. Blackstone Penitentiary was the first of its kind and remains in operation today.

Formed of dark granite jutting out of the sea, "Blackstone" aptly describes the small, isolated island about a mile and a half beyond Freedom City's Great Bay. It was a military weapons depot and brig affiliated with Lonely Point during the Second World War, decommissioned by the federal government and later refitted as a super-prison.

Operational as of 1964, Blackstone has become the de-facto prison for many American super-criminals. Blackstone saw many escapes in its early years but fewer after Warden Jerry Kramer accepted Daedalus' assistance in redesigning the cell blocks in 1966. The Blackstone Riots of 1983 saw the warden and 40 guards killed by inmates trying to escape; only the cool-headedness of a few guards (including then-rookie Joshua Drummer) and the technology of Dr. Abby Wallace kept all the prisoners on the island. The only prisoner casualties of the riot were its instigators—Doc Abattoir and Countess Azure—and the villains Ramrod, Sir Razor, the Wrath, the Silver Satyr, Ms. Malice, and the pyrotechnic triplets ConflagNation (all killed by other inmates or by not retreating from energy barriers erected against their escape).

Omega struck Blackstone during the Terminus Invasion, his Omegadrones blasting away the western wall of the complex and unleashing many of the prisoners to sow chaos, or become agents of the Lord of




BLACKSTONE FEDERAL PRISON
KEY
1. Old Fort
2. Boathouse
3. Dock
4. Tidal Generators
5. Elevators
6. Living Level
7. Monorail
8. Transfer and Processing Area
9. Drawbridges
10. Command & Control
11. Additional Armories
12. Security Corridors
13. Apex Level (6 Ultra High Security Corridors)
14. Geothermal Tap
15. Kitchen & Mess Hall
16. Emergency Stairs to Surface
17. Recreation Hall
18. Storage
19. Quarters for 100
20. Quarters for 200
21. Monorail Boarding Station
22. Guard Post
23. Cells (Alternate Up and Down)
24. Showers
25. Exercise Area
26. Entrance
27. Food Exchange Window
APPROACH VIEW
AERIAL VIEW
LIVING LEVEL
UNDERGROUND CUTAWAY VIEW
WEST
CELL
SECURITY CORRIDOR

the Terminus. After that, the surface structures of the prison were almost all moved underground.

At first glance, the complex has only two visible buildings: the arrival dock and boathouse and the low structure atop the lonely rock hill, used as a secondary watch post. Below ground, and accessible from either building, is where Blackstone truly begins: a series of corridors and chambers cut from solid rock. Tunnels connect all sites, and a monorail provides personnel with fast transport to all areas of the penitentiary and around the mile-deep central core.

Blackstone has a Command and Control (C&C) room at the heart of the complex, where administrators and senior guards monitor all activities within the prison. There are barracks and personal apartments for staff in the uppermost parts of the complex (within 80 feet of the surface and reachable by stairwells if the prison is not on alert). Fresh air cycles into the prison constantly, and supplies come in by ferry twice a week. A geothermal tap supplies energy for cell integrity, life support, and defenses, with tidal power from the currents around the island covering all other energy needs. Life support, air, and some foodstuffs come from hydroponics bays lining the central core.

Prisoners reside no closer than 150 feet to the surface and the most dangerous are kept in the deepest levels of the complex. All cells are off corridors radiating out from the central core, with six-man guard posts at each end of corridor. At the center of each corridor is a common room where prisoners congregate for up to four hours a day. Unless they have visitors or are paroled, most prisoners do not leave their security corridor.

There are 24 cells along each 200-foot corridor, 12 on each side; between 15 and 20 of these corridors (out of 30) are operational and occupied at any time. For the most dangerous inmates, security reduces the number of cells to eight with 20 guards. All prisoners have cells customized specifically for them, and energy fields permeate the rock walls of the cells, preventing anyone from digging their way out. Artificial diamond-matrix panels (Hardness 18) seal the front of the cells, allowing full visual contact with prisoners at all times, though they do have some limited privacy by staggering cells entrances across the corridor.

Found in the common rooms and nearly everywhere in the complex are the main defenses of the prison, supplementing any individual defenses placed on any inmate's cell and controlled from the guard posts, C&C, and by senior Blackstone personnel with special control pads. These defenses include:

- Powerful strobe lights aimed into each individual cell (visual Dazzle, Reflex/Fortitude save DC 18).
- Anesthetic gas released into the security corridors or cells (Fatigue, Fortitude save DC 20).
- An electrical field along cell seals, security corridor floors, cell walls, and floors (Stun, Fortitude save DC 22).
- Seismic sensors (Tremorsense, Notice +8) pick up any digging in the surrounding rock and trigger force fields (rank 12) around the intrusion areas.

WARDEN JOSHUA DRUMMER

Joshua Stormcloud Drummer, the warden of Blackstone, is one of the most respected people in Freedom City who doesn't wear spandex to work. Some people say Warden Drummer must have super-powers to do the job he does, but the warden makes no comment. He simply insists Blackstone be run efficiently, morally, and safely.

Drummer is the fourth warden of Blackstone and he's had the longest tenure, promoted from Security Chief in 1990. Since then, Blackstone has become the paramount prison on Earth despite the setbacks of the Terminus Invasion. While AEGIS wanted the primary say in the prison's reconstruction, Drummer used his political pull and kept the redesign in the hands of Abby Wallace, John Warden, Daedalus, and the Raven. Although he claimed he was doing what he considered best for the project, Drummer also secretly enjoyed causing trouble for AEGIS Director Harry Powers.

Warden Drummer is the strong-and-silent type. While he is proud of the technological marvels in his prison, he prefers psychology and tactics to keep the inmates in line. He's not averse to providing concessions to prisoners, but he's equally quick to revoke privileges from any troublemakers. He believes in rehabilitation, and his demands have resulted in a better staff of psychologists and therapists. He makes it a point to know the names of everyone on the prison staff, and he cares about their safety first, then the security of the prisoners, and finally, his own. Joshua sees the prison, its inmates, and its staff as his sole responsibility, and he takes it *very* seriously.

WARDEN DRUMMER — POWER LEVEL 7

STR	DEX	CON	INT	WIS	CHA
+4	+2	+4	+2	+2	+3
18	15	18	14	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+6	+6	+8

*without armor

Skills: Bluff 8 (+11), Concentration 8 (+10), Diplomacy 8 (+11), Gather Information 6 (+9), Intimidate 8 (+11), Investigate 6 (+8), Knowledge (behavioral sciences) 4 (+6), Knowledge (civics) 6 (+8), Knowledge (current events) 6 (+8), Knowledge (streetwise) 6 (+8), Notice 8 (+10), Search 6 (+8), Sense Motive 8 (+10)

Feats: Accurate Attack, Connected, Defensive Attack, Elusive Target, Equipment 3, Improved Disarm, Leadership, Master Plan, Power Attack, Precise Shot, Quick Draw, Takedown Attack

Powers: Concealment 2 (detect and sense powers, Close Range, Permanent), **Nullify 7** (all powers, Power Resistance, Subtle 2), **Super-Senses 4** (Sense Powers, Ranged, Radius)

Equipment: blaster pistol (+5 damage), armored vest (+2 Toughness), commlink

Combat: Attack +9, Grapple +13, Damage +4 (unarmed), +5 (blaster pistol), Defense +8, Knockback –3, Initiative +2

Abilities 35 + Skills 22 (88 ranks) + Feats 14 + Powers 39 + Combat 34 + Saves 12 = Total 156

ABIGAIL WALLACE

Dr. Abby Wallace joined the staff at Blackstone decades ago and while she was an innovative inventor and designer of superhuman restraints, previous wardens disliked her no-nonsense attitude and unwillingness to play politics. Her demands for more humane treatment of prisoners and calls to redesign much of the prison were also unpopular.

When Joshua Drummer was promoted to Warden, he promoted Abby to Chief of Security and got her the budget she needed to redesign Blackstone the way she envisioned it. It took three years to complete the revamp of the prison, but Blackstone's record has improved and there's no denying the prison is safer and more secure than ever.

Abby, while brilliant, lacks tact and tends to step on people's toes. She spends most of her time in Blackstone's C&C, monitoring "her baby" at or designing new cells for incoming prisoners. She used to have a life away from the prison, but her husband died in the Terminus Invasion and she's spent the last ten years becoming more and more consumed by her work.

She had a brief affair with John Warden (see **Warden** in **Chapter 6**) when the two of them worked together redesigning Blackstone. She realizes now their relationship was largely a way of consoling her grief over the death of her husband, and it blinded her to Warden's obsessions. The breakup was bitter, and she wonders if it was part of what pushed John over the edge to become a criminal.

Use the Scientist archetype from **Chapter 11** of *Mutants & Masterminds* for Dr. Wallace, giving herthe Inventor feat, and both Craft (electronic) and Craft (mechanical) at the listed ranks.

BLACKSTONE SECURITY ("BLACKGUARDS")

There are hundreds of security officers at Blackstone who rotate on six different 4-hour shifts. Guards remain on the island unless on furlough, two days out of every ten, living in on-site barracks the rest of the time.

Blackguards train and work in pairs and quartets, preventing prisoners from overwhelming a single guard. Basic Blackguard tactics focus on keeping prisoners contained first, subdued second, so problems with more than one inmate often have guards using force fields to limit their movement before they move in to secure the prisoner.

Blackguards have access to MAX and Super-MAX armor and usually have six MAX units on-duty at any given time (Super-MAX units are only broken out in times of emergency). In keeping with their nickname, Blackguard power-armor units are painted in grey-black urban camo schemes.

TYPICAL BLACKGUARD					POWER LEVEL 4
Str 12	**Dex 13**	**Con 13**	**Int 11**	**Wis 13**	**Cha 10**
Skills: Drive 4 (+5), Gather Information 4 (+4), Intimidate 4 (+4), Investigate 4 (+4), Knowledge (behavior sciences) 2 (+2), Knowledge (civics) 4 (+4), Knowledge (current events) 2 (+2), Knowledge (streetwise) 4 (+4), Notice 4 (+5), Profession (guard) 6 (+7), Search 6 (+7)					
Feats: Defensive Roll, Equipment 3					
Equipment: blaster (+5 damage), armored uniform (+2 Toughness), handcuffs, commlink					
Combat: Attack +3, Grapple +3, Damage +0 (unarmed), +5 (pistol), Defense +4, Knockback –2, Initiative +1					
Saving Throws: Toughness +4 (+3 flat-footed), Fortitude +4, Reflex +1, Will +6					
Abilities 14 + Skills 11 (44 ranks) Feats 4 + Combat 14 + Saves 7 = Total 50					

THE FREEDOM UNDERWORLD

Although the city government doesn't like to admit it, Freedom City isn't perfect. The city has its bad side: poor neighborhoods, gangs, organized crime, smuggling, and other troubles, just like every other major city in the world.

For the most part, Freedom City is safer than most and crime rates are relatively low. There are still parts of the city where it's dangerous to be at night, and violent crime still happens. Smuggling is a major part of crime in the city, with ships moving goods illicitly to the docks of Southside and Port Regal and beyond. That includes drugs, weapons, and other illegal goods.

THE FREEDOM CITY MOB

The Mob has been a power in the Freedom City area since the early 1900s. It grew considerably during the Prohibition era, selling bootleg liquor and running speakeasies and secret gin parlors. Although the FBI and local police worked hard to bring down the powerful Mob bosses, they were never able to do more than treat the symptoms, rather than curing the disease. For every mobster taken down, another came along to fill his place.

In the 1950s, the Mob extended its influence over the docks in Southside and Downtown, places where contraband was smuggled in and out the city. They also exerted considerable influence with the local labor unions and the casinos and businesses along the Boardwalk.

During the 1980s, the Freedom City Mob rose to new heights of power when Boss Raphael Oliverti established a "working relationship" with Mayor Franklin Moore's administration. Rogue superheroes like FORCE Ops were nearly the only check on the Mob's influence in Freedom City at that time, when the police looked the other way and city hall was in the syndicate's pocket. That came to an end when Mayor O'Connor assumed office and chased Moore out of town.

Nine years ago, Boss Oliverti was assassinated. The "family business" passed to his oldest son, Giovanni "Johnny" Oliverti, but other families insisted that leadership of the Mob go to Alberto "Big Al" Driogano. Boss Driogano moved quickly to secure his power and surprised everyone by aggressively expanding Mob operations in the city, opposing Mayor O'Connor's cleanup efforts.

Since then, the Mob's influence has been linked to the prosperity of Freedom City. Tourism brings thousands of people to casinos along the boardwalk, fattening Mob coffers. Their influence in the booming construction business has been a windfall. There is always income from the usual markets in drugs, vice, and prostitution. Contraband is smuggled in to the Southside docks in the dead of night, stored in Mob-controlled warehouses. Despite their best efforts, the DA's office cannot pin anything on the higher-ups in any of the major Mob families of Freedom. The police bring in Mob soldiers and made-men, only to release them on bail soon after, thanks to their high-priced attorneys.

The biggest challenge the Mob faces comes from the heroes like Foreshadow (see **Chapter 5**). He regularly busts up Mob operations with his uncanny insight and detection abilities. More recently, the Mob has had to deal with the vigilante known as the Silencer. Unlike Foreshadow, the Silencer clearly has a personal grudge, and he's doing whatever it takes to hurt Mob operations in the city. Rumors say the Silencer killed Oliverti and it may be only a matter of time before he comes after the other Mob bosses. In truth, the Silencer is closer to the Mob than anyone suspects (see **Chapter 6** for details).

"BIG AL" DRIOGANO

"Big Al" Driogano lives up to his name in height, girth, and a formidable presence. Alberto Driogano has run the Freedom City Mob for nearly a decade, and has made great strides in seizing new opportunities.

At least part of Driogano's success he owes to the mysterious woman called "Lady Tarot," a fortuneteller the boss keeps in his employ. Although a number of people in the Mob scoffed at the idea of Big Al consulting a fortune-teller, most have started to reconsider their opinion. Given that



Big Al survived or avoided half a dozen assassination attempts before he came into power, it's clear Driogano knows things. It may be from well-placed informants, or it may through Lady Tarot's predictions. Whatever the case, Driogano always seems to have information he needs to stay one step ahead of his enemies on both sides of the law.

The "wild cards" Driogano (or Lady Tarot) can never seem to predict are the supers. The Freedom League, luckily for the Mob, is too involved in bigger things to pose a serious threat. It is the street-level masks operating outside the law like Foreshadow and Silencer who cause the most problems. Driogano has made it known he'll handsomely reward anyone who brings him either man's head on a platter, mask and all.

"Big Al" Driogano is in his 50s, 6'4" and weighing in at nearly 300 lbs. He has short, black hair always slicked straight back from his forehead, with a closely-trimmed moustache and goatee, and his bushy eyebrows draw attention to his intense blue-gray eyes. He has a deep and commanding voice and loves to sing opera (and has a private box at the Beaudrie Opera House). He wears dark suits and carries a pistol—which he is licensed to use "for self defense"—with him at all times, as well as a cane when he's out for an evening on the town.

Use the Crime Lord archetype from **Chapter 11** of *Mutants & Masterminds* for Boss Driogano, increasing his attack bonus to +5 and dropping the Attack Focus feat and the Computers skill.

OTHER MOB BOSSES

There are three major Mob Families in Freedom City, and the other two bosses answer to Driogano.

FRANK "THE HITTER" TONIFANNI

Frank Tonifanni backs Boss Driogano all the way. Of course, Tonifanni *always* backs the winner. He backed old Boss Oliverti, too, and will probably back Driogano's successor, assuming Tonifanni doesn't make a grab for power himself. Frank worked his way up through the ranks as a made-man, earning his nickname for knocking off "problem people" for the Mob. Tonifanni has been running his family for ten years now and he likes where things are going in Freedom City. Business has never been better, and he's riding high on the success.

His only problem is Boss Driogano wants Tonifanni to deal with vigilantes like Silencer and Foreshadow, and the Hitter and his men haven't been able to take the mysterious heroes out. The Silencer always seems prepared for anything, and every trap Tonifanni has set for him has failed. The Boss is starting to believe Silencer and Foreshadow may have the same source of information: an informant inside the Families. He's also considered the possibility Driogano might actually be working with one or both heroes, using them to get at his rivals. Maybe he even used one of them to take down Boss Oliverti. Tonifanni keeps his suspicions to himself, but watches his back, just in case.

Frank Tonifanni is in his 40s with receding dark brown hair and a pencil thin mustache. He has a penchant for pinstripe double-breasted suits and still talks with a Brooklyn accent, despite living in Freedom for decades.

GIOVANNI "JOHNNY" OLIVERTI

The eldest son of Boss Raphael Oliverti, Johnny inherited his father's place as head of the family after his untimely demise. He'd been groomed for the role all his life and readily stepped into his father's shoes. He suspects Al Driogano had his father killed, but he can't prove it... yet. Going to war with Driogano is pointless while Boss Tonifanni backs him. So Johnny bides him time and waits, watching the other bosses for any weaknesses he can exploit.

Boss Oliverti is a clever man—a graduate of NYU with an MBA—and he runs his Mob like a modern business venture. He respects the old traditions, but definitely looks toward the future. Oliverti always planned to be ruler of the Freedom underworld by the time he was 40, and he still will, if he has his way.

One of the best resources Johnny has is his brother Thomas. Although he's an "egghead," Tommy Oliverti has a keen analytical mind, and he's

good at spotting business opportunities. His scientific knowledge could serve him well at ASTRO or any high-tech firm, but Thomas remains close to "the family business." John relies on his advice, since he has no idea his "little brother" is secretly the vigilante Silencer. If he were to find out, Johnny would want Thomas dead at any cost, more for lying to him and betraying the family than any damage he might have done to the business.

THE TOON GANG

Freedom's most unusual "mob" element, the Toon Gang was literally brought to life by Raven's foe Toy Boy, using a "realizer ray" created by Quirk. The gangsters originally starred in the popular *Keystone Cops* cartoon. While the other cartoon characters brought to life by the realizer ray faded away after Toy Boy's weapon was destroyed, the members of the Toon Gang are still around. It could be the strange forces lingering in Freedom or simply Boss Moxie's, well, moxie, keeping them around. Whatever the case, the Toon Gang remains in Freedom City and its heroes (and Mob families) have to deal with them.

The problem for their foes is this: The Toon Gang are all still three- to four-foot tall cartoon characters, virtually impossible to kill or even hurt for very long. Their idea of a "hit" involves dropping a safe or grand piano on somebody's head from a fifth-story window, and their idea of "organized crime" is running protection rackets and knocking over jewelry stores and banks. Subtler concepts like money laundering and numbers schemes—much less drug running, smuggling, and vice—are completely over their disproportionate heads. The Toons aren't especially bright, either, although their logic is so simple and direct it sometimes *seems* clever. The only good point is there are only five of them: Boss Moxie, his moll Roxie, and his faithful henchmen Knuckles, Lucky, and Joey Scars.

Within a year of their arrival in Freedom City, Joey's attempts to drive anything larger than a bumper car at Ocean Heights ended with them plowing into walls and getting captured quite often (though few jails can hold Toons that want out). Boss Moxie approached the Foundry with his usual bluster to get a car scaled to their size. Talos accepted the commission after securing permission to submit Joey, Lucky, and Knuckles to a battery of tests (the results of which may result in additional problems for Freedom City's heroes). Now, the tinny sound of a miniature Model T announces the arrival of the Toon Gang, but those who laugh at the little car soon realize it can outrun most police cars and it's tougher than a tank.

Boss Moxie considers himself and his gang at war with the other Mobs in Freedom, since "dey don't show me no respect!" The truth is the Toon Gang is more of a nuisance to the Mob than anything else, although the Toons have managed to kill off some of Driogano's and Tonifanni's people. Big Al would love to rid himself of the annoying cartoon gangsters, but for the moment they're as much a distraction for the police and heroes like Foreshadow as they are for him. The Toons' efforts to be taken seriously have resulted in more than fifteen mobster deaths, the most recent being five enforcers crushed to death beneath a truckload of marbles. One thing is for sure, nobody is laughing at the Toon Gang anymore.

BOSS MOXIE

Boss Moxie is a 3'6" stocky cartoon gangster with a big fedora, a zoot suit, and a literal square jaw. Men have died for accidentally knocking off his hat, as Moxie is embarrassed that he's only got a few strands of hair on his head in a comb-over. He's always smoking a cigar and carrying a violin case containing a cartoon Tommy gun that never runs out of ammo. He sounds like a Hollywood movie gangster and punctuates most of his sentences with the word "see." ("I'm takin' over dis town, see? And there's nuttin' youse can do to stop me, see?") He still thinks and acts like a cartoon and he's incapable of understanding the rest of the world doesn't follow the same rules, which is sometimes funny and sometimes frightening.

ROXIE

Every gangster's only as good as his moll, and Roxie is one of the best. The 3'9" blond-bombshell with an extreme hourglass figure wears an impossibly tight dress, high heels, and a white fur stole. She smokes her cigarettes in a long ivory holder, languidly wreathing her face and ice blue eyes with smoke. She has a cartoon Derringer always tucked in her right stocking despite the tightness of her dress. Roxie is smarter than most people—especially the other Toons—assume. She can wrap anyone in the gang around her little finger with a smile and a flutter of her big eyes.

JOEY SCARS

The smallest (and therefore meanest) of the Toons, Joey Scars is a 3'1" brute with a foul temper, pit-bull stubbornness, and a livid scar running diagonally across his face. He wears pinstriped pants with suspenders and a shirt always rolled up at the sleeves. Joey is second to Knuckles as a leg-breaker, but he's the gang's best wheelman.

KNUCKLES

Knuckles appears as a no-necked thug with perpetual 5 o'clock shadow, in a sweater and black pants, his huge arms and torso balanced on legs almost too small to support him. The largest of the Toons at 4'2" tall, Knuckles is a big, dumb bruiser who loves nothing more than hitting things. Since their arrival in this world, he's picked up a few new moves watching professional wrestling on TV.

LUCKY

Lucky is slick and suave (for a cartoon), always flipping a coin nonchalantly. He wears a double-breasted pinstripe suit, and his pencil-thin moustache makes his very angular face seem even more severe. He can't resist a bet or a pretty face. He's the planner of the Toon Gang and a sharpshooter with his cartoon handgun.

Use the following template for the members of the Toon Gang, with the listed modifiers.

THE TOON GANG					POWER LEVEL 5
Str 14	**Dex 12**	**Con 16**	**Int 10**	**Wis 10**	**Cha 10**
Skills: Bluff 4 (+4), Drive 4 (+5), Intimidate 4 (+4), Knowledge (streetwise) 2 (+2), Notice 2 (+2)					
Feats: Diehard, Equipment 3, Sneak Attack					
Powers: Immunity 10 (mental powers), **Regeneration 35** (make a recovery check every round without rest, includes Resurrection)					
Combat: Attack +6, Grapple +8, Damage +2 (unarmed), +4 (Tommy gun), Defense +6, Knockback -1, Initiative +1					
Saving Throws: Toughness +3, Fortitude +8, Reflex +4, Will +4					
Boss Moxie: Cha 16, Leadership, Will +8; *113 points.* *Roxie:* Cha 16, Bluff 8 (+11), Attractive, Fascinate (Bluff); *111 points.* *Joey Scars:* Drive 10 (+11), Notice 4 (+4); *104 points.* *Knuckles:* Str 20, Protection 2, Defense +5; *108 points.* *Lucky:* Attack Focus (ranged) 2; *104 points.*					
Abilities 12 + Skills 4 (16 ranks) + Feats 5 + Powers 45 + Combat 24 + Saves 12 = Total 102					

OTHER SYNDICATES IN FREEDOM

Other criminal syndicates have operations in Freedom City, although the Mob remains the most powerful force in the local underworld.

THE RUSSIAN MAFIYA

Ties between the Freedom Mob and the Russian Mafiya have grown over the years. The Russians smuggle a variety of goods out of their country for sale on the international black market, and the Freedom Mob and its customers are eager buyers. The contraband includes former Soviet weapons from guns to nuclear and biological materials, to experimental drugs and technology from failed or mothballed Soviet research programs, all of which come into the docks of the Freedom waterfront to supply the Mob and various criminals and gangs. The police come down hard on any shipments of illegal weapons they find.

THE TRIADS

The Chinese Triads have little to do with Freedom City, although some Triads loyal to Raven's grandfather, Dr. Sin, have undertaken operations in the city on his behalf. Most of have involved smuggling or stealing high-tech equipment, acquiring artifacts from museums, or simply providing a distraction to draw superheroes away from one of the devilish doctor's other nefarious schemes.

THE YAKUZA

The Japanese Yakuza is not overly influential in Freedom City. Most of their smuggling operations concern corporations and various money-laundering schemes. The Mob comes down hard on any signs of Yakuza activity in "their" city, so the Japanese syndicates tend to leave Freedom alone unless they have a good reason to get involved.

FREEDOM STREET GANGS

Freedom City has its share of criminal gangs, particularly youth gangs, as older thugs get rubbed out or absorbed into the Mob. Gangs are most common in Southside, Lincoln, and the West End. Many gang members are runaways who find their way into gangs for protection from the authorities and the more dangerous criminal predators in the city.

THE BROTHERHOOD

The Brotherhood is a white-supremacist skinhead gang in Southside. Made up of disaffected white youth, the group places blame for the world's ills at the feet of "mongrel races" (i.e. non-whites). They affect Nazi-style emblems and commit acts of violence and vandalism against those they perceive as their enemies. They survive on food or money gained from petty crime and drug dealing. The Brotherhood has some ties with other Aryan or skinhead gangs outside the city. The Freedom gang is particularly dangerous because of its association with the super-criminal White Knight (see **Chapter 6**).

MALANTI

The Malanti are a West End youth gang committing acts of vandalism and petty crime. They are always getting involved in fights with other local gangs like the Cutters, led by Nathan "the Knife" Korthu. Several other youth gangs operate in the West End and parents and authorities in the suburbs are equally concerned about the spread of the gangs to those areas. West End folks, meanwhile, complain that the city seems more interested in protecting the kids of newcomers than doing something about the gangs themselves.

SOUTHSIDE C'S

This criminal gang controls territory in Lincoln west of Route 6 between the South River Penitentiary and the city landfill, putting them "between two kinds of garbage," as one city cop put it. The gang violently defends its turf against all intruders and makes most of its money of dealing drugs among the housing projects in Lincoln. The C's have been pushing to expand their business into the Fens across the river, bringing them into conflict with other gangs in that area. The FCPD has handled several gang-related incidents of violence in both the Fens and Southside because of it.

ILLEGAL DRUGS

Despite the best efforts of the city police and government, illegal drugs remain big business in Freedom City, netting millions for dealers and organized crime. Drug-use is most obvious in the Fens and Southside, where street dealers are commonplace. "Recreational" drug use is the secret vice in the Financial District and Midtown, on college campuses, and even suburban communities like Ashton and Grenville.

Heroin is still the most prevalent drug among the depressed areas of Freedom City. It gets smuggled into the city and sold in the Fens and Lincoln. The city government caused some controversy with its program of supplying clean needles to drug users to help stem the spread of infectious diseases. Opponents claim the city is encouraging drug use with this program.

In more upscale parts of Freedom City, cocaine and amphetamines are the drugs of choice although crack cocaine and crystal meth can be found in most areas of the city. Some wealthy people in the city indulge in drug parties or use drugs as a means of dealing with their high-pressure lifestyles.

Marijuana use is most common in parts of Riverside and around the college campuses. Some students also indulge in LSD, other hallucinogens, and designer drugs coming out of small, independent operations.

DESIGNER DRUGS

Freedom City, being at the forefront of so many other technologies, is not surprisingly at the cutting-edge of the designer drug culture. Most of the new illicit drugs in the city seem tied to supers in one way or another. The DEA does what it can to keep these new drugs off the streets, while heroes like the Raven and Foreshadow bust new shipments and illegal labs producing them.

MAX

The drug known as "Max" is actually a synthetic derivative of the rare manaka root, which granted the legendary Minuteman, and later the Patriot, their powers. A research scientist who helped develop the Patriot Formula sold the research in the early 1950s to cover gambling debts. Experiments by a front company for the Labyrinth eventually came up with a less effective version of the drug that was also highly addictive.
The black market and organized crime were far less concerned about side effects and focused on the ability to create short-term super-powered thugs. The government and law enforcement are aware of the original source of

MAX **DRUG**

Max provides **Boost 4** to Strength, Dexterity, and Constitution, or **Boost 6** to one specific physical ability score. The drug's effects wear off in about an hour, after which the user is exhausted and must make a Fortitude save (DC 16). Those failing the save suffer immediate heart failure, shifting their condition to dying.

ZOOM DRUG

Users gain **Super-Speed 5** (250 MPH, with the Rapid Attack or Strike power feat) for an hour, after which the user is exhausted. After a dose wears off, the user must make a Fortitude save (DC 15) or suffer immediate heart failure, shifting the user's condition to dying. This is also the case if a user falls unconscious while on zoom.

Max, although the general public doesn't know government research helped create one of the worst drug problems of the past few decades.

Max has become popular with "extreme sports" types as well as criminals looking to give themselves (or their henchmen) an edge against supers. Over the decades, some scientists have tinkered with the composition of Max, making its enhancements specific for speed, strength, or stamina, though attempts to boost mental faculties with the drug have always resulted in insanity and death. Despite the dangers of using max, addicts only remember the power rush and will do anything to get another dose.

ZOMBIE POWDER

Followers of the Voodoo loa Baron Samedi create this fine gray powder. Users snort or smoke it, producing a preternatural calm and confidence. While less addictive than max, zombie powder gets easily abused as a stress-reliever or painkiller, and frequent use causes brain hemorrhage, coma, or heart failure. Siren works hard to shut down any known sources of zombie powder, but her old foe keeps finding new ways of getting onto the streets.

ZOMBIE POWDER DRUG

Zombie powder users gain a +5 bonus to Will saves and to Fortitude saves for resisting pain. While the drug's effects last, they are vulnerable (x2 effect) to magical forms of mind control. Make a Fortitude save (DC 10) when a character ingests zombie powder. Failure means the user falls into a coma and must make a Fortitude save (DC 15) to avoid immediate death. The Difficulty increases by +1 with each additional dose (+4 with each additional dose in the same 24 hour period), ensuring the eventual death of an addict. Anyone who dies on zombie powder rises that night as a zombie under Baron Samedi's control.

ZOOM

"Zoom" is the street name for an intravenous drug that induces a highly accelerated metabolic state, giving users temporary superhuman speed at the cost of burning them out. Zoom is popular with the young, "fast" crowd, particularly in the rave scene.

THE POWER-HOUSE

Some underworld circles say there's an outfit in Freedom City that can "juice up" almost anyone with super-powers, for a price. The Power-House is an illegal (and fairly mobile) clinic specializing in artificial enhancements, usually biochemical or bionic. The most frequent customers are looking for a little super-powered muscle, but they also do less obvious enhancements for athletes, particularly those looking to join the Ultimate Wrestling League or the Circuit Maximus (see the following).

The Power-House has a decent success rate, but their processes often have various unpleasant side-effects. In particular, subjects usually need regular treatments of drugs or radiation to maintain their newfound abilities or even to keep their metabolism stable. Without them, they experience pain, weakness, headaches, and other symptoms, and may even die. This gives the Power-House a tight hold over its "clients."

POWER-HOUSE AUGMENT PACKAGES

The Power-House offers a number of standard "packages" for augmenting clients. Custom jobs are available, but they cost a good deal more and these enhancements have been proven fairly reliable and cost-effective. They're also among the most in demand among the Power-House's clientele.

For a typical Power-House augment, take the Criminal, Gang Leader, or Thug archetypes from *M&M* (pages 226-229) and any one of the packages of traits below, increasing the archetype's point-cost and related traits accordingly. Refigure power level based on the archetype's new traits.

MUSCLE-MAX PACKAGE TEMPLATE

Powers: Enhanced Strength 12, Enhanced Constitution 12, Impervious Toughness 3, Super-Strength 4

Cost: 35 points

The most popular of the Power-House's enhancements involves a series of biochemical treatments involving modified hyper-steroids and malaka root extract (the basis for the street-drug max), granting powerful enhanced musculature and physical resilience. Average subjects can ignore minor penetration wounds and lift over four tons.

CYBORG PACKAGE TEMPLATE

Powers: Enhanced Strength 12, Enhanced Constitution 12, Impervious Toughness 3, Super-Senses 3 (infravision, low-light vision, radio), **Super-Strength 4**

Cost: 38 points

Cybernetic enhancements are somewhat more expensive than the Muscle-Max treatment, but also more reliable, and subjects are less likely to suffer biochemical side-effects. Plus the Power-House can implant circuitry to make cyborgs easier to control, either using direct neural circuits or simple cortex bombs. More deluxe cyborg packages include built-in weapons (blasters, metallic claws, buzz-saws, and such), heavier armor, and life-support systems (granting Immunity to various conditions).

FERAL PACKAGE TEMPLATE

Powers: Enhanced Dexterity 4, Enhanced Strength 8, Enhanced Constitution 8, Speed 2, Strike 2 (Mighty), **Super-Movement 2** (choose two abilities), **Super-Senses 4** (choose four ranks worth of abilities)

Cost: 33 points

The Power-House's newest and most experimental series of enhancements involve retroviral animal DNA and nanotech alteration of the subject's genetics, granting various animal-like traits. Different packages involves different abilities, ranging from snake DNA (providing fangs, slithering, wall-crawling, infravision and scent) to ape, wolf, monkey, lion, and even bat enhancements. The so-called "ferals" are popular in the Circuit-Maximus because of their visual appeal as well as their savage fighting style.

In addition to applying the feral package, you can also create "moreaus," animals given humanoid characteristics, by taking any of the animal archetypes from **Chapter 11** of *M&M*, removing their animal drawbacks (giving them manipulative hands and the ability to speak) and increasing their Intelligence scores to 7 or more.

THE CIRCUIT-MAXIMUS

The Circuit-Maximus is an illegal superhuman fight circuit, underground gladiatorial games featuring superpowered fighters for the amusement and betting pleasure of a jaded and wealthy audience. Its bouts are fought in a secret area, away from the eyes of the authorities, and the Circuit recruits fighters from among the criminal element as well as those looking for either wealth or fame.

The mastermind behind the Circuit-Maximus is August Roman. Decades ago, he was a foe of the Centurion, a peerless criminal mastermind who enjoyed pitting his intellect against Centurion's might. Now, his criminal empire largely gone, he has added a new twist to his "brains over brawn" by arranging for supers to fight for his amusement and profit. He also still makes criminal deals, usually arranging introductions between his fighters and potential employers without asking too many questions.

AUGUST ROMAN

Once, the name August Roman made the criminal underworld quake with fear. One of the most brilliant criminal minds in the world, Roman plotted and executed flawless crimes, ruling a "shadow empire" like the emperors of old he admired. All that stood in his way were costumed clowns like the Centurion, and Roman wanted nothing more than to prove his intellect and cunning were a match for any freak of nature, superpowers or no. Although Centurion often thwarted Roman's schemes, he never truly captured the criminal mastermind, and Roman always managed to go free.

Roman's mistake was in backing Freedom City mayor Franklin Moore. Although it gave the crime-lord almost unfettered influence in Freedom City, it also created a trail leading back to him. When Moore's corrupt administration fell apart, Roman was forced to abandon much of what he'd built and become a true fugitive from justice. What's more, the Terminus Invasion denied him what he had always wanted: the opportunity for revenge on the Centurion.

After the death of his old foe, Roman found himself without purpose for a time. Then he reconnected with his daughter, Saturnalia, and she inspired him to create a new enterprise, something to leave to her when his time was done, so the Circuit-Maximus was born.

August Roman is a tall, thin, distinguished gentleman with silvery hair receding from a high forehead. He has a Roman nose and sharp features, including penetrating grey eyes. He always dresses well and usually carried a silver-tipped walking stick concealing a few useful devices.

SATURNALIA ROMAN

The daughter of an infamous crime-lord, Saturnalia Roman is as cold and cruel as she is beautiful. She's always been able to wrap any man around her little finger, including her father, to get what she wants and she has come to enjoy a lifestyle of wealth and privilege. The Circuit-Maximus was her idea, at least partially because she enjoys watching powerful brutes fight it out in the arena for her amusement.

Saturnalia is a strikingly beautiful woman, with long, lustrous black hair, perfect olive skin, and dark eyes. She always dresses to impress in the latest fashions, and makes sure to keep a few "toys" on hand for defense (and amusement, if she becomes bored).

AUGUST ROMAN — POWER LEVEL 7

Str 9	Dex 10	Con 10	Int 22	Wis 19	Cha 17

Skills: Bluff 10 (+13), Concentration 8 (+12), Diplomacy 8 (+11), Gather Information 12 (+15), Intimidate 6 (+9), Knowledge (art) 6 (+12), Knowledge (behavioral sciences) 6 (+12), Knowledge (civics) 8 (+14), Knowledge (current events) 12 (+18), Knowledge (history) 8 (+14), Knowledge (streetwise) 8 (+14), Knowledge (tactics) 10 (+16), Knowledge (technology) 8 (+14), Knowledge (theology and philosophy) 6 (+12), Language 3 (French, Latin, German), Notice 4 (+8), Perform (oratory) 4 (+7), Sense Motive 9 (+13)

Feats: Connected, Contacts, Distract (Bluff), Eidetic Memory, Equipment 15, Master Plan, Taunt, Seize Initiative, Well-Informed

Combat: Attack +4, Grapple +3, Damage –1 (unarmed) or by weapon, Defense +6, Knockback –0, Initiative +0

Saving Throws: Toughness +0, Fortitude +4, Reflex +4, Will +10

Abilities 27 + Skills 34 (136 ranks) + Feats 23 + Combat 20 + Saves 14 = Total 118

SATURNALIA ROMAN — POWER LEVEL 5

Str 10	Dex 12	Con 10	Int 16	Wis 16	Cha 19

Skills: Bluff 10 (+14), Concentration 6 (+9), Diplomacy 8 (+12), Gather Information 10 (+14), Intimidate 6 (+10), Knowledge (art) 4 (+7), Knowledge (behavioral sciences) 4 (+7), Knowledge (civics) 4 (+7), Knowledge (current events) 8 (+11), Knowledge (history) 6 (+9), Knowledge (streetwise) 8 (+11), Knowledge (tactics) 6 (+9), Knowledge (technology) 4 (+7), Language 3 (French, Italian, Latin), Notice 4 (+7), Perform (dance) 4 (+8), Sense Motive 9 (+12)

Feats: Attractive, Connected, Contacts, Distract (Bluff), Equipment 10, Fascinate (Bluff), Taunt, Seize Initiative, Well-Informed

Combat: Attack +5, Grapple +5, Damage +0 (unarmed) or by weapon, Defense +6, Knockback –0, Initiative +1

Saving Throws: Toughness +0, Fortitude +4, Reflex +6, Will +8

Abilities 23 + Skills 26 (104 ranks) + Feats 18 + Combat 22 + Saves 14 = Total 103

CIRCUIT FIGHTERS

In addition to thugs enhanced by the Power-House and working directly for Roman (see the previous page), the Circuit-Maximus might attract various super-criminals from **Chapter 6** looking to make a quick buck or make a name for themselves by fighting the very best in the ring. Heroes busting-up a Circuit-Maximus bout might find more trouble than they expected if a number of supervillains happen to be gearing up for a match!

Good candidates to fight in the Circuit-Maximus include: Devil-Ray (perhaps for the added kitsch of an aquatic water-tank battle), Orion (looking to prove himself against super-powered foes), Granite (making some money on the side), Ms. Scarlet (just to show she can kick anyone's butt), Smash (part of a money-making scheme by Trap-Door), Gamma (just because he can), and Rant & Rave (for the cash and the fame). Some "sleeper" fighters might also include Keres (in disguise), a Foundry robot, one of Doc Otaku's androids, a rogue Centuritron (see **Chapter 4**), or a shape-shifted Meta-Grue, looking to defeat "Earth's greatest warriors."

CHAPTER 4: THE WORLD OF FREEDOM

While Freedom City is naturally the focus of this book, there is a world beyond Freedom City (much as some Freedonians might think otherwise). While Freedom has the greatest number of supers in the world, there are others, more than most people know, in fact. This chapter looks at the rest of the World of Freedom, with an emphasis on places of interest to superheroes and villains.

It begins with an overview of the world outside of Freedom City, looking at the major continents, as well as the United Nations and its role in the World of Freedom. Then it explores the secret corners of the world, lost lands and fantastic civilizations, before heading out into the depths of space. Finally, the chapter describes other dimensions beyond, from parallel Earths to the embodiment of cosmic entropy itself, the Terminus.

NORTH AMERICA

The North American continent, Freedom City in particular, is the focus of superhuman activity in the world. Virtually every major metropolis in the United States has at least some superheroes and super-powered criminals. Some band together into teams, although many heroes have become members of the Freedom League since the group's reorganization.

Generally speaking, the larger the city, the more supers you'll find there, so the largest super populations outside of Freedom City are places like New York, Los Angeles, and Chicago. San Francisco is home of the Gatekeeper, both a hereditary mystical guardian of Earth's dimension and an outspoken member of the city's gay community.

Canada has fewer supers (and less super-crime) in general than America. Toronto, Vancouver, Ottawa, and Montreal are the major centers of super-activity in Canada.

Mexico has the fewest supers in North America, but loves the supers it has. Mexico's tradition of beloved masked heroes is long-standing and even extends to some super-criminals. Romantic thieves and outlaws have some small amount of popular support in Mexico.

SOUTH & CENTRAL AMERICA

The further you get from the superhuman center of North America, the fewer supers you'll see. Unfortunately for South America, many of those supers are the worst sorts of criminals, and many of the heroes have been foreigners trying to do their best, but often unfamiliar with the local situation.

In particular, South America became a hiding place for elements of the Third Reich after the fall of Nazi Germany. Some of those elements became the basis for the organization SHADOW, which maintains hidden bases in Brazil, Paraguay, and Argentina.

An isolated plateau in Brazil serves as a gateway to a primeval Lost World. Although the plateau is a poorly kept secret among the world's governments, the portal itself is somewhat more elusive. Brazilian authorities keep an eye out for any indications something has found its way through into our world, but otherwise show surprising discretion in leaving the Lost World and its inhabitants alone.

Most of the native superhumans in this region of the world are either mutants or endowed with mystical powers, some from contact with ancient Aztec, Incan, or Mayan artifacts or lore. At least a few super-powered enforcers work for the drug kingpins of Central America, either hired mercenaries or even as loyal henchmen. Many of these gained their power by using designer enhancement drugs or the services of the PowerHouse (see **Chapter 3** for details).

EUROPE

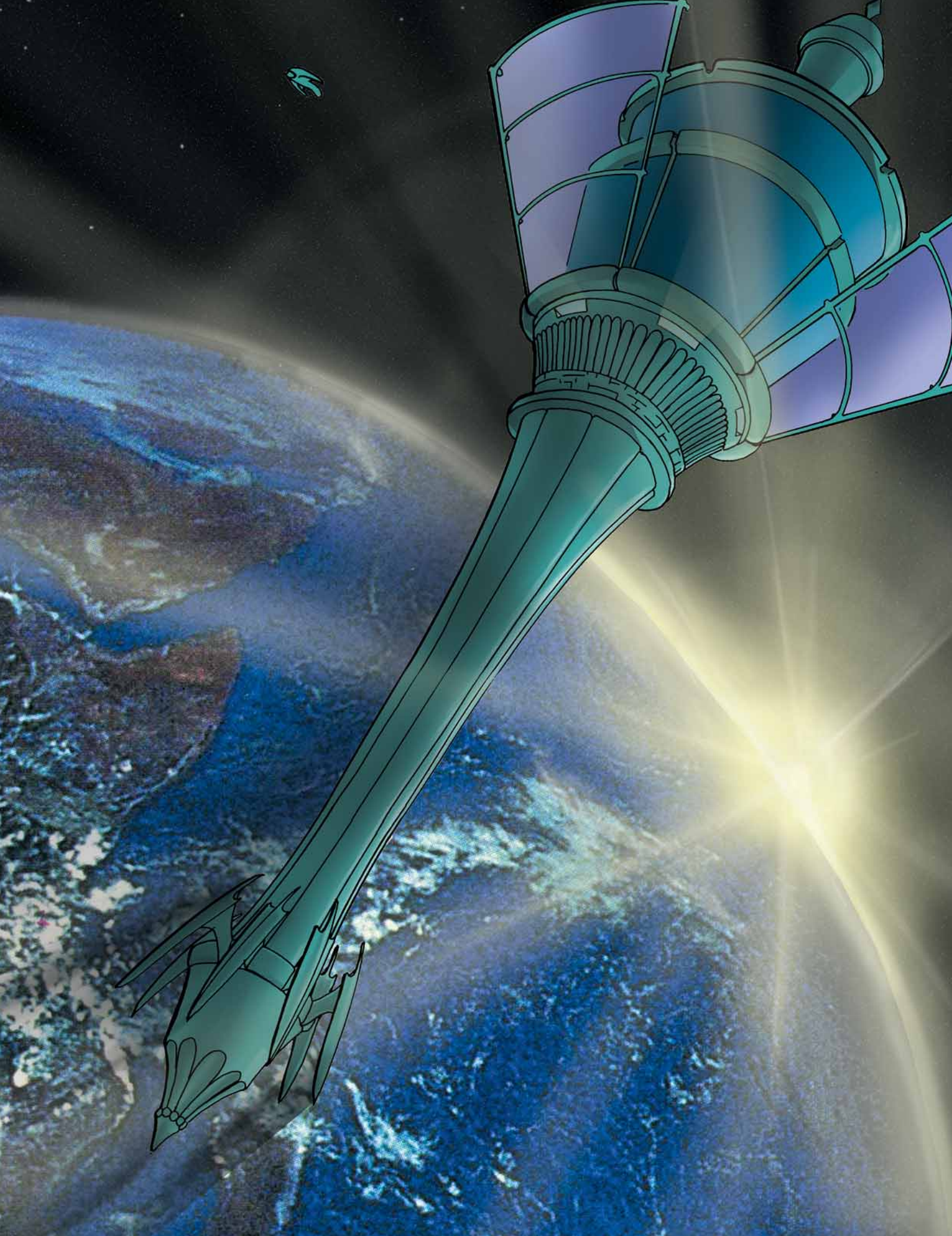
When the first supers appeared in the 1930s and '40s, it seemed Europe had as many as America, but the trials of the Second World War diminished their number and they have never truly rebounded.

England has the most supers in Europe, at least partially because of its close relations with the United States. Some are descendants of supers from the 1940s (both native Britons and the descendants of foreign supers who settled in the UK). In the late 1960s, the British government established the Ministry of Powers to oversee all superhuman matters in the United Kingdom. A number of supers have worked for the Ministry in the years since, both officially and unofficially. "Power" has become a common British term for the more American "super," which conversely sees less use in the UK.

France has the next largest number of supers in Europe, and supers are darlings of the French media and high society. A number of supers (both heroes and villains) in France are visitors, usually in Paris or the French Riviera.

Germany's relationship with supers has been strained due to the associations with the Nazi *Übermenschen* and Hitler's so-called "Master Race." Masked and costumed figures were banned for many years, but those restrictions have been lifted since German reunification. New German supers—heroes and villains—have only recently become visible on the world stage.

Most of the other nations of Europe have only a scattered handful of superheroes and super-powered criminals. Heroes tend to be homebodies, protecting their own nations, while European super-criminals tend to jump borders frequently to evade the authorities and find new opportunities for their schemes. Efforts to form a single united hero team for the European Union have stalled and many European heroes have now associated themselves—at least loosely—with the Freedom League.



AFRICA

Africa has the fewest known superhumans of any inhabited continent, although it also has one of the longest histories of superhuman activity in the world.

Egypt—a land of ancient magic and power—was home to some of the world's first supers. In particular, Prince Heru-Ra and his rival, the sorcerer Tan-Aktor, began their struggle in ancient Egypt, which has continued through countless incarnations. It also included heroes like Pharos, champion of light. Modern Egypt still has places of power for mages like Malador and Eldrich, and fortune seekers like the Factor Four. In particular, the lost Temple of Sirrion in the Egyptian desert shows evidence of Atlantean influences in pre-dynastic Egypt. Malador was interred there for millennia until the early 20th century.

South Africa once had a secret program of recruiting supers, *white* supers, during the years of apartheid, and of eliminating any native non-white supers, which no doubt contributed to Africa's current lack of superhumans. The South African program collapsed along with apartheid, and its remaining members retired or struck out on their own. Groups like SHADOW have found some recruiting opportunities here.

WHITE LION — POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+4	+6	+4	+4	+5	+3
18	22	18	18	20	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+7/+4*	+9	+13	+8

*flat-footed

Skills: Acrobatics 12 (+18), Bluff 8 (+11), Climb 8 (+12), Computers 8 (+12), Craft (electronic) 10 (+14), Craft (mechanical) 8 (+12), Diplomacy 8 (+11), Disable Device 8 (+12), Drive 4 (+10), Escape Artist 6 (+12), Gather Information 4 (+7), Handle Animal 6 (+9), Intimidate 6 (+9), Knowledge (business) 6 (+10), Knowledge (civics) 6 (+10), Knowledge (current events) 4 (+8), Knowledge (history) 4 (+8), Knowledge (physical sciences) 4 (+8), Knowledge (technology) 6 (+10), Knowledge (theology and philosophy) 4 (+8), Language 3 (Bantu, English, French), Medicine 3 (+8), Notice 10 (+15), Pilot 4 (+10), Ride 4 (+10), Search 8 (+12), Sense Motive 8 (+13), Stealth 12 (+18), Survival 8 (+13), Swim 6 (+10)

Feats: Acrobatic Bluff, Animal Empathy, Assessment, Attack Focus (melee) 4, Connected, Defensive Roll 3, Dodge Focus 5, Environmental Adaptation (jungle), Evasion 2, Fearless, Improved Critical (unarmed), Improved Initiative, Improved Throw, Move-by Action, Redirect, Skill Mastery (Acrobatics, Climb, Notice, Stealth), Sneak Attack, Takedown Attack, Track, Uncanny Dodge (scent)

Powers: Super-Senses 5 (danger sense, low-light vision, scent, tracking scent, ultra-hearing)

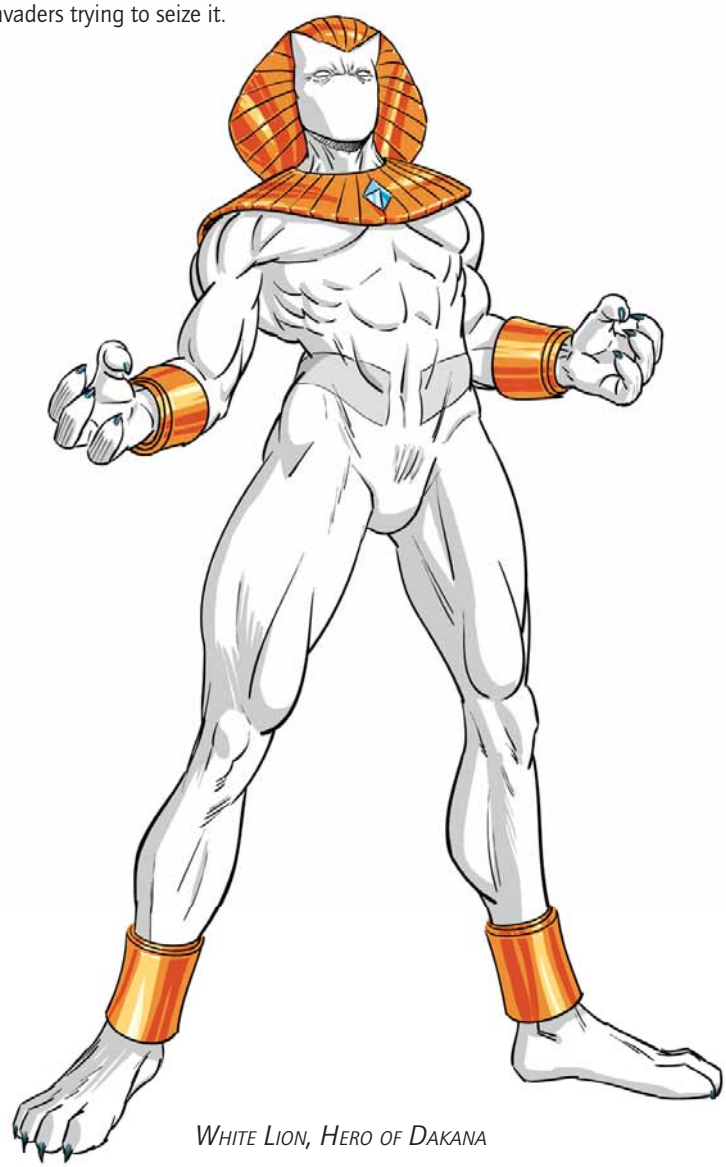
Combat: Attack +15 (melee), +11 (ranged), Grapple +19, Damage +4 (unarmed), Defense +15 (+5 flat-footed), Knockback –3, Initiative +10

Abilities 52 + Skills 49 (196 ranks) + Feats 30 + Powers 5 + Combat 42 + Saves 15 = Total 193

DAKANA

Deep in sub-Saharan Africa, at the crossroads of Sudan, Ethiopia, Kenya, and the Congo, is the small nation of Dakana. Dakana has retained the same government and resisted outside invasion for centuries. The reasons for this are twofold. First is Dakana's advanced technology, the second is the nation's king and hereditary defender, the White Lion.

Millions of years ago, a meteorite crashed in what would later become Dakana. It has become the only known source for *daka*, crystals with unique properties, making them useful in any number of super-science devices, including weapons, force shields, teleporters, and dimensional gates. Daka crystals serve as focusing agents for a variety of forces, and the mining and (limited) sale of the crystals has made Dakana the wealthiest nation in Africa by far, one of the wealthiest nations on Earth. Study and use of daka crystals has given Dakana technology well in advance of its neighbors, allowing the Dakana to defend the crystal mine against any invaders trying to seize it.



White Lion, Hero of Dakana

For generations, Dakana pursued a strict policy of isolationism. Surrounded by potentially hostile neighbors, the Dakana cultivated a reputation for ruthlessly defending their borders. By the 20th century, their African neighbors had long-since learned to leave Dakana alone, and legends spoke of the mysterious "Land of the White Lion" and the magical "diamonds of Dakana." Even European colonialists and American explorers learned Dakana was a dangerous place for unwanted visitors (much less potential invaders).

Still, the tiny country could not remain isolated forever. Although more advanced on a per capita basis than any nation on Earth, the Kings of Dakana recognized the rest of the world was catching up. In a world of rocketry, aircraft, and satellites, Dakana could not remain separate. So the decision was made to begin both trade and cultural exchanges with the outside world, a decision some conservatives opposed. Daka crystals—and technologies designed to use them—found their way into the hands of certain governments, with an emphasis on the importance of Dakana's continued good-will. Additionally, the White Lion (King M'Zale of Dakana) became active as a sometime member of the Freedom League.

The White Lion left the League in the late 1970s to continue to rule his nation wisely and well. He saw Dakana through a number of crises while remaining steadfast to his devotion to maintaining contact with the outside world. His son, M'Balla, the current White Lion and King of Dakana, has been a steadfast ally of the Freedom League, like his father, although he makes it clear his first duty is to Dakana and its people.

DAKA CRYSTALS

The mysterious daka crystals are found only in one particular area of Dakana, the site of an ancient meteor crash. They have the hardness and appearance of diamond, but other unusual properties as well. The crystals can channel and direct many forms of energy. This makes them a vital component in different technological devices and a precious commodity. Dakana has profited from the sale of daka crystals, and more than a few criminals have attempted to seize control of the only known supply.

Daka crystals provide a useful source of super-science technology for a campaign and useful hooks for the Gamemaster. Villains may attempt to steal the crystals or conquer Dakana to get control of them. Sale of daka to the outside world might offer opportunities to hijack shipments or obtain them under false pretenses. There are also the crystals' unknown properties: they could cause various accidents or other effects.

THE WHITE LION

King M'Balla of Dakana is the scion of a long and honorable line, which has ruled his homeland for centuries. He was raised in two worlds: steeped in the mystic and spiritual traditions of his people, but also educated in the finest schools in the world. When he came of age, M'Balla undertook the sacred Rite of the White Lion, receiving the strength, speed, senses, and courage of his family's totem. Not long thereafter, the death of King M'Zale forced his son to ascend the throne.

ASIA

Russia doesn't have as many supers as was once believed. During the Cold War, the Soviet Union put considerable effort and resources into recruiting, training, and particularly creating superhuman agents, apparently to make up for a lack of more "spontaneous" supers among the population.

Russian research projects usually led to the creation of supers like the Cosmic Mind, who were not at all loyal to the State. Other experimental supers were likewise short-lived, insane, or otherwise flawed. Of those supers employed by the Soviet government and the KBG, many went rogue after the collapse of communism, becoming freelance mercenaries and criminals. The core of the Soviet-sponsored People's Heroes team reorganized to create the Russian Guard, which now works in cooperation with the new Russian government, UNISON, and the Freedom League.

East Asia, China in particular, has fewer supers than one might expect based solely on population. There are a number of theories about this, although none have been conclusively proven.

Some believe China's Cultural Revolution led to secret government programs to study and experiment upon supers, particularly mutants, but also Chinese and Tibetan mystics and perhaps even aliens (or at least remnants of alien technology found in China). These experiments proved largely unsuccessful, and resulted in the culling of the local super population, while other supers fled or went underground. The Chinese government denies any such accusations and claims it has never had any such programs, although AEGIS and UNISON encountered some circumstantial evidence in the 1960s and '70s.

Another theory is the mystical influence of Shambala Vale has somehow prevented non-mystical supers from coming into being in East Asia, while those with mystic potential are both relatively rare and not inclined to reveal themselves publicly, particularly in the current political climate of China and Southeast Asia. The fact that mystics and esoteric martial artists make up the majority of Asian supers provides some support for this theory. The mystics of Shambala make no claims either way.

Lastly, some wonder if the Chinese mastermind Dr. Sin (see **Chapter 6**) has systematically eliminated any potential rivals over the past century, keeping the super population of Asia artificially low. This seems unlikely as a sole factor, but might be a contributing one. Dr. Sin is naturally circumspect about confirming such rumors.

Whatever the reason, supers in East Asia, China and Southeast Asia in particular, tend to be few and far between, mostly isolated mystics and esoteric martial artists who keep to themselves and avoid entanglement in worldly affairs. The few Communist super-agents from China known in previous decades have largely vanished, been imprisoned, or killed in action.

Of all the nations in Asia, Japan has the largest number of native supers, although still fairly few by North American standards. Some Japanese supers are the descendants (literally or figuratively) of World War II era super-soldiers, while others are the mutant offspring of radiation from the Hiroshima and Nagasaki bombings. Unlike the rest of Asia, Japan is also more given to technological supers, including gadgeteers like Solo Takashi, Doc Otaku. Perhaps the most infamous Japanese super is the Crimson Katana, whose legacy lives on to this day.

AUSTRALIA

Like much of Asia, Australia has a fairly low super-population, concentrated mostly in its largest cities. Mystics like Eldrich know there are powerful magical forces active in the Outback, particularly around sites like Uluru (the Aboriginal name of Ayer's Rock), which is a focus for mystic power and a dimensional nexus, much like Magic Mesa in the American Southwest.

THE UNITED NATIONS

The United Nations in the World of Freedom is confronted with problems like alien invasions, rogue nations with secret superhuman breeding programs, and megalomaniacs attempting to conquer the world with their fiendish devices. Although the UN General Assembly seeks to foster an international spirit of cooperation and unity, it remains hampered by bureaucracy, endless debate, and a general lack of support among the world's most powerful and influential nations. Still, the UN remains the foremost forum for international debate and diplomacy, and it has served in the past to help unify and coordinate efforts to defend the Earth against outside threats.

Thus far, none of the Earth's hidden lands have been granted full status as members of the UN. The closest is Atlantis, which has a delegation and observer status. The international community recognizes Atlantis' sovereignty but, as yet, the undersea nation has chosen not to join the UN and become subject to its charter. The General Assembly remains the prime diplomatic channel for relations between Atlantis and the surface world, but those relations remain cool and sometimes tense.

The UN has of late supported the Freedom League's efforts to better protect the world at large, although individual member nations have made it clear they retain the right to deal with internal matters as they see fit and to refuse the Freedom League's aid. The League respects this and only goes where it is invited. Thus far, any international incidents have been avoided.

Proposals for the UN to front its own international team of superheroes have never been more than pipe dreams, given the lack of funding and the amount of political wrangling involved.

COLONEL JENNIFER ELLIS — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+1	+2	+1	+2	+3	+4
12	14	12	14	16	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+5	+7	+7

*flat-footed

Skills: Acrobatics 4 (+6), Bluff 8 (+12), Climb 4 (+5), Computers 4 (+6), Diplomacy 8 (+12), Disable Device 8 (+10), Drive 8 (+10), Escape Artist 4 (+6), Gather Information 10 (+14), Intimidate 8 (+12), Investigate 8 (+10), Knowledge (behavioral sciences) 4 (+6), Knowledge (civics) 8 (+10), Knowledge (current events) 8 (+10), Knowledge (streetwise) 8 (+10), Language 1 (French), Notice 8 (+11), Pilot 8 (+10), Search 8 (+10), Sense Motive 9 (+12), Stealth 8 (+10), Survival 8 (+11), Swim 4 (+5)

Feats: Assessment, Connected, Contacts, Defensive Roll 2, Elusive Target, Equipment 3, Evasion, Improved Initiative, Leadership, Precise Shot, Quick Draw, Well-Informed

Equipment: blaster pistol (+5 damage), armored jumpsuit (+3 Toughness), commlink

Combat: Attack +8, Grapple +10, Damage +2 (unarmed), +5 (blaster pistol), Defense +8, Knockback –3, Initiative +5

Abilities 26 + Skills 39 (156 ranks) + Feats 15 + Combat 32 + Saves 13 = Total 125

UNISON

The closest the United Nations has come to establishing an international body to deal with supers is UNISON: the UN International Superhuman Oversight Network. UNISON has the unenviable task of coordinating international efforts to deal with super-criminals and threats to the safety of the world. It does so with virtually no legal authority, a perpetually restricted budget, and often very little cooperation from the various member-nations of the U.N. (to say nothing of rogue states outside the community of nations).

UNISON's primary mandate is information gathering and coordinating efforts between various national governments and agencies, much like Interpol. Unlike AEGIS, its field agents are primarily investigators, not law enforcement, since UNISON has no legal authority. Every effort in the General Assembly to grant it such authority has been voted down or vetoed by members of the Security Council, simply because member nations aren't willing to give up any of their sovereignty to an international organization.

The agency's frustrated Director, Jennifer Ellis, has found a way around this problem by becoming a close ally of the Freedom League. UNISON has considerable information at its disposal, while the Freedom League is not associated with any government body, and considers itself responsible for the safety of the entire world. Although there is not and cannot be any official relationship, UNISON does act in an "advisory" capacity to the Freedom League, passing information on to them, sometimes off the record. This often allows the League to take action where the agency and the UN cannot.

COLONEL JENNIFER ELLIS

The current Director-General of UNISON is Colonel Jennifer Ellis, RAF, on assignment to the United Nations from Great Britain. Among Col. Ellis' qualifications for her current post is a long stint with the Ministry of Powers in Britain, dealing with various supers, and experience with agencies like AEGIS. In fact, Jen Ellis worked several times with Harry Powers (now Director of AEGIS) when the two of them were field agents.

Director Ellis knows full well she is skirting the edge of her authority in aiding the Freedom League. Thus far, she hasn't overstepped her bounds, at least not sufficiently for the UN Secretary-General to call her to account for

UNISON AGENT — POWER LEVEL 3

Str 10	Dex 12	Con 13	Int 15	Wis 14	Cha 10

Skills: Computers 3 (+5), Diplomacy 4 (+4), Drive 4 (+5), Gather Information 4 (+4), Intimidate 4 (+4), Investigate 6 (+8), Knowledge (behavioral sciences) 3 (+5), Knowledge (civics) 2 (+4), Knowledge (current events) 3 (+5), Knowledge (streetwise) 2 (+4), Language 1, Notice 4 (+6), Profession (agent) 3 (+5), Search 5 (+7)

Feats: Defensive Roll, Equipment 2

Equipment: pistol (+3 damage), cell phone, digital camera, notebook computer

Combat: Attack +3, Grapple +3, Damage +0 (unarmed), +3 (pistol), Defense +4, Knockback –1, Initiative +1

Saving Throws: Toughness +2 (+1 flat-footed), Fortitude +4, Reflex +1, Will +6

Abilities 14 + Skills 12 (48 ranks) Feats 3 + Combat 14 + Saves 7 = 50

it. She finds the limitations placed on UNISON endlessly frustrating, and is glad to be able to assist the Freedom League, and get their help in return. She would like to see UNISON become a true international law-enforcement and peacekeeping agency for dealing with superhuman threats, but knows there are many barriers keeping that from happening right now.

Director Ellis is a remarkably fit, attractive woman in her 40s. She has blond hair, usually pulled back in a ponytail or tucked under her blue United Nations beret. She wears a U.N. peacekeeping officer's uniform on duty with the UNISON logo on the shoulder.

UNISON AGENT

The following is the typical UNISON agent, usually recruited from international law enforcement agencies to work for the UN, or on temporary assignment from a parent agency. UNISON agents speak English (one of the official languages of the UN) in addition to their native language, while native English-speakers are usually fluent in at least one other language. Assign additional skill ranks and equipment as appropriate for the agent's assignment.

OVERTHROW

Overthrow is an international terrorist organization dedicated to the violent overthrow of existing government structures. They want a more "reasonable" system where the most qualified and capable people—themselves or people chosen by them, of course—oversee society and manage its resources. The organization is largely made up of anti-government fanatics and social outcasts in search of a cause. Overthrow is funded by hidden bank accounts and monetary resources that no one has been able to successfully trace to any discrete sources. Overthrow agents have access to advanced technology and weapons that they use in their schemes.

The truth is that Overthrow is merely a front organization for SHADOW, which uses the terrorists as pawns in its own plans. Overthrow makes strikes against targets designated by SHADOW, often with simultaneous and random acts of violence to make it that much harder to discern a pattern to their activities. The terrorists give the public and the authorities a clear and obvious threat with which to deal while SHADOW continues to operate behind the scenes. Only the highest-ranking leaders of Overthrow have any idea about the organization's connections to SHADOW.

OVERTHROW AGENT					POWER LEVEL 4
Str 10	**Dex 12**	**Con 13**	**Int 10**	**Wis 12**	**Cha 10**
Skills: Computers 2 (+2), Drive 4 (+5), Gather Information 4 (+4), Intimidate 4 (+4), Knowledge (current events) 2 (+2), Knowledge (streetwise) 4 (+4), Notice 4 (+5), Search 4 (+4)					
Feats: Equipment 3					
Equipment: blaster pistol (+5 damage), body armor (+3 Toughness), commlink					
Combat: Attack +3, Grapple +3, Damage +0 (unarmed), +5 (blaster), Defense +4, Knockback -2, Initiative +1					
Saving Throws: Toughness +4, Fortitude +4, Reflex +2, Will +2					
Abilities 7 + Skills 7 (28 ranks) Feats 3 + Combat 14 + Saves 5 = 36					

Overthrow sometimes employs super-powered mercenaries or agents in its plans, but doesn't count any as regular members of the organization. Such super-agents are rarely told everything (in case they are captured), and Overthrow has been willing to sacrifice any or all of its pawns in the past to accomplish its goals. Ultimately, the entire organization is expendable if such a loss furthers the goals of SHADOW. Thus far, Overthrow has been too useful to throw away entirely.

If you need terrorists to threaten a building or landmark, take hostages, or otherwise create a dire situation for the heroes to confront, Overthrow is there. Its agents are well trained and armed, but they're still just normal people, so they have to use tactics and cunning to make them equal to a team of superheroes. Having a bomb threat or a group of hostages can give Overthrow the upper hand, at least until the heroes figure out a way to defuse the situation.

HIDDEN LANDS

Modern people tend to think of Earth as thoroughly explored, no corner of the globe left unmapped or unexplored, but there remain some hidden places in the world. In these isolated corners are some of the greatest mysteries and wonders Earth has to offer, filled with danger and adventure.

THE AERIE

High in the arctic mountains of northern Greenland stands a city where none should be. It is situated atop impassable cliffs, honeycombed into the living rock. This is the Aerie, hidden home of the Avians, a human-variant race with bird-like adaptations.

Although Avian history is unclear, it appears their race is a genetic offshoot of humanity, most likely the result of Preserver experimentation. Similarities between the Avians and winged humanoids from Areesh (a planet "seeded" by the Preservers) support this conclusion. The Avians have dwelled apart from "earthbound" humans throughout their history. The oldest structures in the Aerie appear beyond current Avian technology, and may have been built by whoever settled them there.

Avians have an agrarian culture, have domesticated animals, and also hunt for food in the mountains. They have become the subjects of various legends and folk tales over the years (how many is a matter of speculation). Many people are aware of Avian civilization, but few know the actual location of the Aerie. The United Nations has declared the Aerie a sovereign state, although the Avians decline UN membership or representation within the community of nations. They want only to be left alone.

In the past, misunderstandings, intrusions on the Aerie, or human carelessness (particularly involving airborne pollution) has led to conflict between Avians and humans, even the threat of all-out war. Fortunately, such issues have been quelled before they got out of control. The Avian warrior Talona is perhaps the most infamous of her race, having championed their cause and threatened the outside world on many occasions. While there is currently a fragile peace, Talona's hot temper makes it likely the earthbound world has not heard the last of her or the winged warriors of the Aerie.

AVIAN TEMPLATE

Avians are tall, thin humanoids, sleekly muscled, with feathers where humans have hair and clawed hands and feet. Their most distinctive feature is a pair of powerful, feathered wings sprouting from their shoulder blades, which enable them to fly. Avian feathers are as distinctive as human hair coloration and tend toward brown, tan, grey, and white, often with mixtures or patterns of colors. Avian eyes are dark and they have exceptional vision.

AVIAN	TEMPLATE
Powers: Flight 2 (25 MPH), **Strike 1** (Mighty), **Super-Senses 2** (extended vision, low-light vision)	
Drawbacks: Power Loss (Flight, if their wings are restrained, –1)	
Cost: 7 power points	

ATLANTIS

Thousands of years ago in the midst of the Atlantic Ocean, the island continent of Atlantis was the home of humans genetically enhanced by the extraterrestrial Preservers. Using samples of technology left behind by the Preservers and their own genius, the Atlanteans created an advanced civilization far beyond anything else on Earth. They were explorers with visions of uniting the world and made contact with other lands as legends of the fabled island-continent and its powers spread far and wide.

In time, the Atlanteans came into conflict with Lemuria and the ancient Empire of the Serpent People, descendants of a previous saurian empire that ruled the Earth millions of years previously. Although the Serpent People had become largely degenerate, they were led by cunning and powerful sorcerers and worshipped nameless cosmic entities. The war between Atlantis and Lemuria lasted for generations. The Atlanteans were ultimately victorious, but in the end their arrogance became their undoing, as they sought to understand their foes' alien sorcery. In so doing, they triggered a disaster that destroyed Atlantis, sinking the entire continent below the waves.

Most of the Atlantean populace died in the Sinking, but a few saved themselves by adapting to their new environment. Some Atlanteans became amphibious water breathers, whether by magic, genetic engineering, or a combination of the two. Most of the water-breathing Atlanteans lived in nomadic tribes; their civilization swiftly regressed to a primitive level. A few of these tribes were corrupted and interbred with Serpent People, taking on reptilian characteristics and worshipping evil, forbidden gods.

Over time, some Atlanteans resettled the ruins of their ancestors' great cities and became more sophisticated, their culture similar in many ways to that of the Roman Empire at its height. They have access to ancient Atlantean technological and magical artifacts, although their understanding has been somewhat limited until recently, and their ability to manufacture such devices is likewise limited.

Atlantis' existence became widely known to some surface-dwellers in the 1940s when the superheroine Siren operated with the Liberty League. She was a surface dweller who gained her powers from a combination of Atlantean science and sorcery. Following the war, she married Atlantis' crown prince Thallor and became its queen. Her son Theseus had a career as the superhero Sea-King and was a member of the Freedom League. He is now King of Atlantis, and his daughter Nereid is a student at the Claremont Academy and a member of the Next-Gen. The voodoo goddess Siren, although not an Atlantean, has visited Atlantis on occasion and met her Golden Age predecessor, now Atlantis' Queen Mother.

Atlantis' relations with the surface world have not always been peaceful. Atlantean barbarians have been known to attack ships and coastal areas. There have also been occasional coups or secession crises leading to Atlantean invasions of the surface world. Even the most peaceful Atlanteans are disdainful of surface-dwellers and their constant pollution of Earth's oceans. Atlantis currently has a delegation to the United Nations. While recognized as a sovereign nation by most of the surface world, contact is understandably at a minimum. There is also an ongoing debate as to how far Atlantis' "dominion of the oceans" extends, and whether or not King Theseus can truly claim to be "Sovereign of the Seven Seas." Although the king's hot temper has cooled somewhat over the years, diplomacy between Atlantis and the surface world remains tense.

ORICHALCUM

The ancient Atlanteans invented a unique metal alloy called orichalcum, a hybrid creation of advanced metallurgy and alchemy. The secret of its creation was lost in the sinking of Atlantis, but samples of the metal still exist, owing to its near-indestructible nature.

Orichalcum is a golden metal with Toughness 25 and is immune to damage from temperature extremes. It also holds enchantments well, and many ancient Atlantean artifacts made of the metal have magical powers. Orichalcum weapons, armor, and tools are prized heirlooms among the Atlanteans and Utopians.

ATLANTEAN TEMPLATE

Atlanteans look much like surface humans with a mixture of (mostly European) features. They tend toward Roman noses and jaw-lines. Atlanteans are generally sleek, muscular swimmers, and have denser muscle tissue than humans, giving them super-strength (the average Atlantean can lift 1,400 lbs.). Some Atlanteans (particularly members of the royal family and some barbarian warlords) have even greater strength.
Atlanteans do not have gills, instead, the lining of their lungs has adapted to allow them to extract oxygen from water and to withstand considerable water pressure. Atlanteans can also breathe air, although they're most comfortable in an aquatic environment.

ATLANTEAN	TEMPLATE
Abilities: Strength +4	
Feats: Environmental Adaptation (aquatic)	
Powers: Immunity 3 (cold, drowning, pressure), **Swimming 2**, **Super-Senses 1** (low-light vision), **Super-Strength 2**	
Cost: 15 power points	

DEEP ONE TEMPLATE

Deep Ones are Atlanteans corrupted by interbreeding with the Serpent People, as well as the influence of the Serpent Scepter. They have hairless, green, scaly skin, clawed hands and feet, entirely black eyes (with no iris or pupil visible), pointed ears, and sharp teeth. Their scales provide Deep Ones with some natural armor, and their eyes are adapted to see even in the blackest ocean depths, but they deal poorly with light as bright as daylight on the surface.

DEEP ONE	TEMPLATE
Abilities: Strength +4	
Feats: Environmental Adaptation (aquatic)	
Powers: Immunity 3 (cold, drowning, pressure), **Protection 2**, **Strike 1** (Mighty), **Swimming 2**, **Super-Senses 2** (darkvision), **Super-Strength 2**	
Drawbacks: Disabled (dazzled in daylight, minor, common, –2 points)	
Cost: 19 power points	

CENTURION'S SANCTUM

Located above the Arctic Circle, buried beneath the polar ice, is a secret hideaway constructed by the Centurion as his home away from home and headquarters, as well as an isolated place to store trophies and potentially dangerous items recovered during his adventures. He dubbed it his Sanctum, and only a few trusted friends and allies visited it during the Centurion's lifetime.

In the last years of his life, after the death of his wife Laurie, Centurion lived in the Sanctum full-time. Following his death, the Freedom League took possession of the Sanctum. They use it as a secondary base, should something happen to the Lighthouse, as well as keeping it as a sort of memorial to the Centurion.

The Sanctum is buried deep beneath the arctic ice, with a single tunnel leading to a massive metal hatch covering the front entrance. It weighs 200 tons and is Toughness 25. The Sanctum contains a great hall, a menagerie of alien animals rescued from the Curator, a memorial to Centurion's lost homeworld (including the original dimensional pod that brought him to Earth), a trophy room with mementoes of past cases, and an arsenal of confiscated weapons and devices. The "cyber-city" of Tronik is contained in a computer module in the Sanctum. A monitor room is equipped with viewing screens capable of picking up world media broadcasts, and there is a teleportal accessible from the Lighthouse.

One particular part of the Sanctum is a featureless white chamber called the Zero Room. It can transport things to and from the Zero Zone and the Centurion used it to imprison threats to humanity so great they could not be entrusted to the conventional authorities. The Freedom League has only used the Zero Room once since taking over the Sanctum, to imprison the Alpha-Centurion, although they keep the option in reserve, unbeknownst to anyone else.

The only full-time inhabitants of the Sanctum, apart from the alien menagerie and the virtual citizens of Tronik, are the Centuritrons, robot doubles built by Centurion decades ago to handle various minor tasks and provide cover for his secret identity (allowing Mark Leeds and the Centurion to appear together on numerous occasions, for example). The robots now function as caretakers and defenders of the Sanctum. The Freedom League has access to the Centuritrons' command codes, but keeps the robots at the Sanctum due to concerns about them going rogue (as has happened on previous occasions).

THE SANCTUM	HEADQUARTERS
Size: Colossal; *Toughness:* 15; *Features:* Communications, Computer, Concealed, Dimensional Movement (Affects Others), Gym, Isolated, Library, Living Space, Power System, Security System (DC 25), Teleport 10 (Earth to the Moon, Affects Others), Workshop.	
Cost: 19 equipment points	

CENTURITRON ROBOTS

These lifelike robots look exactly like the Centurion and wear a costume identical to his. They're programmed with sufficient information to give them a +25 bonus to Disguise checks when pretending to be the genuine article (either the Centurion or Mark Leeds). While their powers are not equal to the Centurion's, they are still formidable by most standards.

CENTURITRON ROBOTS					POWER LEVEL 12
Str 42	**Dex 11**	**Con —**	**Int 10**	**Wis 10**	**Cha 10**
Skills: Knowledge (history) 5 (+5), Language 1 (Latin), Notice 5 (+5), Profession (teacher) 5 (+5)					
Powers: Flight 8 (2,500 MPH), **Immunity 40** (Fortitude effects, mental effects), **Protection 12** (Impervious 10), **Speed 4** (100 mph), **Super-Senses 4** (extended vision 2, low-light vision, ultra-hearing), **Super-Strength 10** (heavy load: 4,000 tons)					
Combat: Attack +8, Grapple +34, Damage +16 (unarmed), Defense +8, Knockback -12, Initiative +0					
Saving Throws: Toughness +12, Fortitude —, Reflex +4, Will +0					
Abilities 23 + Skills 4 (16 ranks) + Powers 106 + Combat 32 + Saves 4 = Total 169					

TRONIK, THE CYBER-CITY

During one of Centurion's encounters with the Curator (see **Chapter 6**), the alien computer intelligence "saved" the human inhabitants of an Earth-like world by digitizing the memories and intellects of the entire population of the city of Tronik. Millions of people were reduced to optical data stored in an advanced, compact computer simulation of their previous environment.

Centurion rescued the Troniks from unending stasis, but had no means to physically restore them. So he kept the storage module for their data, an alien computer the size of a briefcase, in his Sanctum, running continuously.

The Troniks are unaware of the true nature of their existence, and Centurion chose not to tell them, out of concern for the psychological harm it could inflict, to know they were no longer "real," just virtual copies of real people. The virtual world in which they live is such a perfect simulation that the inhabitants of Tronik believe they escaped the cataclysm that destroyed their homeworld and founded a new city on an uninhabited planet they call Neo.

Tronik's technology is similar to that of the Lor Republic. It is a city of soaring towers, connected by sky bridges and anti-gravity lifts. Energy weapons, force fields, and similar technology are commonplace. Although none of it is real, Tronik's "technology" is based on how the real versions once operated.

A virtual reality interface in the Sanctum allowed Centurion and others to visit Tronik, and Centurion maintained a "secret identity" there. Visits to Tronik are risky simply because the "rules" of the virtual environment prevent any super-powers from functioning there, so visitors are effectively normal humans. Despite the fact that Tronik's environment isn't "real," biofeedback from the virtual system can induce fatal shock and other damage, so threats there are more than real enough to outsiders.

Since Centurion's death, the Freedom League has looked after Tronik, allowing the Sanctum's automated systems and the Centuritrons to care for it. They have visited the city on occasion to check on the status of the inhabitants and to address problems or faults in Tronik's virtual program, but have otherwise continued to keep the secret of Tronik's true nature and allowed its inhabitants to go on leading normal lives, unaware their world is confined to a small box sitting on a counter.

KAIJU ISLAND

Located in the Kuril Islands chain between Japan and Russia, Kaiju Island is a rocky, volcanic prominence jutting up from the ocean. Ancient lava tunnels beneath the island connect to underground regions controlled by the various factions of Sub-Terra. Parts of the tunnel network and the surface of the island are also home to various monstrous creatures (called *kaiju* by the Japanese, thus the island's name).

The monsters' origins are unknown. They might be descendants of Preserver experiments, or creatures summoned by the Serpent People. Another as-yet unknown alien race could have created them or brought them to Earth, or they may have been spawned by radiation, mutagenic chemicals, or ancient corrupt sorcery still lingering on the island. A combination of some or all these factors might make Kaiju Island what it is. Regardless, the rocky islet is home to giant mutated monsters, which fortunately tend to stay on or near the island, since most of them can't swim or fly very far.



The world community keeps careful watch on Kaiju Island for any signs of trouble from its inhabitants. It was long ago decided no one nation would have control over the island, and it was best to leave it and its inhabitants alone. Observation of the island falls under the purview of UNISON. Conventional military forces are of only limited use against the monsters. The international community will not sanction stronger measures to remove or destroy the monsters for fear of stirring up a hornets' nest of unbelievable proportions. Previous such efforts have always ended in near-disaster, save for the intervention of heroes like the Freedom League and the Atom Family. So the international community does its best to maintain Kaiju Island as the world's most dangerous "nature preserve."

For some of Kaiju Island's inhabitants, use the Monstrous Insect, Monstrous Spider, Sea Monster, and Tyrannosaurus Rex archetypes in **Chapter 11** of *Mutants & Masterminds*, giving them additional ranks of Growth in some cases, along with other suitable powers, like radioactive breath or lightning projection (Blast), web-spinning (Snare), or more unusual traits. Additionally, there is Gigantasaur.

GIGANTOSAUR

The origin of the creature known as Gigantosaur remains a mystery. It came from the ocean, where it primarily lives. Nuclear tests on an island or at sea may have created it, or it could be the result of waste-dumping or some other mutation. Dr. Atom believes Gigantosaur originated on Kaiju Island, although it's possible it was further mutated in some way.

Whatever the case, Gigantosaur has occasionally surfaced to trouble coastal cities and communities for well over a decade. More recently, the creature fell under the influence of would-be Atlantean usurpers, used as a living weapon in an assault on the surface world. Gigantosaur has been driven back into the sea several times, and occasionally moved back to Kaiju Island.

Gigantosaur looks much like a gigantic tyrannosaurus rex, except for its vivid purple hide, which is capable of resisting even military grade weapons. It swims using its powerful hind legs and sweeps of its massive tail. On land, it stomps most obstacles flat, crushing the rest in its mighty jaws.

GIGANTOSAUR — POWER LEVEL 14

STR	DEX	CON	INT	WIS	CHA
+23	+0	+14	−4	+0	+0
56	10	38	2	10	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+23	+18	+0	+4

Skills: Intimidate 4 (+4/+12), Notice 4 (+4), Survival 12 (+12), Swim 12 (+17)

Feats: Environmental Adaptation (aquatic)

Powers: Growth 18 (colossal size, +36 Str, +18 Con, +20 ft. move, Permanent, Innate), **Immunity 20** (cold, disease, drowning, heat, mental powers, pressure, radiation damage), **Impervious Toughness 10**, **Super-Senses 3** (darkvision, scent)

Combat: Attack +4 (includes size modifier), Grapple +27 (+43 vs. medium-sized), Damage +23 (unarmed), Defense +4 (includes size modifier), Knockback −32, Initiative +0

Abilities 12 + Skills 8 (32 ranks) + Feats 1 + Powers 88 + Combat 48 + Saves 8 = Total 165

LEMURIA

The island continent of Lemuria once existed in the Pacific Ocean thousands of years ago. It was the center of an empire ruled by the Serpent People. The Serpent Empire of Lemuria was old even before modern humans first appeared, and humanity was little more than a curiosity to the saturnine Serpent People. They kept humans as pets and slaves, occasionally using them in their arcane experiments. Saurian scientists genetically-engineered various sub-species of humanity to serve them.

In time, the decadent Lemurian Serpent People came into conflict with the advanced human empire of Atlantis. They fought a long series of wars, which culminated in their mutual annihilation. Lemuria sank beneath the ocean in a terrible Cataclysm, the end of the last great Serpent Empire.

The ruins of Lemuria lie at the bottom of the Pacific, largely undisturbed, although occasionally visited by scavengers (human and otherwise) looking for ancient artifacts and secrets left behind by the Serpent Empire. Some scattered tribes of Deep Ones can be found there, usually worshipping some sunken idol or ruin. There are ancient passages from Lemuria into Sub-Terra and some of the ruins still have pockets of breathable air (likely maintained by some ancient machinery or magic).

The Lemurian ruins are dangerous, holding ancient and corrupt magic, imprisoned creatures, and dormant war-machines or doomsday devices the Serpent People were unable to use in the final days of their war with Atlantis. The United Nations have declared the ruins off-limits and placed them under the jurisdiction of UNISON, which is charged with dealing with any poachers or scavengers, relying on the Freedom League for more serious problems.

THE LOST WORLD

The so-called "Lost World" was discovered more than a century ago by an explorer and adventuring paleontologist from England, who called it the "Maple White Land." Originally believed to occupy a hidden plateau in South America, later explorers discovered the plateau is actually one of several dimensional gateways between Earth and a parallel world; one where dinosaurs never died out and continue to exist alongside other prehistoric beasts, primitive humans, and refugees from other places and times. Other known Lost World gates are found at the North Pole, in the South Pacific, and in the Himalayan Mountains.

Scientists speculate the dimensional interface between the Lost World and other Earths was once more permeable, but something (perhaps the fallout from the last Terminus Invasion) has strengthened the dimensional barriers and portals have become rare. It is possible there was once a gateway between the Lost World and Kaiju Island, which might explain some of its inhabitants. If so, the passage remains lost or hidden.

Other "lost worlds" on Earth have since proven to be passages to the same reality, including Dinosaur Island in the South Pacific, and the isolated valley in China were prehistoric creatures are still found. A Lost World passage may have existed (due to the influence of Magic Mesa) in the American Southwest, explaining the so-called "Gwana Valley" the Pale Rider once discovered there.

In addition to the diverse range of dinosaurs, the Lost World is home to mastodons, saber-toothed tigers, and a wide variety of prehistoric beasts that (like humans) should not share the same time period or climate. Tribes of primitive humans live in the jungles, surviving as best they can in the savage environment. The champion of the tribes is Zandar the Jungle Lord, a descendent of the English explorer who first discovered the passage to the Lost World. The human tribes have made one major step forward by domesticating animals for food and as mounts, and this helps keep them from being driven to extinction by dinosaurs and other threats. The Lost World is also home to scattered tribes of Serpent People. Whether they are originally from Earth or indigenous remains a mystery.

The most powerful civilizations here are remnants of the Incan and Roman civilizations of Earth (or an Earth-like parallel world). Viracochasuyu, the Incan Empire, rules a small mountain range in the name of their creator-god Viracocha, whose avatar wields the "might of the sun" in the form of a glowing crystal with solar energy powers. The Incans successfully defended their territory against all threats for centuries, created incredible terraced farms to feed thousands, and even domesticated pterodactyls as flying mounts. They regularly sacrifice victims to a live volcano to sustain their gods (and therefore the world).

The walled city of Nova Roma grew from the efforts of General Viridius Sophus and his lost legion, which found its way into the Lost World and remained to claim it in the name of Emperor Marcus Aurelius; their efforts were abandoned a century later when it became clear there was no hope of regaining contact with Rome, but Nova Roma resembles the Empire at its height, including its Praetor-Governor. Various ruins in the Lost World indicate Atlantean refugees once settled here as well, but died out centuries ago, leaving only their artifacts behind.

ZANDAR, THE JUNGLE LORD

Alexander "Zandar" Challenger is a man of two worlds, born and raised in the Lost World as royalty, descended from good English stock of Earth. In addition to learning how to climb, jump, swim, and hunt, he studied letters, literature, and the history of his ancestors' home world. Zandar has visited Earth on several occasions, but considers the Lost World his true home.

The Jungle Lord is a forceful presence, a necessary survival trait on his home world. He tends to speak to animals much as he would to anyone else, and they respond to him in kind. Zandar is 6'2", powerfully built and perfectly proportioned. He has brown eyes and shoulder-length black hair and rarely ever wears more than a loincloth, hide boots, and a necklace of dinosaur teeth.

ZANDAR — POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+4	+7	+4	+0	+3	+4
18	24	18	10	16	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+10	+10	+8

*flat-footed

Skills: Acrobatics 8 (+15), Climb 10 (+14), Handle Animal 12 (+16), Intimidate 6 (+10), Language 6 (English, Latin, Quechua, plus several tribal languages), Notice 10 (+13), Sense Motive 8 (+11), Stealth 8 (+15), Survival 12 (+15), Swim 8 (+12)

Feats: Acrobatic Bluff, Animal Empathy, Attack Focus (melee) 5, Defensive Roll 2, Dodge Focus 4, Endurance, Equipment, Evasion, Environmental Adaptation (jungle), Favored Environment (jungle), Improved Pin, Luck, Move-by Attack, Power Attack, Rage, Takedown Attack, Track

Powers: Leaping 1, **Super-Movement 3** (slow-fall, sure-footed, swinging)

Equipment: dagger (+1 damage)

Combat: Attack +13 (melee), +8 (ranged), Grapple +17, Damage +4 (unarmed), +5 (dagger), Defense +11 (+4 flat-footed), Knockback –3, Initiative +7

Abilities 44 + Skills 22 (88 ranks) + Feats 25 + Powers 7 + Combat 30 + Saves 14 = Total 142

MAGIC MESA

In the desert of the American Southwest stands a lone tower of rock, rising up above the painted sands, casting a long shadow in the rising and setting sun. Native legends speak of it as a place of power, where the spirits dwell and where braves went on vision quests seeking their wisdom and aid. Those who know of it call it Magic Mesa, and say it's a place where strange things happen, a place best avoided by those who know what's good for them.

Magic Mesa is a nexus, a gateway between worlds, where someone lost in the desert can find the dark tower of stone, then wander away from it to end up somewhere quite different from where they started. It's a place where space and time as we know them have little meaning, and distant places and times sometimes touch. It's a well of mystic power and insight.

In the days of the Old West, Magic Mesa was a sacred place to the local tribes, and became the sanctum of Broken Crow, a powerful Sioux shaman and the Master Mage of his era. Its magic helped resurrect Adam Prophet, the Pale Rider, and may have influenced many other fantastic tales in the Old West. After Broken Crow's death at Wounded Knee, the location of Magic Mesa was lost to all but a few, although stories continued of people traveling in the desert and stumbling across it, for good or ill. Those who sought Magic Mesa to exploit its power discovered—to their regret—that it is guarded to this day.

DUST DEVIL

Alejandro Roja wasn't the most honest man. He was a thief and a cattle rustler, a brawler and a gambler, but he wasn't a killer. Unfortunately, some of the men he rode with were. They left Alejandro for dead one night in the desert, but he was too stubborn to lie down and die. Alone and wounded, without water or food, he stumbled toward a shadow looming on the horizon under the burning sun until he could go no further.

Roja's lifeblood soaked into the dry sand as the vultures wheeled overhead, but when the shadow of Magic Mesa passed over his lifeless form, something happened. Roja's body and spirit melted into the desert sands, became one with them. Alejandro Roja was gone, but something else arose in his place. That night, the bandits who betrayed and murdered Roja were trapped in a terrible sandstorm. Their bleached bones were found only days later, picked clean in the desert.

Ever since then, the elemental guardian known as the Dust Devil has watched over the mystic nexus of Magic Mesa, protecting it from poachers and thieves. Within the creature of shifting sand dwells a human spirit, seeking peace and understanding of his new existence as a force of nature. Dust Devil looks like a humanoid shape formed out of sand, sometimes taking on more distinct features, like those of Alejandro in life.

DUST DEVIL — POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+7	+2	+7	+0	+5	+0
24	14	24	11	20	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+11	+4	+9

Skills: Intimidate 12 (+12), Knowledge (arcane lore) 8 (+8), Knowledge (history) 4 (+4), Notice 4 (+9), Search 8 (+8), Sense Motive 8 (+13), Stealth 8 (+10)

Feats: Chokehold, Diehard, Environmental Adaptation (desert), Favored Environment (desert), Fearsome Presence 6, Improved Grab

Powers: **Anatomic Separation 1** (Variable Split), **Comprehend 2** (languages), **Growth 4**, **Immovable 4**, **Immunity 12** (aging, life support, sleep, starvation), **Obscure (visual) 5**, **Particulate Form 7** (sand, Permanent, **Burrowing 5**, **Elongation 5**, **Protection 5** [Impervious], **Insubstantial 1**, **Strike 5** [Mighty], **Super-Movement 4** [permeate 3, slithering, Limited to natural earth]), **Regeneration 2** (resurrection, 1/day), **Super-Senses 4** (magical awareness, tremorsense), **Super-Strength 3**, **Teleport 4** (400 ft./1 mile)

Combat: Attack +9, Grapple +25, Damage +12 (unarmed), Defense +9, Knockback –16, Initiative +2

Drawbacks: Disability (cannot leave the area of Magic Mesa, very common, major, –5 points)

Abilities 43 + Skills 13 (52 ranks) + Feats 11 + Powers 100 + Combat 36 + Saves 10 – Drawbacks 5 = Total 208

SHAMBALA VALE

Nestled in the Himalayan Mountains is a secret valley not marked on any map. The sole passage is hidden behind a towering waterfall, deep in a narrow canyon where the mighty Tsangpo River plunges down to the rocks below. Past the cascade of the Hidden Falls is Shambala Vale. It is known as Lotus Land, Pemako, Shangri-la, and many other names. Despite the harsh environment of the mountains, the legendary Vale remains temperate and spring-like year-round, its weather protected by ancient magic, which also shields it from prying eyes. In truth, Shambala Vale is a *beyul,* a "hidden land," within a dimensional fold like that of Utopia Isle or the Lost World, which has kept it concealed from the outside world for untold generations.

Mystics from Atlantis settled the vale millennia ago to escape the war between that island nation and the Serpent Empire of Lemuria. They intermarried with the local people and founded a community, protecting it from the elements and potentially hostile outsiders. The eventual destruction of Atlantis affirmed their belief in isolation and pacifism, so they remained and studied the esoteric arts.

Shambala Vale is best known for its temple of learning, meditation, and contemplation, and for the crypts that lie beneath it. Only learned mystics and martial arts masters even know of the vale's existence, and fewer still know how to find their way there.

THE SHAMBALA TEMPLE

Located on a mountainside overlooking the green and fertile valley below, the Shambala Temple has stood for centuries as a place of contemplation and learning. Many of Earth's Master Mages have trained at the temple, and many mystical and martial arts traditions can trace their roots back to it, if one delves deeply enough into the past.

The masters of the Shambala Temple apply many tests to determine the worthiness of potential students. The first test is actually reaching the temple, no small feat for an outsider. Would-be students are often rejected and sent to live in the valley below to learn humility, or made to wait outside the temple for days or weeks to learn patience. Once accepted, students do menial work in between lessons in meditation, exercise, martial arts, philosophy, and (in some cases) the mystic arts.

The martial arts taught at the Shambala Temple are said to be the "sun source" of all unarmed fighting techniques throughout Asia, perhaps even the world, dating back to the ancient adepts of Atlantis and their esoteric disciplines. Thus students of the Temple can learn virtually any fighting style in the world, and true masters are among the greatest fighters the world has ever known.

THE CRYPTS OF KARU

In catacombs deep beneath the mountain of the Shambala Temple lie the Crypts of Karu. Within these vaults rest the mortal remains of many of Earth's Master Mages, placed there by the monks of the Shambala Temple. The crypts are a sacred place, and no one except for the monks and the current Master Mage (or those with his or her expression permission) may enter. The statues within the antechamber of the crypts are enchanted as guardians over the final resting place of the honored dead (use the Clay Golem archetype on page 233 of *M&M*).

Some Master Mages come to the Crypts of Karu to reflect and meditate, others to more directly commune with the spirits of their predecessors. These ancient spirits can give sage advice, but they only do so in times of the greatest need, since it is difficult for them to manifest on the earthly plane. This can serve as an opportunity for a mystic hero to spend a hero point for some inspiration in the form of advice or hints from the ancient spirits.

SUB-TERRA

Most of the Serpent People perished in the sinking of Lemuria, but some escaped into subterranean tunnels, deep beneath the surface of the Earth. There they set about creating a new slave race to serve their needs. They engineered a breed of human with great physical strength and the ability to operate in near-total darkness.

Unfortunately, these new slaves eventually rebelled against their serpent masters. They seized several underground cities for themselves, expelling the Serpent People from them. The Serpent People were forced to sue for peace with their former slaves, who became known as the Morlocks. Legends about the Morlocks may have inspired various human myths, as well as the work of H.G. Wells in his novel *The Time Machine*.

In time the Serpent People engineered a new servitor race, carefully weeding out individual initiative or any ability to rebel. These new slaves, while controllable, proved no match for the savagery of the Morlocks, whose continued attacks against the Serpent People drove them to abandon many of their subterranean cities, and their new slaves along with them. Without any real initiative of their own, the Sub-Terrans continued maintaining the ancient cities and machines, going about their duties without really knowing (or caring) why they did so.

The conflict between the Morlocks and the Serpent People exhausted both societies and drove them both deeper into barbarism. The Serpent People continued to degenerate, until they lost nearly all vestiges of civilization. Cults worshipping terrible, alien gods flourished in both cultures, contributing to their degeneration.

Today, the Morlocks and Serpent People are savages, rarely ever visiting the surface world. There remain some civilized Serpent People, mainly priests and sorcerers from ancient Lemuria preserved in a kind of stasis, or genetic "throwbacks" with greater intellect than their brethren. Morlocks occasionally see mutations with greater intelligence and psionic abilities. Such mutants typically become leaders of small tribes. Although the Morlocks tend to be mistrustful of magic, there are secretive cults ruled by priests of demons or alien gods.

One such cult was mystically transformed into humanoid creatures of molten rock known as Magmin. They live in the deepest depths of Sub-Terra, near natural pockets of magma and lava vents, since they prefer the super-heated environment. Surface drilling and blasting, along with natural eruptions, have occasionally driven Magmin to the surface, where they attack anyone not of their own kind before retreating down below once more.

Some years ago Jerris Trent, the Terra-King, discovered the Sub-Terrans (see **Chapter 6**). The servile creatures fixated on Trent as their new master and he established his own underground empire (also known as Sub-Terra). Using the ancient, abandoned science of the Serpent People and his legions of Sub-Terran slaves, the Terra-King has made several attempts to conquer parts of the surface world, thwarted by heroes like the Atom Family and Dr. Metropolis.

Few other surface people have visited Sub-Terra, but the Atom Family spent some time there. Dr. Atom reports there are hundreds of miles of



caves and tunnels beneath the North American continent alone. Sub-Terrans, Morlocks, Serpent People, and various creatures descended from Lemurian experiments can be found down there. The Terra-King controls some of these monsters and uses them as living weapons. Dr. Atom has speculated some of the Sub-Terran tunnels and caverns may run through dimensional "faults" like the passages to the Lost World. Indeed, there is at least one known passageway to the Lost World from Sub-Terra, and other tunnels there could lead to other worlds, places, or even times.

MORLOCK

Morlocks are stocky, pale humanoids with white hair and dead-white eyes. They tend to wear simple dark clothing and carry clubs or similar primitive weapons. Morlock mutants are taller, thinner, and more refined, but with the same white skin, hair, and eyes (although their eyes may be unusual colors, or glow when they use their powers).

MORLOCK					POWER LEVEL 3
Str 13	**Dex 10**	**Con 11**	**Int 8**	**Wis 11**	**Cha 10**
Skills: Notice 2 (+2), Search 2 (+1), Survival 4 (+4)					
Feats: Equipment 1					
Powers: Protection 1, **Super-Senses 2** (darkvision)					
Combat: Attack +3, Grapple +4, Damage +1 (unarmed), +3 (club), Defense +2, Knockback –1, Initiative +0					
Saving Throws: Toughness +1, Fortitude +3, Reflex +0, Will +1					
Drawbacks: Disabled (dazzled in daylight, minor, common, –2 points)					
Morlock Mutant: Add 20 points in any of the following powers (including any modifiers or power feats): Communication (mental), Comprehend (language), Confuse, Darkness Control, Emotion Control, ESP, Fatigue, Illusion, Mental Blast, Mind Control, Paralyze, Possession, Telekinesis, or Telepathy.					
Abilities 3 + Skills 2 (8 ranks) + Feats 1 + Powers 3 + Combat 10 + Saves 4 – Drawbacks 2 = Total 21					

MAGMIN

Magmin are stocky, wide creatures with skin like cooling magma: a dark rocky coating over seething hot liquid rock. Their eyes and mouths glow with heat. They're capable of grinding speech, but more often simply grunt or growl. Their terrible heat makes even touching them dangerous. Magmin are immune to heat and can wade through pools of lava. Indeed, they're quite uncomfortable in cooler environments.

MAGMIN					POWER LEVEL 4
Str 16	**Dex 9**	**Con 16**	**Int 7**	**Wis 10**	**Cha 8**
Skills: Notice 2 (+2), Search 2 (+0), Survival 4 (+4)					
Powers: Immunity 14 (heat damage, life support), **Protection 3**, **Strike 5** (heat, Aura), **Super-Senses 2** (darkvision)					
Combat: Attack +3, Grapple +6, Damage +3 (unarmed) +5 (heat), Defense +2, Knockback –3, Initiative +0					
Saving Throws: Toughness +6, Fortitude +5, Reflex +0, Will +1					
Drawbacks: Disabled (slowed in cold, paralyzed in sub-zero temperatures, –3 points)					
Abilities 6 + Skills 2 (8 ranks) + Powers 29 + Combat 10 + Saves 4 – Drawbacks 3 = Total 48					

SERPENT PERSON (SAVAGE)

Savage Serpent People are little more than animals; sinuous, scaled humanoids with snake-like heads and long tails. They wear crude, ragged clothing (if any) and attack non-Serpent People on sight, using their clawed hands or poisonous bite. They obey the commands of civilized Serpent People, but aren't smart enough to carry out complex orders.

SERPENT PERSON (SAVAGE)					POWER LEVEL 2
Str 13	**Dex 11**	**Con 13**	**Int 6**	**Wis 7**	**Cha 8**
Skills: Climb 4 (+5), Escape Artist 4 (+4), Stealth 4 (+4)					
Feats: Improved Initiative					
Powers: Drain Wisdom 5 (Linked to bite, Poison), **Protection 1, Super-Senses 2** (darkvision)					
Combat: Attack +2, Grapple +3, Damage +1 (bite, plus Drain), Defense +2, Knockback –1, Initiative +4					
Saving Throws: Toughness +2, Fortitude +1, Reflex +2, Will +0					
Abilities –2 + Skills 3 (12 ranks) + Feats 1 + Powers 13 + Combat 8 + Saves 4 = Total 27					

SERPENT PERSON (CIVILIZED)

Civilized Serpent People look much like their savage cousins, but a cold intellect gleams in their dead, golden eyes. They typically dress in long, hooded robes with wide sleeves, but they're magically able to assume human form, allowing them to move about undetected. Many civilized Serpent People are sorcerers of some skill.



SERPENT PERSON (CIVILIZED)					POWER LEVEL 2
Str 10	**Dex 11**	**Con 10**	**Int 13**	**Wis 10**	**Cha 12**
Skills: Escape Artist 4 (+4), Knowledge (arcane lore) 4 (+5), Stealth 4 (+4)					
Feats: Improved Initiative					
Powers: Drain Wisdom 5 (Linked to bite, Poison), **Morph 4** (humanoids), **Protection 1**, **Super-Senses 2** (darkvision)					
Combat: Attack +2, Grapple +2, Damage +0 (bite, plus Drain), Defense +2, Knockback –0, Initiative +4					
Saving Throws: Toughness +1, Fortitude +0, Reflex +2, Will +2					
Serpent Person Initiate: Add Ritualist feat (+1 point). *Serpent Person Sorcerer:* Add Magic 6 and five power feats (+17 points, PL4).					
Abilities 7 + Skills 3 (12 ranks) + Feats 1 + Powers 21 + Combat 8 + Saves 4 = Total 44					

SUB-TERRAN

The Sub-Terrans are small, sickly-looking humanoids with yellowish skin, but surprising strength for their size. Their bodies are completely hairless and their solid white eyes are adapted to near-total darkness, rendering them blind in daylight or the equivalent. They're naturally servile, fanatically obeying the commands of whomever they consider their master.

SUB-TERRAN					POWER LEVEL 1
Str 13	**Dex 10**	**Con 11**	**Int 6**	**Wis 10**	**Cha 8**
Skills: Notice 2 (+2), Survival 2 (+2)					
Powers: Protection 1, **Super-Senses 2** (darkvision)					
Combat: Attack +1, Grapple +2, Damage +1 (unarmed), Defense +1, Knockback –0, Initiative +0					
Saving Throws: Toughness +1, Fortitude +2, Reflex +0, Will +0					
Drawbacks: Disabled (blind in daylight, major, uncommon, –3 points)					
Abilities –2 + Skills 1 (4 ranks) + Powers 3 + Combat 4 + Saves 2 – Drawbacks 3 = Total 5					

ULTIMA THULE

The ancient Scandinavians had a legend of an "island at the edge of the world" called Ultima Thule. Like many legends in the World of Freedom, this one holds a grain of truth. High above the Arctic Circle, hidden deep beneath the polar icecap, is the fabulous city of Ultima Thule, the Hyperborea of legend.

Thousands of years ago, the experiments of the alien Preservers created an advanced offshoot of humanity. Some of these people founded a colony in the North Atlantic, later an outpost of Atlantis. During the final days of the war between Atlantis and the Serpent Empire of Lemuria, an experiment involving cosmic forces devastated the original island home of the Ultima. However, the survivors of the experiment were endowed with cosmic energy manipulating powers and fantastically extended lifespans. Despite their efforts to prevent it, Atlantis continued to pursue the study of cosmic forces and unleashed its own destruction.

The cosmically empowered survivors went far to the north, beyond any human habitation, where they founded the hidden city of Ultima Thule, the center of a domain some called Hyperborea. There they retired in contemplation and study, living apart from humanity while keeping watch for signs of the return of the Serpent People and their minions. Most Ultima devoted their immortal lives to the pursuit of particular areas of interest, from arts and athletics to science and scholarship.

Few humans knew anything other than legends of the fantastic Ultima Thule. The immortal Daedalus visited the city during his travels, and spent many years among the Ultima, but eventually resumed his wandering. No other outsider visited Ultima Thule until the 20th century, when contact between the Ultima and the outside world changed the course of history.

Members of the German Thule Society, an occult organization devoted to discovering the "root elements" of Aryan culture, discovered the location of Ultima Thule and visited the city. Among them was Wilhelm Kantor, an initiate of the Society, and reincarnation of the Egyptian sorcerer Tan-Aktor (see **Overshadow** in **Chapter 6**). Although the Ultima agreed they were likely the source of legends about a superhuman "Aryan" root race, they had no interest in Nazi ideology about a "master race." The Ultima decided to wipe the humans' memories of their city and let them go. However, one Ultiman, Kal-Zed, was intrigued by the possibility of guiding humanity, so he secretly contacted the Nazis.

Kal-Zed became *der Übermensch*, champion of the Nazi ideal. Neither the German High Command nor the rest of the world knew he was actually an Ultiman, and his race chose not to reveal their existence (after a long and bitter debate), but exiled Kal-Zed and washed their hands of the matter. *Übermensch* suffered defeats at the hands of Centurion and the Liberty League. He fled Germany before it finally surrendered to the Allies. Kal-Zed eventually abandoned the Nazi ideology but remained a steadfast foe of the Centurion as Superior (see **Chapter 6** for more information).

Centurion and other heroes eventually made contact with the Ultima, although their existence remains secret from the rest of the world. The immortals of Ultima Thule continue to safeguard the world from their ancient enemies, the Serpent People and their ilk, and to walk in human guise among mortals, but otherwise remain in their splendid isolation.

ULTIMAN TEMPLATE

The Ultima—also known as Hyperboreans—are an advanced, cosmically empowered offshoot of humanity. Cosmic energy they call *vril* enhances their life force, making them virtually immortal, and giving them various energy-manipulating powers. Ultima are super-strong (able to lift 12 tons on average) and have incredible constitutions. They have considerable resistance to harm and, given time, can recover from virtually any injury. They have low-level telepathic abilities, allowing them to communicate in any spoken language.

ULTIMAN TEMPLATE	TEMPLATE
Abilities: Str +20, Con +20	
Skills: Knowledge (history) 8	
Feats: Jack-of-All-Trades	
Powers: Comprehend 2 (languages), **Cosmic Energy Control 10**, **Flight 5** (250 MPH), **Immunity 12** (aging, life support, starvation, sleep), **Regeneration 14** (Bruised 1/round, Injured 1/round, Disabled 1/minute, Resurrection 1/day, Persistent, Regrowth), **Super-Strength 4**, **Telepathy 2**	
Ultima Prime: One Ultiman, the leader of the community, is designated "Ultima Prime," and wields additional power from the psychic support and loyalty of all Ultima. The designated Ultima Prime gains 4 additional ranks of Cosmic Energy Control and Mental Communication 18 (Area, Limited only to other Ultima, Selective). These additional powers are lost if the individual ever loses the status of Ultima Prime. Ultima Prime status increases the cost of the Ultiman template by 27 power points, to 142 total points.	
Cost: 115 power points	

Different Ultima develop their powers—particularly Cosmic Energy Control and Telepathy—in different ways, acquiring various power feats, including Alternate Powers. Common Cosmic Energy Control feats include Alternate Powers like Disintegration, Telekinesis, Teleport, and Transform. Common Telepathy feats include Alternate Powers like Emotion Control, Illusion, and Mental Transform. The exact feats and path of development depends on the interests, training, and discipline of the individual Ultiman.

The template represents the traits of the average Ultiman. Many of them have greater power ranks, and most have a wide variety of skills learned in their vast lifetimes.

UTOPIA ISLE

When Atlantis sank, a small number of Atlanteans survived, having been away from the homeland when disaster struck. Some of these survivors scattered to different parts of the world, becoming known as heroes, wizards, and legendary figures in human mythology.

Most of the refugees made their way to a remote outpost in what is now the Caribbean. They settled on an island situated in the midst of a dimensional rift in the Bermuda Triangle, shielded from the outside world. It became known as *Utopia*—literally "a place which is nowhere"—and the Atlantean survivors created a small, self-contained civilization focused on peace, equality, and personal achievement. They abandoned any interest in the mystic arts, believing such things led to the downfall of Atlantis, and focused on the sciences instead. They achieved tremendous advances and enjoyed millennia of peace and prosperity, shunning contact with the outside world.

COUNSELOR SARLYN — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+6	+5	+6	+3	+4	+3
22	20	22	16	18	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+6*	+12	+10	+9

*flat-footed

Skills: Acrobatics 8 (+13), Climb 4 (+10), Concentration 8 (+12), Diplomacy 8 (+11), Knowledge (technology) 4 (+7), Knowledge (theology and philosophy) 4 (+7), Language 4 (English, French, German, Russian), Medicine 2 (+6), Notice 6 (+10), Pilot 2 (+7), Ride 2 (+7), Sense Motive 8 (+12), Stealth 6 (+11), Survival 6 (+10), Swim 4 (+10)

Feats: Accurate Attack, Acrobatic Bluff, Attack Focus (melee) 2, Attractive, Blind-Fight, Defensive Attack, Defensive Roll 2, Dodge Focus 2, Eidetic Memory, Evasion, Improved Disarm, Improved Initiative, Improved Trip, Instant Up, Jack-of-all-Trades, Move-by Action, Power Attack, Set-Up, Stunning Attack, Teamwork, Trance

Powers: Device 1 (orichalcum staff, easy to lose), **Immunity 2** (aging, disease, Limited to half effect), **Super-Strength 1** (heavy load: 1,040 lbs.)
Quarterstaff: **Strike 2** (Mighty, Thrown, Feature: collapsible for easy concealment).

Combat: Attack +12 (melee), +10 (ranged), Grapple +19, Damage +6 (unarmed), +8 (staff), Defense +12 (+5 flat-footed), Knockback –4, Initiative +9

Abilities 54 + Skills 19 (76 ranks) + Feats 24 + Powers 6 + Combat 40 + Saves 16 = Total 159

In 1941, the Utopians made contact with the first outsiders in millennia, and learned of the war in Europe and the Nazi regime. They decided to send an envoy to learn more about this conflict, and a young Utopian named Sarlyn was chosen. He become known as "the Envoy" in the outside world and served as a member of the Liberty League. Although Envoy's reports showed much promise in humanity, when the United States deployed nuclear weapons to put an end to the war, the Utopians decided once more to isolate themselves.

A few outsiders like the Atom Family know of Utopia Isle's existence, although its location remains a closely guarded secret. Although some Utopians favor renewing contact with the outside world, the majority fears the contamination of their peaceful culture and the threat of what humanity might do if they discovered Utopia's existence. A growing minority lobbies for leaving Earth to colonize another world in the galaxy, leaving any fear of discovery behind. For now, the Utopians wait and watch for signs that humanity is developing toward the kind of peace they have achieved.

COUNSELOR SARLYN (THE ENVOY)

Sarlyn was born and raised in an advanced, peaceful, and isolated culture. Like most Utopians, he grew up vaguely aware of the outside world, but also knowing its inhabitants were dangerous and primitive. As a young adult, he encountered some of the first outsiders ever known on Utopia, and learned of war in Europe that was spreading to engulf the world. When the Utopians decided to send an envoy to investigate and learn more, they held a series of tests to decide who was most worthy. Sarlyn competed and was chosen.

He made his debut by helping save American lives in Pearl Harbor, immediately after the Japanese attack and the name "Envoy" stuck when he explained who he was. The War Department (and the Axis, for that matter) was frustrated by Envoy's consistent refusal to reveal anything more about his people or where he came from, but he earned the respect and trust of America and the Allies by his willingness to risk his own life to protect freedom and democracy. In turn, Sarlyn came to care the people of the outside world. Although at least one attempt was made to recall him to Utopia during the war, Sarlyn won the right to see it through to the end.

The disbanding of the Liberty League was the end of the Envoy's embassy in the outside world. Regretfully, Sarlyn returned to Utopia Isle. His reports led the Utopians to decide to maintain their policy of secrecy, saying the rest of humanity was still not sufficiently advanced. Sarlyn has become a respected leader of the community, and still champions humanity's cause among his people. He argues against leaving Earth behind and in favor of renewing contact by sending a new envoy to the outside world, although this plan has not yet been approved.

UTOPIAN TEMPLATE

Utopians are generally fitter and better developed—physically and mentally—than ordinary humans. They benefit from the genetic enhancements of their Atlantean ancestors, although they lack the cosmic powers of their distant cousins, the Ultima.

UTOPIAN TEMPLATE — TEMPLATE

Abilities: +8 Strength, +8 Constitution

Skills: Concentration 4

Feats: Jack-of-all-Trades

Powers: Immunity 2 (aging, disease, Limited to half effect), **Super-Strength 1**

Cost: 20 power points

MYSTERIES IN SPACE

Space is vast, and its fairly common knowledge that humans are not alone in the cosmos. On the contrary, there are thousands of worlds filled with a variety of alien life, some of it quite advanced, and some hostile to Earth. Strange visitors from other worlds have made their way to our own, but for the most part, Earth is considered something of an interstellar backwater, a primitive curiosity among space-faring races.

While there is an almost infinite variety of life in the cosmos, this section talks primarily about the alien worlds and civilizations associated with Freedom City and its inhabitants, including the great civilizations of Earth's area of the galaxy.

FARSIDE CITY

In a crater on the far side of Earth's moon is a hidden city, thousands of years old. Its inhabitants, the Farsiders (also known as Selunites or "Moon People"), are the descendants of humans taken from Earth by the alien Preservers, the same race that seeded humanity across the galaxy.

The Preservers built Farside City in a deep crater, along with atmospheric generators, and settled a number of humans there. Apparently, they used the city as some sort of outpost or perhaps a "living laboratory" to study humanity. They may have also intended the city to ensure the survival of various species (including humans) if something happened to wipe out life on Earth. Certainly, some of the Farsiders' myths suggest their home was intended as "the Last Refuge." Whatever the case, the Preservers disappeared long ago, leaving the Farsiders to develop on their own.

The inhabitants of the lunar city advanced faster than their Earthbound cousins, achieving a high level of scientific and technological sophistication. They also developed psionic abilities among a minority of their population, which soon became the ruling class. Generally, the Farsiders led an idyllic existence with little reason to change their way of life. A strong xenophobic streak, perhaps encouraged or engineered by the Preservers, kept them from returning to Earth, even when they had the technology to do so. This limitation also kept them from exploring their lunar home much beyond the bounds of their city. Their society peaked centuries ago, and has remained largely the same since.

Things changed when humans from Earth began to leave their planet and explore space. The Farsiders learned much about the mother-world from intercepted radio and TV transmissions. They knew Earthlings were primitive and warlike, and they feared the possibility of a conflict, even more so once humanity developed large nuclear arsenals and space-based weapons.

Fear and ambition drove Selene, a member of the royal family, to lead a coup against her relations. She seized control of Farside City and used its technology to hide all evidence of the city from technological or biological sensors. The only other member of the Farside royal family to survive was a boy named Mentac, who escaped to Earth and was adopted by humans.

Selene took the title Lady Lunar and turned the city into a dictatorship under her rule. She used the power of the Moonstone, an alien artifact left by the Preservers, to increase her powers and exert influence over the Farsiders. Rather than be destroyed by Earthlings, Lady Lunar planned to build a space fleet and eventually seize control of Earth as well.

Years later, Mentac returned to Farside City as one of the Atom Family. They overthrew Lady Lunar and freed the Farsiders from her influence. Mentac refused to take his aunt's place, not wishing to exchange one dictator for another, no matter how benevolent. He encouraged his people to institute a democratic form of government, and the elected Farside Council now rules the city.

Most people on Earth still do not know of Farside City's existence. The Farsiders' advanced technology hides them from satellites and space probes, although several major Earth governments know about the city and its location. Many people in the superhuman community are aware of or have even visited Farside City, particularly the current generation of the Atom Family, children of Mentac and his wife Andrea Atom.

The Farsiders are of human stock, still almost genetically identical to Earth humans. They have the same traits as ordinary humans, although they tend to be taller, with thinner builds (Farside City has artificial gravity, but not quite as strong as Earth's normal 1G). Some Farsiders still manifest psionic abilities, although such powers have become even less common since Lady Lunar wiped out the rest of the royal family (the Farsiders with the strongest psionic genes). Farside technology is quite advanced, including gravity control, genetic engineering, and super-computers.

CRATER APES

Crater apes are primates genetically engineered long ago by the mysterious alien Preservers (or perhaps by the ancient ancestors of the Farsiders, it's not entirely clear). Crater apes were originally used to perform heavy labor in parts of Farside City, under the psychic control and guidance of Farsider nobles. They were designed to absorb solar radiation, and thrive on it, giving them some energy-related powers.

While Lady Lunar ruled Farside City, she turned the crater apes from a labor force into her mentally controlled enforcers and guards, using them to help keep the human population of the city in line. The apes served quite well in that capacity, until the Atom Family overthrew Lady Lunar and liberated the Farsiders.

The people of Farside City attempted to return the crater apes to their role as domesticated servants, but encountered difficulties. Lady Lunar

THE MOONSTONE

The Moonstone is a mysterious alien artifact, created or discovered by the Preservers and left behind in Farside City when they departed Earth's solar system. It is a fist-sized, faceted piece of translucent crystal with a pearly luster that glows softly from inside. The Moonstone is a potentially limitless power-source, and has provided most of the energy needs of Farside City for thousands of years.

The Moonstone is also a powerful psionic amplifier. Its energy can boost the abilities of a psychic through physical contact, and even grant access to abilities they don't even normally have. The mentats of Farside occasionally used the Moonstone to enhance their powers, and held the crystal in trust for the entire community. When Lady Lunar overthrew the royal family, she seized the Moonstone's power for herself. The Atom Family returned it to the custody of the Farsiders when they in turn deposed Lady Lunar.

There appears to be some sort of psychic link between the Moonstone and Chase Atom. Chase has been able to override another's control of the stone in the past with great mental effort. It may be because he is descended from one of the last survivors of the royal family, because of his unique human/Farsider heritage, his unusually strong psionic powers, or some combination thereof.

gave them a taste for violence and a domineering attitude toward everyone except for her, plus there were virtually no mentats left to control them. The Farsiders faced some trouble with the crater apes and eventually isolated the population in a preserve. Efforts to re-train them have been slow (particularly without the aid of experienced telepaths), but are progressing.

Lady Lunar may have taken some crater apes with her when she fled Farside City, or shortly thereafter. She has at least once unleashed the crater apes on both Farside and Freedom City after driving them into a state of "lunacy" with her powers. The Atom Family was able to capture and contain the rogue apes and return them to their preserve on the Moon.

Crater apes make useful minions for Lady Lunar, or other villains—such as Dr. Simian—who manage to capture and train or otherwise control some of them. Heroes visiting Farside City may also encounter them there.

CRATER APE			POWER LEVEL 5/MINION RANK 4		
Str 21	**Dex 15**	**Con 14**	**Int 2**	**Wis 12**	**Cha 7**
Skills: Climb 13 (+18), Notice 7 (+8)					
Powers: Energy Absorption 6 (Boost Strength, Limited to radiation), **Growth 4** (Permanent, Innate), **Protection 3**, **Super-Senses 2** (low-light vision, scent), **Super-Strength 1** (heavy load: 1,800 lbs.)					
Combat: Attack +2 (includes –1 due to size), Grapple +8, Damage +5 (unarmed), Defense +4 (includes –1 due to size), Knockback –6, Initiative +2					
Saving Throws: Toughness +5, Fortitude +6, Reflex +6, Will +2					
Drawbacks: Disability (mute, very common, moderate, –4 points)					
Abilities –1 + Skills 5 (20 ranks) + Feats 1 + Powers 26 + Combat 16 + Saves 9 – Drawbacks 4 = 52					

THE GRUE UNITY

The Grue Unity is an expansionist, militaristic, interstellar empire near Earth's region of the Milky Way. The expansion of the Grue has been checked somewhat by the presence of the rival Lor Republic. Still, the Grue are not about to let the Lor prevent them from achieving their destiny, which is to rule all inhabited worlds in the galaxy.

The Grue are a protean, shape-shifting species from the dark planet Gruen Prime. As they evolved, the Grue actually differentiated into different "castes" with specialized roles and intellectual capabilities to match.

Grue are disdainful of "solid" creatures with fixed forms and consider themselves inherently superior to other forms of life. They are an arrogant and xenophobic species and believe it is their manifest destiny to rule the galaxy.

The Grue expanded their Unity using their shapeshifting powers to infiltrate and take control of other civilizations they encountered until they'd amassed the power sufficient to rule openly. On occasions they simply invade and seize control of more primitive worlds. The presence of Lor mentats has limited the Grue ability to infiltrate the Republic, although there are still some Grue moles active in Lor society. Grue have also infiltrated Earth society in the past, although the full extent of their activities remains unknown.

The Grue Unity is made up of a number of client races ruled by the Grue with an iron fist and the aid of legions of soldier drones. The Unity's technology is advanced, but largely stolen or mimicked from other civilizations they have assimilated. They have faster-than-light starships, energy weapons, force fields, anti-gravity, genetic engineering, and so forth. They're particularly proud of their weapons technology, which includes a variety of nerve stimulating pain weapons and capture devices in addition to standard-issue blasters and implosion grenades.

The Grue have been interested in Earth for some time, though the first known contact occurred in 1947 when a scout craft crashed in the Desert



Southwest of North America. Since then, the Unity has sent additional scouts and other forces to Earth for various reasons. One thing the Unity knows is it has little chance to conquer Earth while its native superhumans (notably the Freedom League), the Star Knights, and the Lor Republic all watch over it. Many Grue schemes are intended to discredit or eliminate Earth's superhuman protectors so the aliens can then invade in force.

GRUE DRONE

The lowest Grue caste is made up of "drones," warriors with only limited awareness and metamorphic abilities, directed by the higher castes of their species. While drones are fully capable of acting on their own, they require the mental powers of the Meta-Mind for true coordination and initiative. Lor mentats have interfered with this coordination in the past, another reason why the Unity has been unable to launch an all-out assault against the Lor Republic.

GRUE DRONE — POWER LEVEL 3

Str 14	Dex 11	Con 14	Int 10	Wis 10	Cha 8

Skills: Notice 2 (+2), Profession (soldier or other) 4 (+4), Search 2 (+2)

Powers: Morph 2 (humanoids)

Combat: Attack +2, Grapple +4, Damage +2 (unarmed), +5 (blaster), Defense +2, Knockback –1, Initiative +0

Saving Throws: Toughness +2, Fortitude +2, Reflex +0, Will +0

Drawbacks: Disability (confused by telepathic interference, uncommon, major, –3 points)

Abilities 7 + Skills 2 (8 ranks) + Powers 4 + Combat 8 + Saves 0 – Drawbacks 3 = Total 18

GRUE METAMORPH

Over time, drones mature, develop greater awareness, and attain the metamorph level, the Grue "commissioned" caste. Metamorphs are as intelligent as humans (more, in their estimation) and have fully developed shape-changing powers, which they use to infiltrate alien cultures, preparing the way for invasion and conquest.

Metamorphs have limited telepathic abilities; they are psychic parasites, feeding on the neural energies of their prey, and learning to mimic them more effectively in turn. Grue "will drain" reduces victims' awareness of any danger, and eventually places them in a comatose state of suspension, allowing the Grue to replace them, with sufficient memories to convincingly imitate their victims.

GRUE METAMORPH — POWER LEVEL 6

Str 14	Dex 11	Con 14	Int 13	Wis 13	Cha 15

Skills: Bluff 4 (+6), Disguise 0 (+32 with Shapeshift), Gather Information 4 (+6), Notice 4 (+5), Search 4 (+5), Sense Motive 4 (+5), Stealth 4 (+4)

Feats: Improved Initiative

Powers: Comprehend 2 (languages), **Drain Wisdom 1** (Alternate Save: Will, Slow Fade 6: one day), **Mind Reading 6** (Touch Range), **Shapeshift 6**

Combat: Attack +6, Grapple +8, Damage +2 (unarmed), +5 (blaster), Defense +6, Knockback –1, Initiative +4

Saving Throws: Toughness +2, Fortitude +4, Reflex +4, Will +4

Abilities 20 + Skills 6 (24 ranks) + Feats 1 + Powers 61 + Combat 24 + Saves 9 = Total 121

THE META-MIND — POWER LEVEL 14

STR	DEX	CON	INT	WIS	CHA
+16	+0	+8	+15	+16	+7
42	11	26	40	42	24

TOUGHNESS	FORTITUDE	REFLEX	WILL
+18	+14	+4	+18

Skills: Bluff 8 (+15), Computers 6 (+21), Concentration 8 (+24), Diplomacy 6 (+13), Gather Information 8 (+15), Intimidate 6 (+13/+21), Investigate 8 (+23), Knowledge (all) (+15), Notice 4 (+20), Sense Motive 6 (+22)

Feats: Jack-of-all-Trades, Second Chance (Will saves vs. mental powers)

Powers: Comprehend 2 (languages), **Growth 16** (Permanent, Innate), **Incorporeal 1** (fluid, Permanent), **Mental Blast 12** (Limited to touch range with non-Grue), **Morph 5** (any form), **Protection 10** (Impervious 6), **Telepathy 20** (Limited to touch range with non-Grue)

Combat: Attack +4 (includes –8 due to size), Grapple +40, Damage +16 (unarmed), Defense +4 (includes –8 due to size), Knockback –28, Initiative +0

Abilities 77 + Skills 15 (60 ranks) + Feats 2 + Powers 145 + Combat 44 + Saves 12 = Total 295

THE META-MIND

The pinnacle of Grue development is the Meta-Mind, the supreme leader of the Unity. It is made up of the brain-clusters and bodies of numerous Grue, merged together into a single collective being. The Meta-Mind still possesses protean traits, but is too massive to mimic most creatures. More important are its formidable mental powers, gained from the fusion of many minds. Fortunately for the cosmos, the Meta-Mind's powers are limited to physical contact when dealing with non-Grue. It is able to mentally communicate with and coordinate Grue across the universe, making it the true intelligence of the species. The Meta-Mind drives the Unity's plans for conquest and expansion. In many ways, it *is* the Unity.

ROGUE GRUE

The Grue are telepathically linked as a species through the Meta-Mind. Even Grue metamorphs have only a limited sense of independent identity apart from the Unity. On some rare occasions, "rogue" Grue develop with completely independent personalities, most often after telepathic interaction with some alien mind. The Grue liken these rogues to cancers within the "body" of the Unity. They are usually hunted down and assimilated as soon as possible.

A few Grue rogues have been able to avoid this fate, including Pseudo of the Freedom League and the Meta-Grue (see **Chapter 5** and **Chapter 6**). Some rogue Grue (like Pseudo) have hopes of granting their entire race independent awareness and the ability to make their own moral choices (hopefully peaceful ones) while others, like the Meta-Grue, have ambitions of replacing the Meta-Mind as absolute ruler of the Unity.

THE LOR REPUBLIC

The Lor Republic is a star-spanning civilization in the Milky Way, including hundreds of worlds. The most startling thing about the Republic is its dominant species is human! The Lor are descendants of humans taken from Earth tens of thousands of years ago by the Preservers and relocated to a world they call Lor-Van. A number of human settlements were estab-

LOR SOLDIER — POWER LEVEL 5

Str 13	Dex 12	Con 12	Int 10	Wis 10	Cha 10

Skills: Climb 4 (+5), Intimidate 2 (+2), Knowledge (tactics) 4 (+4), Notice 2 (+2), Pilot 4 (+5), Profession (soldier) 4 (+4)

Feats: Equipment 4

Equipment: blaster (+5 damage), armor (+4 Toughness)

Combat: Attack +5, Grapple +6, Damage +1 (unarmed), +5 (blaster), Defense +5, Knockback -0, Initiative +1

Saving Throws: Toughness +5 (+1 without body armor), Fortitude +4, Reflex +1, Will +1

Abilities 7 + Skills 5 (20 ranks) Feats 4 + Powers 0 + Combat 20 + Saves 4 = 40

LOR MENTAT — POWER LEVEL 6

Str 10	Dex 12	Con 12	Int 13	Wis 15	Cha 12

Skills: Concentration 8 (+10), Diplomacy 6 (+7), Notice 4 (+5), Profession (mentat) 6 (+7), Sense Motive 8 (+10)

Powers: Super-Senses 1 (mental awareness), plus choose one of:
- **Telekinesis 4** (Perception Range, Alternate Powers: **Blast 6**, **Flight 6** (500 MPH), **Force Field 6**)
- **Telepathy 6** (Alternate Powers: **Illusion 3** [all senses, Phantasms, Selective], **Mental Blast 3**, **Mind Control 6**)

Combat: Attack +3, Grapple +3, Damage +3 (mental blast) or +4 (telekinetic blast), Defense +5, Knockback -0, Initiative +1

Saving Throws: Toughness +1, Fortitude +2, Reflex +4, Will +8

Abilities 14 + Skills 8 (32 ranks) + Powers 16 + Combat 16 + Saves 10 = 64

lished on other worlds in the galaxy, some of the human stock genetically altered to adapt to the new environments.

The Lor are the most advanced of these races. They began exploring space when the Sinking claimed Atlantis and Lemuria, and discovered faster than light travel before Europeans discovered America. In the centuries since, the Lor have been steadily expanding into space, usually encountering less developed races—some of them human as well—and absorbing them into their vast Republic.

The Lor learned of Earth decades ago when they encountered the Terran Daedalus, who was exploring the galaxy in his ship, the *Icarus*. Lor contact with Earth has been limited, given the number of superhumans there. For the time being, the Republic has declared Earth off-limits as a "developing world." Once humanity is advanced enough, they might be considered for membership in the Republic.

The Lor summarily reject the theory first put forth by Daedalus when he encountered them: that their race originated on Earth. Instead, many Lor believe Earth is a lost colony from what they call the First Age, when another legendary Lor Republic ruled the stars. The Lor are somewhat superior in their attitude toward what they deem "developing" species, although they are fascinated by the diverse powers demonstrated by Earth's superhumans. What disturbs them is how often Terran superhuman powers vastly exceed the abilities of Lor mentats.

Lor are virtually identical in appearance and biology to humans, and interfertile with them, so many Lor can easily pass as Terrans. They have a somewhat different range of hair and eye pigmentation. White, gray, deep red, and even blue or green hair are all common. Amber, tan, and violet eyes are known, in addition to the normal human ranges of colors. Skin tone ranges from pale to deep brown (depending on the area of Lor-Van where a particular Lor's ancestors hail from).

Mixing with other humanoid races within the Republic has diversified the human genotype in the Republic. No skin tones or cosmetic distinction are left unturned, as one can meet humans with antennae (the hive-minded Dotrae) to green or blue-skinned humans with gills, webbed hands, and feet (the amphibious Pisceans). The races of the Republic have no prejudices regarding pigmentation or ancestry—they only insist on "genetic fitness." Psionic ability is prized and bred for, although the precise genetic basis of it (if any) is not yet fully understood.

The political organization of the Republic resembles the Roman Empire on Earth in many respects. A Senate represents the interests of all member worlds. A Supreme Praetor holds executive power, elected by the Senate for life. Citizens have a great deal of personal freedom, although loyalty to the Republic is expected and enforced. The Lor prize martial virtues along with intellectual ones, and they honor their great military leaders as heroes. The Republic no longer expands through conquest, however, and is, for the most part, at peace.

Lor technology is highly advanced. They have faster-than-light starships, energy beam weapons, anti-gravity, limited teleportation, energy transfer and transmission, force fields, and similar devices. Some of their technology came from reverse-engineering ancient Preserver devices, but most has been developed or acquired in the conquest of other worlds.

The primary rival of the Republic is the Grue Unity, and the two have warred over dominance of this galaxy for centuries; the past 40 years of fragile peace created a state of détente, but recent activities have awakened old grudges. The Republic has also faced challenges from various "barbarian" worlds and small encroaching empires. The most successful and aggressive of these is the Stellar Khanate, which was defeated only with the aid of the Earth hero Daedalus and the Order of the Star Knights.

THE STELLAR KHANATE

Beyond the borders of the Lor Republic are various "barbaric" worlds. Some are primitive, developing societies, left alone by the Lor. Others have spaceflight capabilities of their own and band together into loose (and often temporary) alliances. These worlds are like wolves at the door of the Republic, fended off by the Lor space-fleet and the cunning of Lor diplomats (and mentats). Most such barbarian empires are of little concern.

This led the Lor to underestimate a war-leader called Khana, the queen of a small alliance of worlds with considerable ambition. More importantly, it led them to underestimate her son and successor, Kinan Khan (see **Star-Khan** in **Chapter 6**). A military genius, the Star-Khan turned a ramshackle collection of worlds on the fringe of the Republic into a military force without peer. It's likely he would have conquered the Lor in his first great war against them, if not for the intervention of Daedalus and the Star Knights.

After a crushing defeat, it has taken years for the Stellar Khanate to recover, and the Lor Republic is not so likely to underestimate Kinan Khan again. Agents of the Republic keep a close watch on the Stellar Khanate for signs of further aggression. For the time being, the Star-Khan has chosen the velvet glove of diplomacy over the iron fist of conquest, but only to buy time as he rebuilds, hatches new plans, and plots his revenge against those who have tried to deny him his destiny.

The Stellar Khanate is a patchwork collection of worlds, many of them conquered and occupied by the Star-Khan's forces. The Khanate's technology is roughly equivalent to that of the Republic, but tends to be older and in a poorer state of repair. Oftentimes, Khanate worlds must make do with whatever is available to them, and feature a strange mix of technologies alongside primitive and even barbaric conditions. For example, gladiatorial games and blood sports are popular on many Khanate worlds, and pirates, smugglers, and other criminals often find a haven there, so long as they don't cross the Star-Khan or his lieutenants.

THE STAR KNIGHTS

Sword and shield, Star Stone's light,
shining beacon in our fight,
for justice, honor, truth, and right,
evil beware – the true Star Knight!
– The Star Knight Oath

The Order of the Star Knights began centuries ago on a distant world now known as Citadel. The entity Mentor is a vast neural-mapped cybernetic computer network programmed with the knowledge and experiences of hundreds of thousands of beings; in essence, the sum total of an entire city's worth of minds linked together to achieve a collective intelligence. Many suspect Mentor is a creation of the Preservers, like many fantastic artifacts throughout the galaxy, but it remains silent on the matter of its origins. Mentor possesses vast intelligence and experience, along with direct control over incredibly advanced technological facilities and a nearly limitless power source. Fortunately, it also has a deep sense of fairness and justice.

When the Lor first achieved interstellar spaceflight centuries ago, the Grue often blasted them out of the stars rather than have any rivals for the space lanes. Mentor detected these conflicts, assessed the actions of both star-faring races, and saw there would be a need for agents to maintain order and protect innocents from harm out among the stars.

Mentor began recruiting intelligent and brave beings, using robotic messengers to ferry potential recruits to Citadel, where it began training the first Star Knights. Coming from a variety of worlds across the galaxy and representing a diverse range of species, Mentor first taught its recruits to respect the diversity among them and conquer any prejudices they previously held. Once their training was complete, Mentor equipped each with an advanced suit of armor, with offensive and defensive capabilities and the ability to fly through interstellar space. The Star Knights were charged with preserving peace, order, and justice in the galaxy.

The Lor Republic quickly acknowledged the authority of the Star Knights after witnessing them in action, and most other civilized worlds in the galaxy do so as well. The Star Knights make it a point not to interfere in the internal affairs of other worlds. They rarely go where they are not wanted and concentrate on dealing with natural disasters, interstellar crime, and similar menaces. They also protect developing worlds from outside exploitation and conquest. The Grue Unity considers the Star Knights adversaries, although they respect the Knights' abilities and only challenge them when they feel numbers are in their favor.

There are currently thousands of Star Knights throughout the Milky Way galaxy, but they're still spread quite thin, and multiple Star Knights are only seen together in times of great crisis. Each Star Knight is quite independent and expected to handle matters largely on his or her or its own.

Each Knight wears an advanced suit of technological armor that draws power from the Star Stone, the glowing, multifaceted crystal floating in the heart of Mentor's complex on Citadel. The Star Stone contains seemingly inexhaustible extradimensional energy and may be related to the Moonstone found in Farside City. The Grue have sought to kill Star Knights for centuries to claim their armor and study it, but whenever a Knight is killed, the armor automatically returns to Citadel (often bringing the corpse with it).

A Lor Star Knight, A'Lan Koor, was stationed on Earth for a time. A member of the Freedom League in the late 1960s and most of the 1970s, he was known to Earth simply as "Star Knight." He eventually returned to space and has risen to membership of the Inner Circle that administers the Order of Star Knights. He is considered a candidate to have his memories incorporated into Mentor upon his biological death, although that is not expected for many cycles.



In its long history, only one Star Knight has ever turned against the Order. Rojan Lhar betrayed the Star Knights and attempted to seize control of the Star Stone. He failed but managed to escape, despite the efforts of Mentor and his fellow Star Knights. A'Lan Koor pursued Rojan—who became known as "Blackstar"—to Earth and the two became implacable foes. Years after his betrayal, Rojan was captured and Mentor stripped him of his armor, sentencing the rogue to life imprisonment on an isolated asteroid, although he has since escaped to plot his revenge (see **Chapter 6**).

Recently, Mentor has chosen an Earth woman, Maria Montoya, to become the new Star Knight for Earth's sector of space. Sri Montoya helped to fend off a Grue invasion of Earth and is a member of the Freedom League (see **Chapter 5**).

STAR KNIGHT — TEMPLATE

Skills: Diplomacy 4, Knowledge (civics) 4, Sense Motive 4

Feats: Fearless

Powers: Device 25 (Star Knight armor, 125 points)
Star Knight Armor: **Blast 10**, **Comprehend 2** (languages), **Deflect 9** (all ranged attacks), **Enhanced Strength 15**, **Flight 8** (2,500 MPH), **Immunity 10** (life support, starvation and thirst), **Protection 10** (Impervious), **Space Travel 10**, **Super-Senses 4** (communication link, direction sense, low-light vision, radio), **Super-Strength 4** (heavy load: 6 tons)

Cost: 104 power points

WORLDS BEYOND

In mystical parlance, Earth—indeed the entire material universe—is but one "sphere" of existence. There are "higher" and "lower" spheres as well, magical dimensions where entities out of human myth and imagination reside. It's debatable whether or not these beings—gods, heroes and demons, dreams and nightmares—existed before humanity or arose out of human imagination and worship. In either case, they and their realms are quite real and capable of interacting with the material world.

Among the myriad dimensions of existence are the realms of the different mythological pantheons, such as Mount Olympus, home of the ancient Greek gods, and Guinee, the Island Beneath the Sea, home of the Voodoo loa. Numerous other godly realms exist, alongside various netherworlds and hells where demons and devils can be found.

Some dimensions serve as power sources to be tapped by mystics and mages from a thousand different worlds, each attributing the powers to some conceptual being that may or may not actually exist, and may not particularly care how its power is used.

Actual magical beings from other dimensions—be they gods, demons, spirits, or something else entirely—rarely interact with life on Earth. Many are barred by various agreements among the higher (or lower) spheres, but often the distance and problems of traversing the dimensional gulfs keep them away from Freedom City and Earth. They can still reach the material world, but only if they expend a great deal of energy or are specifically summoned to the material universe. Heroic magicians like Eldrich, Earth's Master Mage, safeguard people against invaders from other spheres.

THE COSMIC COIL

Mystic adepts call it the Veiled Road, the Winding Way, and the Paths of the Magi. The Serpent People call it the Cosmic Coil, while to the Brotherhood of the Yellow Sign it is the Maze of Madness, the path to the Unspeakable One, the all-devouring chaos at the center of existence. They all describe the mysterious pathways between dimensions, particularly to other worlds of magical power.

The Cosmic Coil winds its way between and around all the spheres of existence, a way of reaching other worlds for those who know how to walk its twisted paths. Such journeys may be short or long (sometimes varying from one journey to the next0, but they are always risky, even for adepts of the mystic arts.

BATTLE BRUTES (THE WAR-BORN)

Their origin is lost in the mists of some distant world. Mystic adepts know magicians forged the constructs called Battle Brutes as warriors in a long-forgotten war. The so-called "War-born" were the ideal soldiers: feeling no pain, fear, pity, or compassion. They existed solely to destroy the enemy and they did their job well, all too well.

When the war had devastated their world, the Battle Brutes turned on their creators. Their existence since has been one of never-ending conflict, destroying anything in their path. It is said they will only stop when everything has been destroyed and there is nothing left in all the cosmos.

THE DARK LORDS OF THE NETHERWORLDS

Many of the dimensions beyond Earth's plane are "netherworlds." Each dimension in the Cosmic Coil has a Master Mage, its most powerful and skilled adept of the mystic arts. In some dimensions (such as Earth's), the Master Mage is a responsible guardian of order. In many others, the Master Mage is driven by a lust for power, or else corrupted by the power of the office, imposing his or her will on the very fabric of reality. In time, the dimension becomes a netherworld and its Master Mage becomes a Dark Lord.

The netherworlds are places where magic reigns supreme and physical laws are largely matters of convenience, existing almost entirely at the whim of its ruling Dark Lord. The orderly nature of reality gives way to chaos, shaped at the will of the netherworld's ruler. Netherworlds tend to take on the character of their ruling Dark Lord, reflecting personal preferences and idiosyncrasies.

Dark Lords often war against each other as they seek to expand their domains. Netherworlds can engulf and swallow each other, or be sundered by internal strife, particularly if another powerful sorcerer rises to challenge the ruling Dark Lord. The Dark Lords have only ever cooperated once in their known history, and it would take a similar threat to force them to band together once more.

The most infamous of Dark Lords is Una, the ruler of the largest and most extensive netherworld (simply known as "the Netherworld" by inhabitants of Earth). She is a long-time foe of Adrian Eldrich, Earth's Master Mage, and would like nothing more than to humble him and to add Earth to her realm. See **Chapter 6** for more on Una the Unrelenting and her domain.

Long ago, the Dark Lords of the Netherworlds united for the first and only time to pen the Battle Brutes behind mystic barriers and keep them from spreading to other worlds. Although the spells containing them have weakened on occasion, the War-born have always been returned to their interdimensional prison.

BATTLE BRUTES			POWER LEVEL 6/MINION RANK 5		
Str 24	**Dex 10**	**Con –**	**Int –**	**Wis 10**	**Cha –**
Powers: Immunity 30 (Fortitude), **Protection 8** (Impervious), **Regeneration 23** (recovery bonus +9, all conditions 1/minute, resurrection 1/hour)					
Combat: Attack +5, Grapple +12, Damage +7 (unarmed), Defense +5, Knockback –8, Initiative +0					
Saving Throws: Toughness +8, Fortitude –, Reflex +0, Will +0					
Abilities –16 + Skills 0 + Feats 0 + Powers 61 + Combat 20 + Saves 0 = Total 65					

THE ASTRAL PLANE

The astral plane is a dimension closely parallel to the material world and extending throughout the known dimensions of the Cosmic Coil. It is a realm of mind and spirit, made up of ectoplasm, a psychic substance analogous to matter, but more malleable and responsive to mystic and psychic forces.

The near astral plane touches upon many different dimensions, allowing astral beings to see and hear things occurring in the material world, and even to interact to a limited degree.

The deep astral plane is a conceptual realm of floating pockets of ectoplasm in a psychedelic void. It is filled with drifting "islands," disembodied eyes or mouths, roads or paths (some of which form part of the Coil), and other icons or images. Some astral imagery is dictated by the psyche of the traveler, since ectoplasm responds to thoughts and emotional impressions.

Visitors most commonly reach the astral plane through psychic or magical means, particularly the Astral Form power, creating a temporary body for the psyche out of ectoplasm. Physical transference or visits to the astral plane are less common, and more dangerous, since it is possible to become lost in the misty astral depths, unable to return to the material world.

THE DREAM DIMENSION

Also known as the Dreamlands, the Vale of Sleep, and the Dimension of Nightmares, the dream dimension is formed by the collective unconscious of all sleeping (and, to a degree, waking) minds. It is a place of thought and imagination, where dreams are reality, and everything ever imagined exists somewhere.

Like the astral plane, which it touches upon, the dream dimension has "near" and "far" or "deep" regions. Each intelligent being has its own region of the dimension, a personal dreamscape created by that individual's mind. The personal dreamscape blends into and eventually gives way to the vast and collective vista of the dream dimension, what psychologists call the collective unconscious and mystics know as the deep dreaming.

Also like the astral plane, outsiders usually visit the dream dimension in psychic or spiritual form, most often while sleeping, leaving the material body in the physical world while the psyche roams the vistas of dream. While events in the dream dimension (particularly in the personal dreamscape) are "just dreams," they can have real effects. This is particularly true of encounters in the deep dreaming, where entities of great power and influence are sometimes found.

The inhabitants of the dream dimension are as diverse as the imagination, although they have varying degrees of reality and independence. Some are little more than phantasms, figments of the imagination, while others have an existence predating humanity. The Dreamlands are home to the dreaming selves of Serpent People, ancient scions of that race who exist now in eternal sleep in the material world, their minds free to roam the Vale of Dreams. There are also many cats in the dream dimension, since cats spend so much time asleep, moving between the dreaming and waking worlds.

FREEPORT

Freeport is a city on an island chain in the midst of a vast ocean. Freeport is a pirate city, a freewheeling port where almost anything goes and few questions are asked. Magic is commonplace, but technology is only just starting to reach the level of Earth's Age of Exploration (with primitive alchemical gunpowder weapons and glassmaking). Dwarves, elves, goblins, and other creatures reside there alongside human pirates and buccaneers.

Freeport apparently lies at a kind of dimensional crossroads, perhaps because its island chain was once part of the ancient empire of the Serpent People, destroyed in a cataclysm much like the sinking of Lemuria on Earth. Flotsam and jetsam from other worlds are sometimes washed up on Freeport's shores, and some visitors to the city come from much further away than the mainland continent.

The primary parallel between Freeport and Freedom City is the Brotherhood of the Yellow Sign, which exists in both worlds. It's possible the Serpent People originated on one world and migrated to others via the Cosmic Coil or their existence on many worlds is simply a matter of parallel development. In either case, the Brotherhood has attempted to bridge the dimensional gulf on occasion to cooperate with their counterparts on other worlds. Heroes from Freedom City may work with adventurers from Freeport to stop a Brotherhood plot to smuggle modern technology to Freeport or to bring magical creatures and items from Freeport to Freedom City. Serpent People attempts to summon the Unspeakable One threaten all creation rather than just one world.

GUINEE, THE ISLAND BENEATH THE SEA

At the bottom of a vast interdimensional ocean lies Guinee, the island home of the loa, gods of Voodoo. Although it is described as an island, the territory covered by Guinee is vast, and difficult to map in three-dimensional terms. The rulers of the domain of the loa are the great serpent gods Damballah and Ayieda, the white snake and the rainbow serpent. They are the most ancient of their kind, and have spiritual ties to the Serpent People on Earth, although they no longer receive worship from them.

Although the loa interact with humanity more often than other ancient gods, they still observe restrictions on their interference in human affairs. Currently, the loa observe the struggle between Siren and Baron Samedi to determine the fate of future relations with humanity. Baron Samedi maintains that mortals are innately corrupt, and fit as nothing more than the hosts and playthings of the powerful loa. Siren champions the human spirit and potential, advocating partnership and cooperation. Although their struggle has been going on for years, the loa are timeless and patient, willing to let things play out.

MOUNT OLYMPUS

In the soaring interdimensional heights stands Olympus, home of the ancient Greek pantheon. It was once firmly connected with Earth at a dimensional nexus point atop the physical Mount Olympus in Greece, but that portal has been closed and now opens only at the gods' will from their home.

The Olympians were once quite active in mortal affairs. They created mortal champions, and granted immortality to the inventor Daedalus (see **Chapter 5**). They also interfered in wars, politics, and other matters. Eventually, the Olympians, like other ancient gods, entered into an agreement to leave humanity to make its own choices and progress in its own way, although the gods do still appear among mortals from time to time. Zeus still reigns as king of the gods, his wife Hera at his side. The most common Olympians to interact with mortals are Hermes and Hades. Hermes, swift messenger of the gods, carries Zeus' decrees to those mortals still willing to listen. A trickster and a thief, Hermes also sometimes slips away from his duties for some fun in the mortal world. He has challenged speedsters like Johnny Rocket to prove their mettle against him in the past.

Hades, dark lord of Tartarus, simmers with resentment at the restrictions placed upon him by his younger brother Zeus. He has sought to conquer or influence Earth in the past, and particularly wishes to claim the immortal soul of Daedalus, who has thwarted and defied him over the centuries. Hades is forbidden to directly interfere on Earth, but operates through various pawns and underlings. See **Chapter 6** for more information.

SHATTENWELT, THE SHADOW WORLD

There is a dimension of darkness, dubbed *Shattenwelt* ("shadow-world") by the Thule Society in Nazi Germany. It is a realm of endless, inky blackness; not just the absence of light, but darkness made manifest. The Shattenwelt is a source of power for wielders of its dark energies, in particular the Nazi super-soldier Nacht-Krieger. Some sorcerers call upon the Shadow World for power, but such power comes at a price.

The darkness of Shattenwelt has a predatory, life-draining nature. It is almost alive, and "hungers" for light to consume, including the "light" of living souls. So far as anyone knows, such victims are snuffed out by the eternal darkness, consumed by nothingness and oblivion. Mystic texts describe forbidden rituals for sacrificing souls to the Shadow World for power, or even exchanging one's own soul for pure darkness, becoming a conduit for the power of shadow.

There is some evidence of a connection between certain undead creatures and the Shattenwelt, particularly life-drainers like vampires and "unliving shadows." Thule necromancers used its power to animate zombies, and Thule adept Wilhelm Kantor used the power of the Shattenwelt to endow Nacht-Krieger with his shadow-powers (see **Chapter 6** for more information).

TARTARUS AND THE INFERNAL DIMENSIONS

Tartarus is the dark realm ruled by the Greek gods Hades. There the souls or psychic forms of the dead reside in eternal torment for sins committed in life. They include Sisyphus, who eternally rolls a massive stone up a hill, only to have it tumble back down again, and Tantalus, immersed waist-deep in water, but forever unable to drink.

Tartarus is one of a vast number of infernal dimensions, ruled by various powerful magical beings. Some are quite similar to hellish afterlives described in human myth and legend, their rulers analogous to demons and devils. The common element in these infernal realms is the presence of tormented souls, which apparently grant power to the dimension's ruler. Some mystics liken the rulers of these dimensions to psychic parasites, feeding upon the souls they collect.

Fortunately for humanity, infernal forces are constrained from intervening directly on Earth for the most part. It is difficult for them to climb "up" out of the dimensional abyss where they are found, for one thing. Plus infernal forces are limited by ancient pacts, oaths, and spells woven in prehistoric times. Thus most of these fiends can only tempt and bargain for the souls they crave. Still, they find more than a few willing victims.

Earth's Master Mage is charged with the task of protecting the world from infernal influences, and the Lords of the Fiends would love nothing more than to see this primary obstacle removed from their path, allowing them free rein amongst mortals.

OTHER-EARTHS

Heroes in Freedom City have known of parallel and alternate Earths ever since Centurion learned of his true origins on one such world. Heroes have visited a number of these "other-Earths" over the years, and occasionally, people from those worlds have visited Freedom City as well.

Parallel Earths all exist in the same space as Freedom City's Earth (often known as Earth-Prime in heroic parlance), but they vibrate at different dimensional frequencies. Certain vibrations can bridge the gap: super-speedsters like Johnny Rocket have done it (although not very reliably) and various super-science devices and magic spells can open portals between worlds.

ANI-EARTH

Definitely *not* to be confused with Anti-Earth (see the following), Ani-Earth is a cartoon-like parallel world inhabited by anthropomorphic animals, including analogs of some of Freedom City's heroes and villains. In particular, Furrin City is protected by the Furry League, including Captain Thunderkat, Johnny Rabbit, Dr. Metropimouse, Bunny Liberty, Duck Daedalus, Sea-Otter, Ms. Corbie, and Morphamoose (renegade from the alien Gnu Unity).

Humans were entirely unknown on Ani-Earth until the Atom Family visited there a few years ago. Since then, contact has been (fortunately) limited, although Quirk did once switch the bodies of the Furry League with the Freedom League until the two teams were able to figure out a way to switch things back. The Snake People on Ani-Earth also tried to forge an alliance with the Serpent People on Earth-Prime (snakes on Ani-Earth are *always* untrustworthy). The heroes of both worlds managed to thwart the attempt.

ANTI-EARTH

Anti-Earth (as Johnny Rocket dubbed it) is a parallel Earth virtually identical to the home of the Freedom League in some ways and radically different in others. Johnny Rocket stumbled upon Anti-Earth accidentally after using his super-speed vibration powers to escape from one of the Maestro's sonic traps. While he soon returned to his own Earth by reversing the vibrations, the inhabitants of Anti-Earth learned of the existence of other worlds.

The key difference between Anti-Earth and Earth is the heroes on Earth are villains on Anti-Earth while most of Earth's villains don't exist at all (having been eliminated by their more ruthless foes). Anti-Earth seems to be a place where evil and corruption reign and the innocent are not only downtrodden, but few and far between. It's a dark, grim, dangerous place, especially now that its super-criminals know of the existence of parallel worlds.

On Anti-Earth, Empire City is the domain of the Tyranny Syndicate, an evil version of the Freedom League (see **Chapter 6**). They extend considerable influence all across the American continent, and Michael O'Connor is just one of their political puppets. Police Commissioner Al Driogano struggles against corruption in the city, but to no avail, faced with wily Mob bosses like the ruthless "Barb" Kane.

The only real hero on Anti-Earth is Mind-Master, a lone immortal struggling to bring light into the darkness of so many lives. Rumors of the Syndicate facing apparently moral and upstanding versions of themselves from a parallel Earth have given Mind-Master a measure of hope. If he can use some of the advanced technology at his disposal, and acquire the necessary information from the Tyranny Syndicate's files,

then he may be able to find allies to help him topple Anti-Earth's corrupt rulers.

Naturally, a visit to (or from) Anti-Earth wouldn't be complete without evil versions of the player character heroes. Gamemasters should feel free to create alternate versions of the PCs as major villains on Anti-Earth, perhaps in place of (or as members of) the Tyranny Syndicate.

EARTH-APE

Similar in some respects to Ani-Earth (previously), Earth-Ape is a world where humans are replaced by other primates: apes, gorillas, monkeys, and so forth. The greatest heroes of Earth Ape are the champions of Simian City, the Primate Patrol, including Iron Monkey, Chimpanzoom, Elastigibbon, Brainiape, and Metamorph.

Heroes first encountered Earth-Ape during the Time of Crisis when Omega attempted to destroy the multiverse. The plans of Earth-Ape's Dr. Simian (their greatest criminal mastermind) were thwarted and the destruction of the world averted, helping to maintain the integrity of reality. Since the revelation of Dr. Simian's criminal nature, the Primate Patrol has redoubled their efforts to do good in Simian City and is always willing to offer their friends from Earth-Prime a helping hand (or prehensile tail, as the case may be).

ERDE: DAS WELTREICH

On Erde (German for "Earth"), the Axis powers won World War II. Among other things, they quickly wiped out all superhumans not loyal to the Axis cause. Their bodies were dissected and used in programs to engineer the new "Master Race." Once Europe fell, the Americas and Asia soon followed. Many American cities lie in ruins, and virtually the whole world is under martial law.

There is hope, however. Heroes visiting Erde during the Time of Crisis helped free Dr. Tomorrow, who originally came from this world, the product of a Nazi breeding program. Dr. Tomorrow's genius devised a weapon to disable the Nazi cybernetic war-machines, giving the American Resistance a fighting chance against the World-Reich. Most of North America is already free of Nazi occupation, and rebellion is spreading, but the fight isn't over yet. The Nazis still have their *Übermenschen* super-soldiers, while superhumans are vanishingly rare among the Resistance. Still, now they know of other Earths where some other superhumans may be found.

TERRA-ROMA

Centurion's home world was not the only alternate Earth where the Roman Empire did not fall. In the late 1940s, the Centurion encountered Terra-Roma ("Earth-Rome"), a similar world, which he initially took for the world of his birth. On Terra-Roma, the Eternal Republic of Rome rules the world, although the empire has given way to an elected Senate and Praetor, complete with separation of powers. Terra-Roma's science is also quite advanced, having never suffered a long Dark Age to retard progress. However, Terra-Roma has no superhumans, unlike Earth-Prime and various others.

Fortunately for Freedom City, Roman technology was sufficient to return Centurion to his adopted home, after he aided the people of Terra-Roma against "barbarians" who turned out to be an advance force from the Terminus. Centurion came to Terra-Roma's aid on other occasions and even brought the Freedom League there. The Terra-Romans consider Earth's heroes allies, but are in agreement with Daedalus that open contact with Earth at this time could be potentially harmful, so Terra-Roma's existence is known only to a handful in the heroic community.



THE TERMINUS

It is a cosmic void between infinite realities, a place where reality as we know it begins to break down and spiral towards oblivion. It is entropy, annihilation, the Ultimate End. Dr. Atom dubbed it "the Terminus," which is how a handful of people on Earth know it. While many Freedonians remember the Terminus Invasion, they generically think of the Terminus as some other world, like Mars, or some parallel dimension. They don't think about it—or don't want to think about it—as the embodiment of universal entropy.

The Terminus apparently exists "between" the various dimensional planes of existence. It has been likened to the flow of a river. If every universe and dimension is a stone lying at the bottom of a stream, then the Terminus is the water surrounding them, slowly wearing them smooth. Some arcane scholars liken the Terminus to the serpent swallowing its own tail, the "end" of the Cosmic Coil (if such a thing can be said to have an end or a beginning). The junior members of the Atom Family have also referred to the Terminus as "the cosmic garbage disposal," since it apparently grinds up parts of other realities. Castoff bits and pieces of other universes drift through the void of the Terminus, all of them slowly and inexorably pulled toward the Void, where they are apparently annihilated.

Still, there is life within the Terminus. Amidst the rubble and debris of shattered universes are entire worlds, some of them still inhabited. These worlds survive as best they can, some overtaken by raiders, others fending off attacks and managing to thrive. The Terminus seems to bend some physical laws, allowing worlds in slow orbit of the Void to survive without the heat and light of stars, adapting to the dim eternal red skies of the glowing Void. Some aliens have existed in the Terminus for millennia and have long forgotten their original homes.

The Terminus is also home to many strange things, either exiled from their own universes or somehow created by the weird, malleable reality of the place. The Terminus is home to alien prisoners and exiles, dead and forgotten gods, remnants of wars that destroyed universes long before ours was born, and ruins left behind by titanic races long extinct.

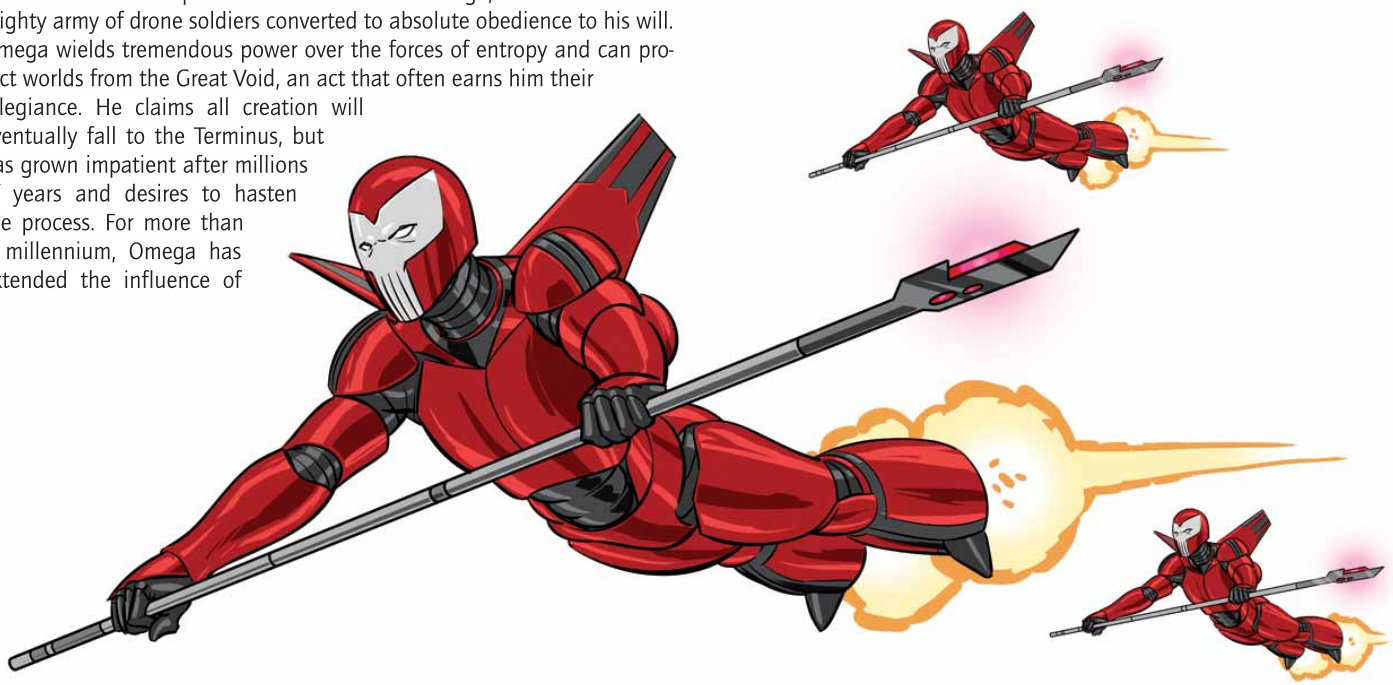
The Terminus' self-proclaimed ruler is Lord Omega, who commands a mighty army of drone soldiers converted to absolute obedience to his will. Omega wields tremendous power over the forces of entropy and can protect worlds from the Great Void, an act that often earns him their allegiance. He claims all creation will eventually fall to the Terminus, but has grown impatient after millions of years and desires to hasten the process. For more than a millennium, Omega has extended the influence of the Terminus and caused it to "consume" other realities. He has attempted to do so with Earth on previous occasions, only to be beaten back by Earth's superheroes each time.

OMEGADRONES					POWER LEVEL 6/MINION RANK 5
Str 20	**Dex 11**	**Con 20**	**Int 7**	**Wis 10**	**Cha 8**
Skills: Intimidate 6 (+5), Notice 2 (+2)					
Feats: Endurance, Fearless					
Powers: Device 4 (armor, hard to lose), **Device 3** (power pike, easy to lose) *Armor:* **Flight 3** (50 MPH), **Immunity 4** (pressure, suffocation, vacuum), **Protection 3** (Impervious), **Super-Senses 4** (communication link with Omega, darkvision, radio) *Power Pike:* **Blast 7** (Alternate Power: **Strike 7**)					
Combat: Attack +5, Grapple +10, Damage +5 (unarmed), +7 (power pike), Defense +4, Knockback –5, Initiative +0					
Saving Throws: Toughness +8 (+5), Fortitude +5, Reflex +1, Will +0					
Abilities 16 + Skills 2 (8 ranks) + Feats 2 + Powers 25 + Combat 18 + Saves 1 = Total 64					

OMEGADRONES

In the depths of the Terminus, on worlds dominated by Omega, massive factories work day and night with one purpose: to strengthen the ranks of Omega's army by creating Omegadrones. Many initially believe these factories manufacture artificial soldiers for the Lord of the Terminus, but in truth, they are where living creatures are "processed" to become Omegadrones.

When the work is done, an Omegadrone is a hulking humanoid figure clad in armor from head to toe. Stubby metallic wings protrude from the drone's back, and Omegadrone armor is equipped to allow them to fly (albeit slowly and clumsily). More feared are their power-pikes, the tips crackling with energy, which Omegadrones use to cut or blast through their targets, or to inflict agony at their master's command.



The process of creating an Omegadrone wipes the subject's mind clean and alters the body with cybernetics and genetic resequencing. The individual is destroyed, becoming another in an endless series of obedient soldiers knowing only loyalty to the Lord of the Terminus, and a willingness to fight and die as he commands.

Omegadrones make up the bulk of Omega's forces. During the Terminus Invasion, wave after wave of them attacked Freedom City, and there is no one who wouldn't recognize them now. A few scattered Omegadrones were left behind when the invasion failed. While heroes have rounded up most of them, some have fallen in with other criminals, either seeking a way to return home or a new master to obey. For a time, a rogue Omegadrone worked for the Freedom City mob until Foreshadow defeated and captured it.

X-ISLE, THE LIVING CITY

The entity known as X-Isle the Living City was formed in the aftermath of the Terminus Invasion, the same as Freedom Leaguer Dr. Metropolis and the remnant Scrap. Some speculate the same "urban elemental" force animated or formed all three beings, although none of them have anything to say about the theory. X-Isle is certainly the largest, most powerful, and most alien of the three. Fortunately, it is also separated from Earth by the dimensional gulf of the Terminus.

X-Isle is apparently made up of matter from the Terminus "imprinted" in some unknown way with the "essence" of Freedom City. This causes it to resemble downtown Freedom City. Apparently all the inert matter was restructured, in some cases down to the molecular level. However, much of X-Isle's outward appearance covers a featureless or even alien interior. Some buildings are mere façades, hollow shells on the inside, or filled with structures more reminiscent of organs than architecture. In particular, a complex series of tunnels extends throughout X-Isle's "bedrock" like a web of arteries and veins, connected to a great central chamber serving as the city's "heart" (or perhaps "brain" would be more accurate).

The Atom Family discovered X-Isle in their studies of the Terminus in the years following the invasion. At first, it appeared to be a near-perfect replica of downtown Freedom City, complete with cars, buses, and people going about their daily lives. More importantly, many of the people living there were actual human beings, unaware they were in the Terminus at all.

Upon spending some time studying the situation, the Atoms discovered the city itself was "alive." While some of the people living there were real, most were simply realistic replicants created by X-Isle, extensions of the city-island itself. Dr. Atom theorizes X-Isle feels its purpose is inhabitation, and it is incomplete without inhabitants of some kind. This is corroborated by Dr. Metropolis' description of the Living City as "lonely." However, it also appears X-Isle feeds on the psychic energies of its living inhabitants to sustain itself, like some sort of parasite.

The Atom Family showed the human inhabitants of X-Isle the truth about their existence and managed to overcome the Living City long enough to transport them back to Earth. It turned out they were all people who went missing during the Terminus Invasion, apparently abducted or pulled into the other dimension. Although they had been gone for years, they were finally able to return to their loved ones and their real lives.

Since then, X-Isle has made attempts—both on its own and in cooperation with others—to acquire new inhabitants. The city has gathered a motley collection of aliens from the Terminus under its "protection," but it seems most drawn to human life. X-Isle's occasional intrusions into Earth's dimension have drawn the attention of Dr. Metropolis and the Atom Family. The Living City shows a particular antipathy toward Dr. Metropolis. While the Freedom City hero is sympathetic toward X-Isle's plight, he is also extremely protective of "his" city and its people, and intervenes in any of X-Isle's attempts to abduct or interfere with them.

REPLICANTS

Replicants have the same game statistics as the original people they are based on, except they are synthetic (something a medical examination or the use of certain powers will reveal). They are also completely loyal to X-Isle and controlled by the Living City's central brain. Most of the time replicants operate on their own, but X-Isle can directly command them at will. You can use the game statistics of the characters in this book and the supporting cast archetypes from *Mutants & Masterminds* for replicants. Gamemasters may wish to adjust replicants' game statistics slightly to reflect their artificial nature.

ANTI-BODIES

Anti-Bodies are crude humanoid constructs formed en masse out of X-Isle's own substance, used to repel invaders and restrain or destroy anyone who enters the Living City's inner workings. They're simplistic in comparison to the replicants, but form almost instantly, whereas replicants take time to "grow."

ANTI-BODIES				POWER LEVEL 1/MINION RANK 1	
Str 13	**Dex 8**	**Con –**	**Int –**	**Wis 10**	**Cha –**
Powers: Immunity 30 (Fortitude effects), **Protection 2**					
Combat: Attack +1, Grapple +2, Damage +1 (unarmed), Defense +0, Knockback –1, Initiative –1					
Saving Throws: Toughness +2, Fortitude –, Reflex –1, Will +0					
Abilities –29 + Skills 0 + Feats 0+ Powers 32 + Combat 2 + Saves 0 = 5					

THE ZERO ZONE

If the Terminus is a realm of entropy and decay, then the Zero Zone is one of stasis and eternal stillness, forever unchanging. It is a dimension between dimensions, a realm apparently used by some to traverse the dimensions, or simply to store things or exile prisoners.

The Zero Zone is an endless vista of silvery-white mist. Cosmic flotsam drifts through it, ranging in size from small rocks to entire planetoids. Gravity is strictly a local phenomenon in the Zero Zone; larger objects have their own gravitational fields, but otherwise things simply drift aimlessly.

Vision tends to be limited, like moving through a thick bank of fog or an endless cloud. The "mist" of the Zero Zone isn't actual water vapor or any other sort of physical cloud. According to Dr. Atom, it's actually a "cloud" of probability; the further away something is, the less fixed and certain it's actual location, so a quantum "cloud" fuzzes out its shape. More distant objects cannot be seen at all.

This means the travelers' experience actually *creates* the Zero Zone to a degree. Aspects of the Zone sometimes respond to thoughts, conscious or subconscious, bringing those things to life. Scientists posit a possible connection between the Zero Zone and the astral plane or dream dimension.

In the past, the Zero Zone has been used as a place of exile and imprisonment. Centurion banished Superior here years ago, and the Freedom League also banished Omega's "Alpha-Centurion" duplicate to the Zero Zone. Alien races (some long dead) also used the Zero Zone as a prison, or simply a dumping ground. Since the Zone is influenced by thought, it can become a "heaven" or "hell" of the exile's own making, depending on factors like strength of will and length of banishment. Visitors have found some "pocket" realities within the Zero Zone formed in this way.

CHAPTER 5: FRIENDS OF FREEDOM

Freedom City has been called "the city of heroes," home to more of the world's superheroes than anywhere else. While some have claimed that these costumed crimefighters have endangered Freedom City with their presence—going outside the law and attracting the attention of their criminal counterparts—few can deny that Freedom City's heroes have saved it, and the world, countless times. The heroes described in this chapter are part of the modern age of superheroes, although many of them have roots in ages past. Now the heroes of Freedom City wait for your heroes to join their august ranks.

The chapter details the three main superhero teams in Freedom City first—the Freedom League, the Atom Family and Next-Gen—followed by a few solo heroes active in the city.

THE FREEDOM LEAGUE

The Freedom League is Freedom City and the world's premier superhero team and has been for decades. The current team is technically the third incarnation of the Freedom League, and the largest by far of any of the previous teams.

The original Freedom League was founded after the Greek god Hades attempted to invade Freedom City with an army of the undead as a means of striking at Daedalus and making a play for domination of the world of the living. A group of heroes, including Daedalus, Centurion, the second Lady Liberty, Pseudo, and the second Bowman, banded together to stop Hades' plans. They decided to remain together as a group, using a downtown mansion owned by Fletcher Beaumont (the first Bowman) as their headquarters. During the 1960s and '70s, they fought a variety of menaces, and became known as the world's greatest heroes.

The League began to drift apart in the 1970s, with some members departing its ranks. Raven retired from superheroism due to injuries sustained fighting against Dr. Sin. Lady Liberty's powers began to fade. Black Avenger quit after many disputes over the League's focus. Scarab died saving the League from the Scions of Sobek. Daedalus, weary of the never-ending battle, decided to leave Earth to explore the stars.

By the 1980s, the League's ranks were diminished. Efforts were made to add new heroes to the team, but they were younger, and less experienced. They didn't always mesh well with older heroes like the Centurion. The team's performance suffered, and then League members Halogen and Tectonic died fighting the ruthless Katanarchists. In the face of growing public mistrust of superheroes, Centurion disbanded the Freedom League, to prevent any further deaths on his conscience.

When Omega's forces invaded Freedom City in 1993, some former members of the Freedom League banded together with new heroes to help fight off the invasion. After Omega's defeat and the death of the Centurion, these heroes decided to revive the Freedom League. They built Freedom Hall on the site of the old Beaumont Mansion in downtown Freedom City, and soon the Freedom League was again renowned as the world's greatest defenders of peace and justice.

Another invasion changed the character of the League. Former Freedom Leaguer Pseudo came to Earth to warn of an invasion by his race, the Grue. He had the assistance of Maria Montoya, Earth's new Star Knight. Marshalling Earth's heroes, the Freedom League was able to root out the Grue infiltrators trying to weaken Earth's defenses and fend off the alien invasion fleet long enough for a group of psychics and mystics to defeat the Grue Meta-Mind. Still, the victory was a narrow one and the invasion might well have succeeded if not for Pseudo's intervention.

So the League decided to expand its operations. Daedalus, Pseudo, and Star Knight, with the assistance of other League members, constructed an orbiting satellite headquarters for the team and the League sent out invitations to heroes around the world to join its ranks. No longer would the Freedom League operate solely out of Freedom City. Instead, they would protect the world from any threat, monitoring the situation from high above, the Earth's first line of defense.

THE LIGHTHOUSE

The Lighthouse is the Freedom League's main headquarters, a self-contained satellite in high Earth orbit, accessible by either spaceplane or dedicated "teleportals" on Earth. This provides the Lighthouse with considerable security in addition to making it Earth's first line of defense against any danger from outer space.

The Lighthouse was designed by Daedalus, based on designs the Star Knights use for their deep space and orbital facilities, and supplemented with alien technologies Daedalus studied during his years in space. The Freedom League funded and built it using their resources (including the personal fortunes of Daedalus, Raven, and Bowman). The League applied for and received permission from the United Nations and UNISON to operate the Lighthouse in Earth orbit, although the approval of the world's nations was by no means unanimous.

The cylindrical satellite has several decks, including a hangar deck for the Pegasus spaceplanes, an observation deck (with a spectacular view of Earth), dormitories for League members staying on board, a mess hall, gymnasium, laboratories, and an infirmary. The main control center includes monitoring facilities keeping watch over the Earth.

The Lighthouse has a fusion power core supplemented by solar collectors on its exterior surface. Its systems are maintained by a sophisticated computer mainframe, containing the Freedom League's extensive case files. The command deck has a teleportal, able to instantly transport passengers to any other portal on Earth. The League has teleportals in the world capitols and major cities. The Freedom City teleportal is located in Freedom Hall, which is used as the League's local "embassy" and outpost in the city.

THE LIGHTHOUSE **HEADQUARTERS**

Size: Colossal, *Toughness:* 20, *Features:* Combat Simulator, Communications, Computer, Defense System, Fire Prevention System, Gym, Hangar, Holding Cells, Infirmary, Isolated, Laboratory, Living Space, Power System, Security System, Teleport 10 (Earth to the Moon, Affects Others, Limited to other teleportal locations).

Cost: 32 equipment points



VEHICLES

The Freedom League makes use of two main types of vehicles, intended for long- and short-range travel.

SKY-BIKE — VEHICLE

Strength 20, Speed 4 (air, 100 MPH), Defense 10, Toughness 5, Size M.

Cost: 10 equipment points

For short-range uses, the League has several sky-bikes, anti-gravity "sleds" capable of carrying two riders. The sky-bikes use the same propulsion system as Daedalus' armor, making them swift and virtually silent. Sky-bikes are kept in Earth-based facilities like Freedom Hall.

PEGASUS SPACE-PLANE — VEHICLE

Strength 65, Speed 9 (air, 5,000 MPH), Space Travel 5, Defense 6, Toughness 13, Size G

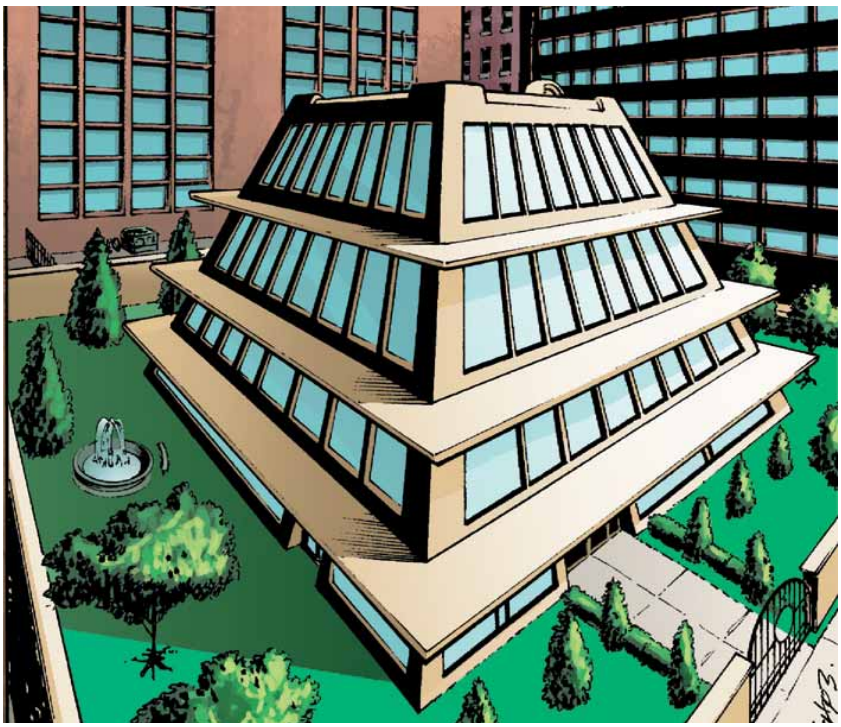
Cost: 30 equipment points

For long-range travel the League uses one of several *Pegasus*-class space-planes, designed and built by Daedalus. The *Pegasus* is a sleek aircraft capable of high speeds in the atmosphere and equipped with a star-drive that allows it to travel at hyper-light speeds in space. It is able to hover in place and take off or land vertically.

FREEDOM HALL

The original Freedom League HQ was a turn of the century mansion owned by the Beaumont family in downtown Freedom City. During the 1940s and '50, it served as a headquarters for the Liberty League. Fletcher Beaumont, Sr. offered it to the new Freedom League as their headquarters. The mansion was destroyed during the Terminus Invasion. Daedalus designed a new headquarters for the team, built using incredibly advanced materials and construction techniques the master inventor developed over the years and paid for by Daedalus' own considerable fortune. The new headquarters was dubbed Freedom Hall.

Freedom Hall consists of four aboveground levels and two underground levels. Only the layout of the ground floor of the headquarters (which is largely open to the public) is well known. The remaining layout of the building is kept relatively secret as a security measure.



LEVEL ONE

The ground floor of Freedom Hall features the Freedom League's public facilities. It is largely taken up by a lobby and reception area open to the public and "staffed" around the clock by a robot receptionist named "Cynthia." Although artificially intelligent, Cynthia is not truly sentient, but she is lifelike enough to fool casual visitors into believing she is a real, living, person. Use the bystander archetype for Cynthia, but no Constitution score and Immunity 30 (Fortitude) due to her robotic nature.

The first level of Freedom Hall also features a public conference room and the League's trophy room and museum, featuring displays of their cases and other items dating back to the original League.

Three elevators take passengers to the other floors of the headquarters. They are keyed to operate only for members of the Freedom League or their designated guests. Overcoming the security lockouts is a DC 30 Disable Device check.

LEVEL TWO

The second floor of Freedom Hall contains the main working areas for the Freedom League, including the team's private meeting room, monitor center, library, and related facilities. The teleportal to the Lighthouse is located on this floor as well. This is also the area where the League entertains guests allowed access to the more private areas of the headquarters, and has quarters for any guests who may stay at Freedom Hall.

LEVEL THREE

Level Three is living space for League members and their dependents. The Gardeners (Captain Thunder, his wife and son), Daedalus, and Johnny Rocket live full-time at Freedom Hall (although Daedalus also has other homes scattered around the world).

The other members of the League only live at Freedom Hall for short stretches of time, usually when circumstances prevent them from returning home while on-duty. Dr. Metropolis ostensibly "lives" at Freedom Hall, but the Spirit of the City is often elsewhere in Freedom City, appearing at the League's headquarters when he's needed.

LEVEL FOUR

The uppermost level of Freedom Hall contains hangar facilities (connected by a hydraulic lift to a rooftop landing pad), along with mechanical workshops. The Freedom League stores its vehicles and related equipment here while they are not in use.

SUB-LEVEL ONE

The basement of Freedom Hall is specially reinforced and designed for use as a backup for the main facilities above, should anything happen to them. There are emergency quarters for the League members and their families, along with Freedom Hall's medical lab and infirmary. The basement level has stocks of food and other supplies.

SUB-LEVEL TWO

The lowest level of Freedom Hall contains the power systems, an advanced geothermal tap designed by Daedalus. It provides all the power Freedom Hall requires, supplemented by solar collectors and battery back-ups. The sub-level holds the League's "wreck room," used for training exercises, and holding cells intended to temporarily contain criminals until they can be turned over to the authorities.

FREEDOM HALL — HEADQUARTERS

Size: Large, *Toughness:* 15, *Features:* Combat Simulator, Communications, Computer, Concealed, Defense System, Fire Prevention System, Gym, Hangar, Holding Cells, Infirmary, Laboratory, Living Space, Power System, Security System. *Cost:* 18 equipment points.

Cost: 18 equipment points

BOWMAN — POWER LEVEL 10

Real Name: Fletcher "Fletch" Beaumont III	
Identity: Secret	**Occupation:** Superhero
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 5'11"	**Eyes:** Blue
Weight: 175 lbs.	**Hair:** Red

STR	DEX	CON	INT	WIS	CHA
+2	+8	+2	+1	+3	+4
14	26	14	13	16	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+2*	+6	+10	+6

*flat-footed

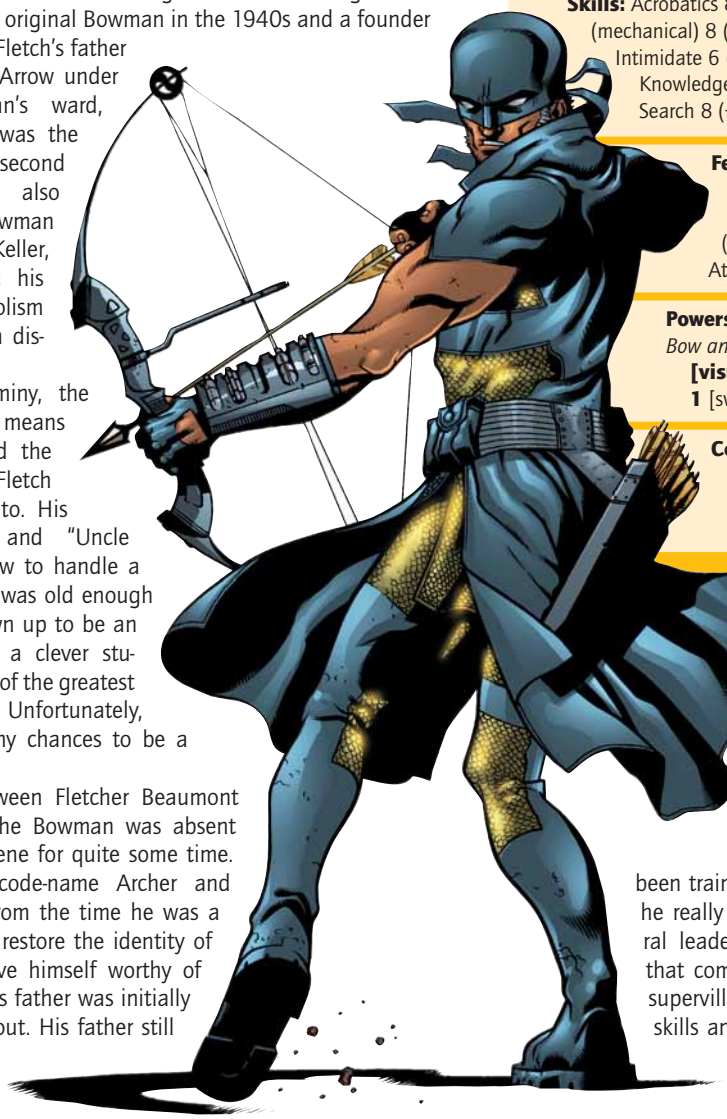
Skills: Acrobatics 8 (+16), Bluff 8 (+12), Climb 8 (+10), Craft (mechanical) 8 (+9), Drive 4 (+12), Gather Information 6 (+10), Intimidate 6 (+10), Investigate 4 (+5), Knowledge (history) 4 (+5), Knowledge (streetwise) 8 (+9), Notice 8 (+11), Pilot 4 (+12), Search 8 (+9), Sense Motive 8 (+11), Stealth 8 (+16)

Feats: Attack Focus (ranged) 4, Attack Specialization (bow), Defensive Attack, Defensive Roll 4, Dodge Focus 4, Evasion 2, Improved Aim, Improved Critical 2 (bow), Instant Up, Precise Shot, Ranged Pin, Ricochet Attack, Quick Draw, Seize Initiative, Taunt, Ultimate Aim

Powers: Device 3 (bow and arrows, easy to lose)
Bow and Arrows: **Blast 5** (Alternate Powers: **Obscure 5 [visual], Snare 5, Stun 3** [Ranged], **Super-Movement 1** [swinging], **Trip 5**)

Combat: Attack +9 (melee), +13 (ranged), +15 (bow), Grapple +11, Damage +2 (unarmed), +5 (bow), Defense +14 (+5 flat-footed), Knockback –3, Initiative +8

Abilities 41 + Skills 25 (100 ranks) + Feats 27 + Powers 9 + Combat 38 + Saves 9 = Total 148



The fourth to carry the mantle of the Bowman, Fletcher Beaumont III ("Fletch" to his friends) comes from a long line of heroes. His grandfather and namesake was the original Bowman in the 1940s and a founder of the Liberty League. Fletch's father served as the second Arrow under the original Bowman's ward, Timothy Quinn, who was the first Arrow and the second Bowman. Fletcher II also became the third Bowman and trained Ethan Keller, the third Arrow, but his problems with alcoholism forced him to retire in disgrace.

Despite that ignominy, the Bowman's name still means a lot to the city and the Beaumont family, so Fletch has a lot to live up to. His father, grandfather, and "Uncle Tim" taught Fletch how to handle a bow from the time he was old enough to hold one. He's grown up to be an accomplished athlete, a clever student, and perhaps one of the greatest archers who ever lived. Unfortunately, Fletch hasn't had many chances to be a kid.

After the split between Fletcher Beaumont II and Ethan Keller, the Bowman was absent from the superhero scene for quite some time. Keller adopted the code-name Archer and formed FORCE Ops. From the time he was a boy, Fletch wanted to restore the identity of the Bowman and prove himself worthy of the name. Although his father was initially reluctant, Fletch won out. His father still insisted Fletch attend the new Claremont Academy for training beyond what the three elder archers could teach him. He was the star student there and unofficial "leader" of the Next-Gen. Following the Grue Invasion, Bowman graduated from Claremont and joined the Freedom League full-time.

Bowman is cool, confident, and collected. He's been training as a hero for as long as he can remember, so he really doesn't know any other sort of life. He's a natural leader with a take-charge attitude and a demeanor that commands respect. He bravely faces down powerful supervillains with no real powers beyond his considerable skills and training. He's still adjusting to going from star Claremont student and leader of the Next-Gen to junior member of the Freedom League, which is proving a bit harder than he expected.

CAPTAIN THUNDER

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+14	+2	+4	+1	+1	+4
38/14	14	18	12	13	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14	+8	+5	+7

Real Name: Raymond "Ray" Gardener

Identity: Public **Occupation:** Superhero

Base of Operations: Freedom City **Affiliation:** Freedom League

Height: 5'11" **Eyes:** Blue

Weight: 210 lbs. **Hair:** White

Skills: Concentration 4 (+5), Craft (electronic) 4 (+5), Diplomacy 4 (+8), Drive 4 (+6), Intimidate 8 (+12), Knowledge (current events) 4 (+5), Notice 6 (+7), Pilot 10 (+12), Profession (test pilot) 8 (+9), Sense Motive 6 (+7), Survival 2 (+3)

Feats: Equipment, Leadership, Power Attack

Combat: Attack +10, Grapple +30, Damage +14 (unarmed), +12 (blast), Defense +10, Knockback -12, Initiative +2

Drawbacks: Vulnerable to Power Drains (+50%, -2 points)

Abilities 33 + Skills 15 (60 ranks) + Feats 3 + Powers 116 + Combat 40 + Saves 13 - Drawbacks 2 = Total 218



Years ago, Ray Gardener worked as a test pilot for Nolan Aircraft. Fresh from a stint in the Air Force, Gardener had a reputation as a capable and daring pilot. He certainly caught the eye of his boss' secretary, Nancy Dumont. Ray was testing Nolan's new X-14 supersonic jet when he encountered some unusual atmospheric turbulence. A powerful storm sprang up out of nowhere and surrounded the plane. Ray fought to maintain control as the hurricane-level winds and lightning raged all around him. He nearly made it out of the storm when a massive series of lightning bolts struck the cockpit. The X-14 crashed in the south-western desert.

Miraculously, Gardener walked away from the crash site unscathed; he claimed to have bailed out before the jet crashed, and he kept the reasons for his incredible survival a secret. In truth, Ray's body crackled with the electrical power of the thunderbolts, supercharged with tremendous strength and a resistance to injury. He could also generate and project electricity.

As Ray experimented with his new powers, the source of the mysterious storm made itself known. Dr. Sebastian Stratos, a former R&D employee of Nolan Aircraft, claimed he had a weather control device and would ground the nation's air-traffic unless he was paid an enormous ransom. Creating the costume and identity of Captain Thunder, Ray used his new powers to track Stratos to his desert lair and upset the mad scientist's scheme. Dr. Stratos escaped custody eventually and has become Captain Thunder's greatest nemesis.

For years, Captain Thunder fought crime and aided disaster victims in and around the American Southwest. He maintained his secret identity as Ray Gardener, and a year after gaining his powers, he told his girlfriend, Nancy Dumont, the truth when he asked her to marry him. Their son, Ray, Jr., was born little more than a year later. Captain Thunder was one of the heroes who traveled across the country to help fight-off Omega's invasion of Freedom City. Afterward, he became a member of the new Freedom League and its de-facto leader.

A few years ago, Dr. Stratos captured Captain Thunder by draining away his electrical powers. Holding him prisoner, Stratos revealed Captain Thunder's secret identity on a live television broadcast, ensuring no one would miss the humiliation of his hated foe. Although Cap escaped Stratos' trap soon after that, he couldn't undo the damage to his personal life. He and his family eventually relocated to Freedom City, and Ray became Captain Thunder full time.

Captain Thunder has settled into his role as "senior statesman" and leader of the Freedom League. His wife Nancy is the team's administrator, and efficiently handles much of the day-to-day operations. Ray, Jr.'s mutant super-powers earned him a place at the Claremont Academy as Bolt.

DAEDALUS

POWER LEVEL 11

Real Name: Daedalus	**Occupation:** Inventor, Superhero
Identity: Secret, most are not aware Daedalus is an actual mythic figure.	
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 5'11"	**Eyes:** Black
Weight: 210 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+10	+2	+3	+10	+4	+1
30/10	14	16	30	18	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+13/+3*	+12	+5	+8

*without armor

Skills: Computers 8 (+18), Craft (chemical) 8 (+18), Craft (electronic) 10 (+20), Craft (mechanical) 10 (+20), Craft (structural) 8 (+18), Disable Device 12 (+22), Knowledge (earth sciences) 4 (+14), Knowledge (history) 10 (+20), Knowledge (life sciences) 4 (+14), Knowledge (physical sciences) 12 (+22), Knowledge (technology) 12 (+22), Knowledge (theology and philosophy) 6 (+16), Language 16, Notice 6 (+10), Sense Motive 6 (+10)

Feats: Attack Focus 2 (ranged), Eidetic Memory, Equipment, Improvised Tools, Inventor, Jack-of-All-Trades, Master Plan

Powers: Device 19 (battlesuit, hard to lose), **Immunity 3** (aging, disease, poison), **Regeneration 2** (Resurrection 1/day, Regrowth) *Battlesuit:* **Blast 10** (gravitic force, Alternate Power: Snare 10), **Enhanced Strength 20**, **Flight 5** (250 MPH), **Immunity 9** (life support), **Protection 10** (Impervious), **Super-Senses 5** (radio, X-ray vision), **Super-Strength 5** (24 tons)

Combat: Attack +10 (melee), +12 (ranged), Grapple +25, Damage +10 (unarmed), +10 (blast), Defense +8, Knockback –11, Initiative +2

Abilities 40 + Skills 33 (132 ranks) + Feats 8 + Powers 82 + Combat 36 + Saves 16 = Total 215



To most people, Daedalus is one of the world's most brilliant scientists and inventors, but few know his secret. Daedalus is not merely named for the figure from Greek mythology—he is the original. He was a great inventor in ancient Greece, so great he attracted the attention of Minos, King of Crete. Minos commissioned Daedalus to build an inescapable labyrinth to contain the monstrous Minotaur. But when Daedalus completed his work, Minos imprisoned him and his son Icarus so they could never reveal the maze's secrets to the outside world.

Daedalus fabricated two pairs of wings from feathers and wax to allow him and his son to escape. Unfortunately, Icarus ignored his father's advice not to fly too high. When he did, the wax on his wings melted and Icarus plummeted into the sea. Daedalus searched for his son in vain, until he was forced to fly on alone. The gods granted Daedalus immortality as compensation for Minos' cruelty and Icarus' loss. He spurned their offer, but the gods do not revoke a gift once it is given.

So Daedalus wandered the world for centuries, finding purpose in his studies and his work. He met and learned from the great philosophers and scientists of the ancient world and followed the rise and fall of civilization. All the while, he avoided staying in one place for too long, so as not to give away his true nature. Daedalus often spent time alone with his work, isolated for decades at a time. The centuries seemed to pass by faster and faster.

Over the centuries, Daedalus often recalled the lesson Icarus inadvertently taught him: technology was dangerous in the wrong hands. Humanity continued to prove that maxim throughout the years, as they developed newer and more inventive ways of killing each other. Still, people also developed technologies to improve life, preventing his cynicism from growing intolerable. Daedalus' own works also moved society forward, though history attributes them to Albertus Magnus, Paracelsus, DaVinci, Newton, and others.

In the 20th century, Daedalus became equally fascinated and concerned with humanity's progress. After the nuclear destruction of Hiroshima and Nagasaki, he decided he needed to act openly. He spent some years designing a suit of armor equipped with various weapons and began using it to fight crime. He particularly targeted criminals abusing science and technology for personal gain. When his ancient adversary, the Greek god Hades, invaded Freedom City, Daedalus helped a number of heroes thwart his plan. The ancient inventor turned adventurer became a founding member of the Freedom League.

Daedalus worked with the League for years before the endless battles made him question the purpose of his immortal existence. He decided to leave Earth in a starship of his own design, the *Icarus*. He explored the galaxy alone for years, encountering various alien civilizations and challenges along the way, including the Grue and the Star-Khan. His faith in human potential restored by seeing what humanity's "cousins" had done out among the stars, Daedalus returned to Earth just in time to help against the Terminus Invasion, and he mourned the death of his old friend the Centurion along with the rest of the world. Daedalus and others reformed the Freedom League shortly afterward, and helped rebuild Freedom City in the aftermath.

Some believe the Daedalus who currently belongs to the League is the son of the original founder of the Freedom League, since Daedalus hasn't aged a day since his first public appearance (or in millennia, for that matter). He does little to discount the rumor, since his true origins are not widely known.

DR. METROPOLIS

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+4	+1	+10	+4	+4	+0
18	12	30	18	18	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14	+10	+4	+10

Skills: Craft (structural) 16 (+20), Disable Device 8 (+12), Intimidate 6 (+6), Knowledge (current events) 8 (+12), Sense Motive 8 (+12), Stealth 6 (+7)

Feats: Diehard

Powers: Animate Objects 11 (Limited to urban materials, Alternate Powers: **Snare 11, Telekinesis 11** [Perception Range, Limited to urban materials]), **Density 4** (x2 mass, Strength +8, **Immovable 1**, **Protection 2** [Impervious], **Super-Strength 1**, Permanent, Innate), **ESP 9** (all senses, Limited to urban areas), **Flight 1** (10 MPH, Limited to urban areas), **Immunity 12** (aging, life support, sleep, starvation), **Mind Shield 5**, **Protection 2** (Impervious), **Regeneration 6** (injured and staggered, 1/5 minutes, disabled, 1/hour, Regrowth, Source: urban areas), **Super-Movement 3** (permeate, Limited to urban materials), **Super-Senses 1** (radio), **Teleport 9** (900 ft./anywhere on Earth, Medium: urban areas)

Combat: Attack +10, Grapple +15, Damage +4 (unarmed), Defense +8, Knockback –10, Initiative +1

Drawbacks: Weakness (non-urban environments, –1 Con per 20 minutes)

Abilities 38 + Skills 13 (52 ranks) + Feats 1 + Powers 103 + Combat 36 + Saves 9 – Drawbacks 3 = Total 197



Real Name: Metropolis (the "Doctor" is an honorific)	
Identity: Public	**Occupation:** Guardian Spirit of Cities
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 6'	**Eyes:** Green (glass)
Weight: 400 lbs.	**Hair:** None

Where he came from is a mystery, as is what he's doing here. If he has answers, he's not providing them. Still, Dr. Metropolis is the hero with perhaps the strongest ties to Freedom City, and he takes the protection of his home *very* seriously.

Dr. Metropolis first appeared in the aftermath of Omega's assault on Freedom City. As rescue workers and military personnel sifted through the rubble looking for survivors and surveying the damage, a group of them saw a humanoid figure rise up out of the wreckage. His body was made of concrete and metal, the very substance of the materials around him. He looked at them and said, "I am Metropolis." Although he would offer no further explanation, the mysterious figure agreed to speak with the representatives of the government.

Although he did not respond to questions regarding his origins, the city-entity was intent on helping Freedom City. He began working with the scientists and rescue workers investigating the effects of the Terminus Invasion on the city. They in turn studied him, and eventually dubbed him "Dr. Metropolis," a name he accepted as his own. His ability to "connect" with the environment of the city allowed him to sense things throughout the area, so he directed emergency personnel to injured people and away from dangerous instabilities. He could also control and shape the material structure of the city at will, helping shore up damaged buildings, repairing broken water mains, and restoring streets to allow emergency vehicles access where they were most needed.

When the relief work was complete, Dr. Metropolis helped make Mayor Michael O'Connor's dream of a new Freedom City a reality. With Dr. Metropolis' and Daedalus' aid, the damage to the city was repaired in record time. As a direct result of Dr. Metropolis' powers and efforts, Freedom currently features architecture unparalleled across the world and an infrastructure that is the envy of cities everywhere.

Dr. Metropolis accepted a place in the Freedom League, largely because it was a way to actively help protect his home city. Some Leaguers believe he was also looking for friends who could understand him, a hunch that has proven at least moderately true. Since then, Dr. Metropolis has won the trust and respect of his teammates, some of whom try hard to reach the gentle, artistic soul they sense beneath his cold exterior.

Some have described Dr. Metropolis as a "city spirit." His inhuman body is an amalgamate form of concrete, metal, and glass. By all rights, he shouldn't even be able to move, much less think or talk, but he does. He ignores most human concerns, having no need to breathe, eat, or rest, and his body is incredibly strong and resilient. When he is damaged, Dr. Metropolis can rapidly "repair" himself

using his powers, drawing substance from the materials around him, if need be.

Dr. Metropolis can "meld" into any city structure, his body passing harmlessly into it and disappearing. While melded with the city, he can sense ongoing trouble that harms the city (tracking for radiation, sensing the use of superhuman powers, or even listening for a particular sound) and reform at the site of the problem. He also has a powerful "empathy" with cities, Freedom City in particular. He can sense things happening throughout the city, sometimes in the form of visions, but usually as vague premonitions of important events.

He can bend the physical structure of a city to his will, animating and reshaping parts of it. At Dr. Metropolis' command, lampposts reach down to grab fleeing criminals; streets buckle and ripple like waves; broken window-glass fails to touch innocent bystanders; and sidewalks grow hands to restrain opponents. No matter what happens, Dr. Metropolis makes sure everything goes back to normal, at least in terms of the physical status of the city. If not for his presence, the Freedom Public Works Department would need four times the personnel working around the clock to keep up with the damage the city sustains.

JOHNNY ROCKET

POWER LEVEL 10

Real Name: John "Johnny" Wade	
Identity: Public	**Occupation:** Superhero
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 5'10"	**Eyes:** Blue
Weight: 165 lbs.	**Hair:** Blond

STR	DEX	CON	INT	WIS	CHA
+1	+3	+2	+1	+1	+3
12	16	14	12	12	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4/+2*	+6	+13	+4

*flat-footed

Skills: Acrobatics 6 (+9), Bluff 6 (+8), Disable Device 6 (+7), Knowledge (current events) 4 (+5), Knowledge (popular culture) 4 (+5), Notice 6 (+7), Search 8 (+9)

Feats: Defensive Roll 2, Dodge Focus 6, Elusive Target, Equipment, Evasion, Instant Up, Move-by Action, Quick Change, Taunt

Powers: Super-Speed 10 (10,000 MPH, Alternate Powers: **Air Control 10, Strike 10**, Wall Run, Water Run)

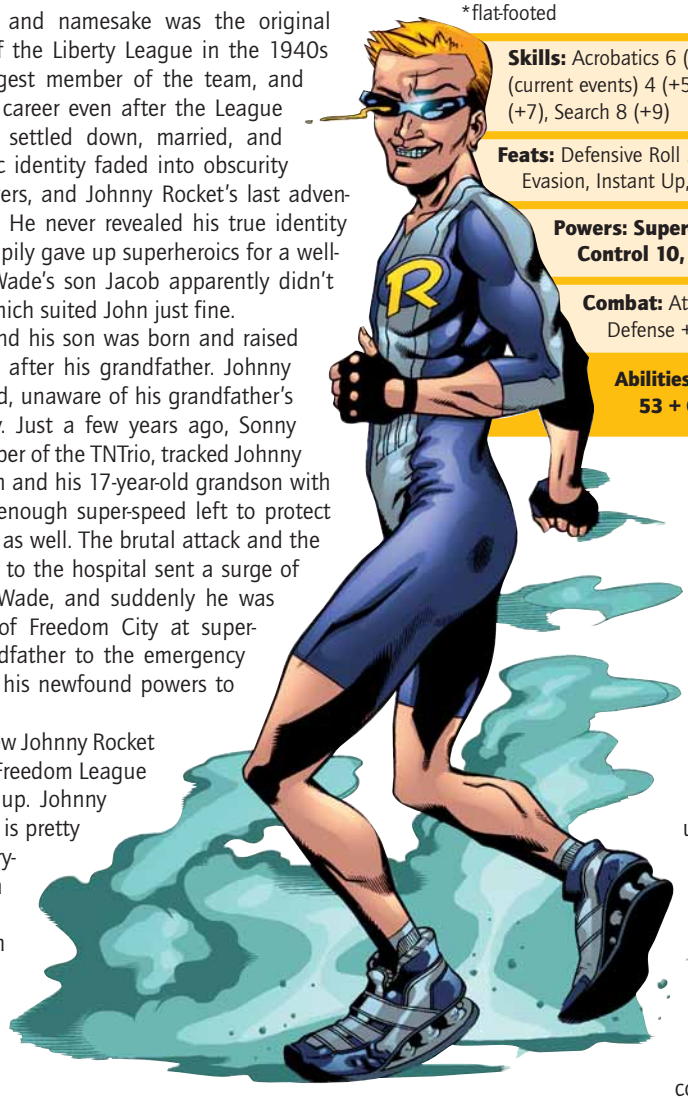
Combat: Attack +9, Grapple +10, Damage +10 (unarmed), Defense +16 (+5 flat-footed), Knockback -2, Initiative +43

Abilities 22 + Skills 10 (40 ranks) + Feats 15 + Powers 53 + Combat 38 + Saves 17 = Total 155

Johnny Wade's grandfather and namesake was the original Johnny Rocket, a member of the Liberty League in the 1940s and 50s. He was the youngest member of the team, and continued his crime-fighting career even after the League disbanded. John eventually settled down, married, and raised his children; his heroic identity faded into obscurity along with much of his powers, and Johnny Rocket's last adventure was sometime in 1955. He never revealed his true identity or "officially" retired, but happily gave up superheroics for a well-deserved normal life. John Wade's son Jacob apparently didn't inherit his father's powers, which suited John just fine.

Jake Wade also married and his son was born and raised in Freedom City and named after his grandfather. Johnny had a fairly normal childhood, unaware of his grandfather's heroic exploits until recently. Just a few years ago, Sonny Farris, the last surviving member of the TNTrio, tracked Johnny Rocket down and blasted him and his 17-year-old grandson with a shotgun. John Wade had enough super-speed left to protect his grandson but not himself as well. The brutal attack and the need to rush his grandfather to the hospital sent a surge of adrenaline through Johnny Wade, and suddenly he was racing through the streets of Freedom City at super-speed! He brought his grandfather to the emergency room and immediately used his newfound powers to capture Sonny Farris.

It wasn't long before the new Johnny Rocket came to the attention of the Freedom League and they asked him to join up. Johnny accepted immediately, which is pretty much the way he did everything. He didn't bother with a secret identity, since his real face was already splashed on TV screens and newspapers across the country from his capture of Sonny Farris. Unfortunately, that led to problems when Johnny's other secret came out.



The media cut loose when an ex-boyfriend of the Freedom Leaguer claimed that Johnny Wade was gay, and provided photographs that were plastered across tabloids worldwide. Rather than deny it, Johnny came out publicly in various interviews. While that derailed much of the public relations disaster, there are still conservative voices calling for Johnny Rocket's removal from the Freedom League and citing him as a "bad influence."

The unconditional support of Johnny's grandfather and his teammates—including the usually conservative Captain Thunder—has been a big help to the young hero, both personally and publicly. John Wade makes it clear to all who will listen that he's tremendously proud of his grandson and considers him a worthy successor. The other Leaguers similarly express respect for their teammate and condemn any prejudice against him. In a rare show of forethought, Johnny doesn't take the bait of any controversial questions, saying only, "I'm just doing what I can to help people."

LADY LIBERTY

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+10	+3	+2	+1	+3	+4
30/14	16	14	12	17	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+8	+6	+11

Skills: Concentration 8 (+11), Diplomacy 8 (+12), Knowledge (civics) 11 (+12), Knowledge (history) 5 (+6), Language 1 (Spanish), Notice 6 (+9), Profession (lawyer) 8 (+11), Sense Motive 9 (+12)

Feats: Defensive Attack, Endurance, Equipment, Inspire, Quick Change, Teamwork

Powers: **Enhanced Strength 16**, **Flight 5** (250 MPH), **Light Control 11** (Alternate Powers: **Deflect 11** [all ranged attacks], **Healing 11**, **Nullify 11** [all binding and imprisoning effects at once]), **Protection 10**, **Super-Strength 6** (50 tons)

Combat: Attack +12, Grapple +28, Damage +10 (unarmed), Defense +10, Knockback –6, Initiative +3

Drawbacks: Power Loss (all powers, when bound or imprisoned, –5 points)

Abilities 31 + Skills 14 (56 ranks) + Feats 6 + Powers 68 + Combat 44 + Saves 17 – Drawbacks 5 = Total 175

Real Name: Elizabeth "Beth" Walton-Wright	
Identity: Secret	**Occupation:** Attorney
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 5'8" (as Beth), 5'11" (as Lady Liberty)	**Eyes:** Brown (as Beth), Blue (as Lady Liberty)
Weight: 110 lbs. (as Beth), 140 lbs. (as Lady Liberty)	**Hair:** Black (both forms)



During the American Revolutionary War, Elizabeth Forester disguised herself with a mask and fought the British as the mysterious Lady Liberty, a rallying symbol for the American people. Unfortunately, Elizabeth did not live to see the freedom she wanted for the Colonies. While she nearly made it to her contacts with stolen information on British troop movements, she was ambushed by Hessian mercenaries and gravely injured. Dying alone in the wilderness of western Massachusetts, she prayed for guidance and felt a warm and glowing light enfold her. The Spirit of Liberty heard the prayers of her loyal daughter and carried Elizabeth home with her.

In succeeding generations, the Spirit of Liberty sometimes embraced a young woman to embody her power. Lady Liberty has appeared on the battlefields of both World Wars, in student protests in the United States and China, and many other places over the years. A French artist captured her image in the late 18th century, creating the Statue of Liberty that stands to this day in New York harbor.

In 1941, Donna Mason wore the silver, red, white, and blue of Lady Liberty in America. She was more powerful than any previous incarnation with her super-strength and her ability to fly, and she proudly fought for America against the Axis powers and the threats at home. She was a sterling member of the Liberty League and was one of the few heroes to remain active without fail through the 1950s and 1960s. By 1972, her powers were fading, as was her health, so she retired after a successful crime-fighting career.

The current Lady Liberty may outshine even her illustrious predecessors in time. Beth Walton loved the Statue of Liberty ever since she was a little girl in New York City. She always looked like such a kind lady, welcoming people to a new land of hope and opportunity. She fondly remembers her father, a police officer, taking her to Liberty Island. As she grew up, Beth realized Lady Liberty looked sad and thoughtful, too. When she graduated high school, Beth had already decided to become a lawyer. She pursued pre-law with great diligence, scoring high marks and making her way into law school. Shortly after graduation, she met NYPD officer Trevor Wright. They began dating and eventually their relationship became quite serious.

Trevor asked Beth to marry him atop the Statue of Liberty, but unfortunately the terrorist group Overthrow seized control of the statue, threatening to destroy it. Trevor tried to intervene but was shot and badly injured. In her fear and anger, Beth called out to a higher power for strength and found it when the Spirit of Liberty filled her, bringing Lady Liberty to life once again. She captured the terrorists and healed the injured, including her fiancé. Although they were both stunned by Beth's newfound powers, they kept them a secret and she began using her powers as Lady Liberty to help people. They married a year later, although Beth's superhero life has threatened to tear them apart at times.

After Lady Liberty fought the Terminus Invasion and joined the Freedom League, she and her husband moved to Freedom City. Trevor Wright is now an FCPD detective in the Theatre District, and Beth Walton-Wright works for a legal aid clinic in City Center when not busy with super-heroics. They've discussed having children, but Beth is uncertain that she can balance the responsibilities of motherhood with those placed upon her by the Spirit of Liberty.

PSEUDO

POWER LEVEL 11

Real Name: R'ik Faax	**Alias:** Rick Fox
Identity: Secret, few people know Pseudo is actually a Grue.	**Occupation:** Superhero, writer
Base of Operations: The Lighthouse, Earth orbit	**Affiliation:** Freedom League
Height: 6' (normal form)	**Eyes:** White (normal form)
Weight: 180 lbs. (normal form)	**Hair:** None (normal form)

STR	DEX	CON	INT	WIS	CHA
+2	+3	+5	+2	+3	+3
14	16	20	14	16	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+5	+9	+7	+9

Skills: Bluff 10 (+13), Computers 4 (+6), Diplomacy 8 (+11), Disguise 8 (+11), Gather Information 10 (+13), Investigate 5 (+7), Perform (acting) 8 (+11), Pilot 5 (+8), Profession (journalist) 5 (+8), Search 5 (+7), Sense Motive 8 (+11), Stealth 8 (+11)

Feats: Defensive Attack, Eidetic Memory, Set-Up, Sneak Attack, Teamwork

Powers: Communication 16 (mental), **Comprehend 2** (languages), **Mind Reading 8**, **Shapeshift 10**

Combat: Attack +9, Grapple +11, Damage +2 (unarmed), Defense +11, Knockback -2, Initiative +3

Abilities 36 + Skills 19 (76 ranks) + Feats 5 + Powers 108 + Combat 40 + Saves 14 = Total 222



R'ik Faax was gestated, trained, and tested in the Grue Unity as an elite scout, able to infiltrate other societies, undermine them from within, and prepare the way for the Unity to invade and conquer them. He was very good at his duties, and eventually assigned a new mission: a world called Earth.

The time R'ik spent among humans changed him, however. Telepathic contact engendered sympathy in him for the first time, and he came to understand and appreciate humanity. When his fellow Grue sought to imitate and discredit the Freedom League, they came close to succeeding, but R'ik chose to turn against his own kind and help humanity survive. For his crime, he was exiled, forever cut off from the Grue Unity and marooned on a primitive, alien world.

The Freedom League took R'ik in and helped him adopt the cover identity of "Rick Fox," a freelance journalist. He offered a unique perspective on human society and events. He also joined the League, using the name "Pseudo" and placing his shapeshifting and telepathic abilities at their disposal. Pseudo continued studying and learning about humanity while also fighting to protect it. Eventually, he felt isolated from humans, and chose to return to the stars with Daedalus when the immortal inventor left Earth.

Pseudo returned to warn his old friends of a Grue invasion plan, and helped Earth's heroes ward off the Grue, once again saving the Earth. Captain Thunder invited Pseudo to rejoin the League and find a new home with them, and he accepted. He is the only League member to live full-time on board the Lighthouse, their orbital headquarters, where he keeps watch over his adopted home and helps coordinate League activity. Pseudo has also continued writing, and is working on a travelogue of his experiences in space. He has also discovered the Internet, and enjoys helping maintain the Freedom League's public website, as well as writing weblogs under various aliases.

Owing to his independent nature, Pseudo has unusually strong telepathic and shapeshifting abilities for a Grue. In combat, he will often adopt one of a number of "battle forms," granting him Enhanced Strength, a combination of Density or Growth, and an offensive ability like Strike (usually with the Mighty power feat). He can enhance his unarmed damage and Toughness up to +11. He can also use his Shapeshifting power to become Insubstantial, further enhancing his capabilities as the Freedom League's infiltration expert.

THE RAVEN

POWER LEVEL 12

Real Name: Callie Summers	
Identity: Secret	**Occupation:** Philanthropist, crimefighter
Base of Operations: Freedom City	**Affiliation:** Freedom League
Height: 5'7"	**Eyes:** Green
Weight: 120 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+2	+6	+3	+7	+5	+6
15	22	16	24	20	22

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+5*	+6	+10	+9

*flat-footed



The original crime-fighting Raven had long since retired to become a husband and father. After years of missed opportunities and tragic separations, Duncan Summers and Jasmine Sin married and had a child. The thrills in Duncan Summers' life before could not compare to those instilled in him by his daughter. Callie was the apple of her father's eye, and he made sure she had nothing but the best in life. He also didn't reveal his past to her. It was something he hoped to put behind him, but it was not to be.

When Callie turned 16, her father threw her a party the likes of which the New York social scene hadn't seen in years. Unfortunately an uninvited guest arrived—her grandfather, Dr. Sin himself. Although he hadn't been seen in years, the villainous doctor was as ageless as ever. Despite his daughter's betrayal, Dr. Sin saw Jasmine had offered him a potential heir to his works. He kidnapped Callie, intending to indoctrinate her as a true Child of Sin.

Duncan got back into his Raven costume for the first time in nearly twenty years to rescue his daughter, accompanied by his equally determined wife. They were successful in freeing Callie, but Jasmine died saving her husband from one of Dr. Sin's death-rays. Not acknowledging his part in her death, Dr. Sin merely swore greater vengeance on the Raven for the death of his only child.

Callie wanted more than anything to take up her father's mantle as the Raven but he wouldn't hear of it. He couldn't bear the idea of losing her as he'd lost her mother. The stubborn 16-year-old wasn't so easily denied. She trained in secret, stole some of her father's equipment, and hacked into his obsessively complete crime files and dossiers from his years as the Raven. When he discovered she had begun operating as the Raven against his wishes, Duncan was livid, but he could not deny her even this. He eventually relented but demanded he train Callie far more thoroughly than even he had trained before taking on the mantle of the Raven. If she insisted on following the life she'd chosen, he wanted to ensure she would be safe.

The Raven was one of many heroes who responded to the crisis in Freedom City when Omega attacked. Duncan and his daughter almost immediately moved to Freedom City from New York. The Summers family purchased one of the most exclusive penthouses in the city, part of which became the Rookery, the secret headquarters of the Raven. Callie joined the newly reformed Freedom League while Duncan Summers became headmaster of the Claremont Academy as well as the Raven's "silent partner."

Skills: Acrobatics 8 (+14), Bluff 8 (+14), Computers 4 (+11), Disable Device 6 (+13), Disguise 6 (+12), Drive 4 (+10), Escape Artist 8 (+14), Gather Information 8 (+14), Intimidate 10 (+16), Investigate 16 (+23), Language 5, Notice 9 (+14), Pilot 6 (+12), Search 8 (+15), Sense Motive 8 (+13), Sleight of Hand 6 (+12), Stealth 8 (+14)

Feats: Acrobatic Bluff, Assessment, Defensive Attack, Defensive Roll 3, Dodge Focus 4, Equipment 10, Evasion 2, Fearsome Presence 5, Improved Initiative, Improved Trip, Instant Up, Jack of All Trades, Move-by Action, Power Attack, Seize Initiative, Skill Mastery (Acrobatics, Disable Device, Escape Artist, Stealth), Startle, Surprise Strike, Takedown Attack, Uncanny Dodge (auditory)

Equipment: commlink, costume (+2 Toughness), grapple gun (**Super-Movement 1** [swinging]), utility belt: flash-bangs (**Dazzle 4**, visual & auditory), Alternate Powers: boomerangs (+2 damage), smoke bombs (**Obscure 4**, visual, Continuous), stun grenades (**Stun 4**, Ranged), plus up to 10 points in other equipment.

Combat: Attack +16, Grapple +18, Damage +2 (unarmed), +4 (boomerang), Defense +16 (6 flat-footed), Knockback –4, Initiative +10

Abilities 59 + Skills 32 (128 ranks) + Feats 39 + Combat 56 + Saves 11 = Total 197

SIREN

POWER LEVEL 11

Real Name: Cassandra Vale/La Siren	**Occupation:** Psychologist/ Goddess of the Sea
Identity: Secret. The general public is unaware Siren is actually a goddess.	
Base of Operations: New Orleans, Louisiana	**Affiliation:** Freedom League
Height: 5'6" (as Cassandra), 5'10" (as Siren)	**Eyes:** Brown (as Cassandra), Green (as Siren)
Weight: 110 lbs. (as Cassandra), 125 lbs. (as Siren)	**Hair:** Black (as Cassandra), Green (as Siren)

STR	DEX	CON	INT	WIS	CHA
+7	+3	+4	+2	+3	+3
24	16	18	14	16	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+9	+8	+8

Skills: Diplomacy 8 (+11), Intimidate 8 (+11), Knowledge (arcane lore) 8 (+10), Knowledge (life sciences) 4 (+5), Knowledge (theology and philosophy) 8 (+10), Language 2 (Dahomeny, French), Riding 6 (+9)

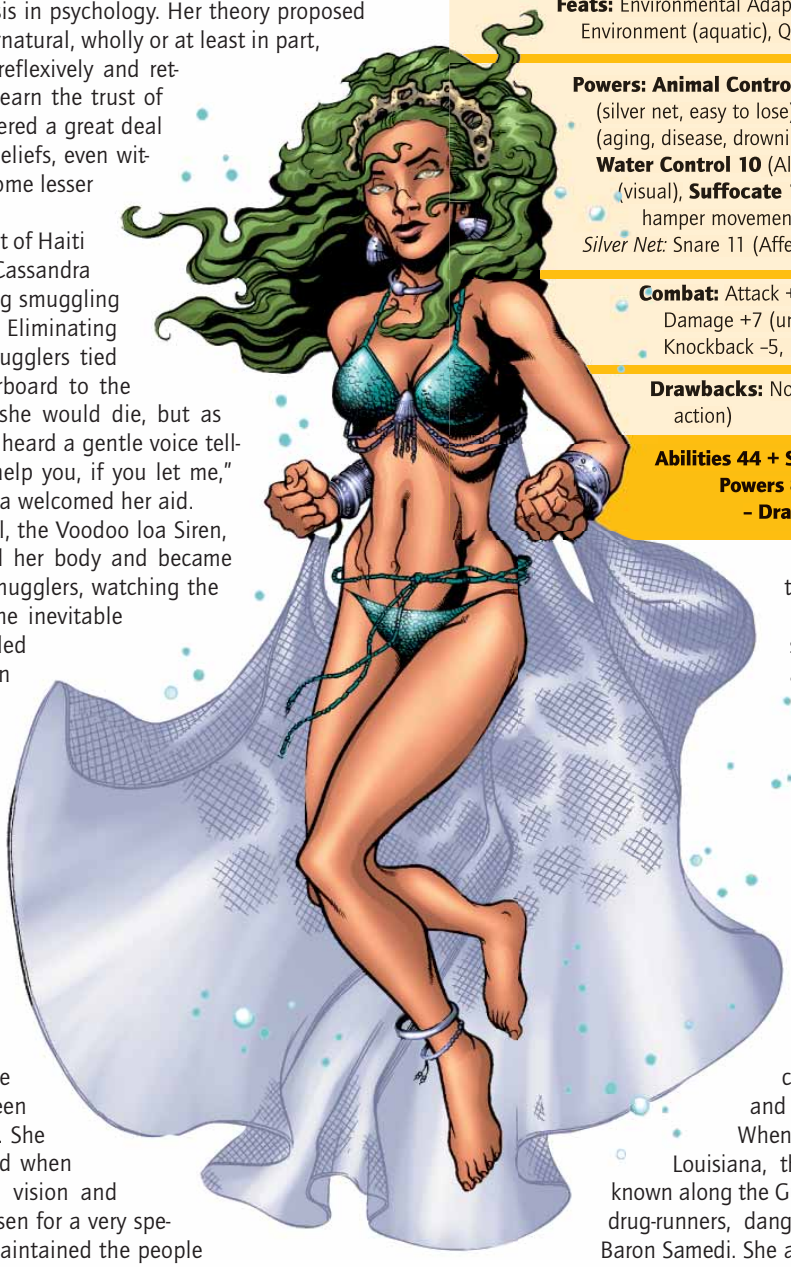
Feats: Environmental Adaptation (aquatic), Equipment, Favored Environment (aquatic), Quick Change, Ritualist

Powers: Animal Control 10 (Limited to sea-life), **Device 5** (silver net, easy to lose), **Flight 3** (50 MPH), **Immunity 3** (aging, disease, drowning), **Protection 6**, **Swimming 8**, **Water Control 10** (Alternate Powers: **Blast 10**, **Dazzle 10** (visual), **Suffocate 10**, **Weather Control 10** [distraction, hamper movement]), **Super-Strength 5** (12 tons)
Silver Net: Snare 11 (Affects Incorporeal 2, Tether)

Combat: Attack +11 (+12 aquatic), Grapple +23, Damage +7 (unarmed), +10 (blast), Defense +11, Knockback -5, Initiative +3

Drawbacks: Normal Identity (Cassandra Vale, free action)

Abilities 44 + Skills 11 (44 ranks) + Feats 5 + Powers 82 + Combat 44 + Saves 15 - Drawbacks 3 = Total 198



Cassandra Vale traveled to Haiti in 1962 to study the traditions of Voodoo for her doctoral thesis in psychology. Her theory proposed the actual belief in the supernatural, wholly or at least in part, made such things possible reflexively and retroactively. She managed to earn the trust of some of the locals and gathered a great deal of information about their beliefs, even witnessing and taking part in some lesser Voodoo rituals.

While boating off the coast of Haiti near the end of her stay, Cassandra accidentally ran across a drug smuggling operation and was captured. Eliminating a potential witness, the smugglers tied her up and tossed her overboard to the sharks. Cassandra thought she would die, but as she sank into the water, she heard a gentle voice telling her not to fear. "I will help you, if you let me," the voice said, and Cassandra welcomed her aid.

With Cassandra's approval, the Voodoo loa Siren, goddess of the sea, entered her body and became as one with her. The drug-smugglers, watching the waters for the blood and the inevitable feeding frenzy, were startled to see a green-haired woman rise up out of the deep on the back of a shark. The ocean waves struck their boat at her command, capsizing it and dumping the drug smugglers in among the sharks. She produced a magical net from the waters that snared the drug-runners, and flew them to shore to face the authorities.

Cassandra woke up the next morning thinking the whole experience had been some kind of strange dream. She realized it actually happened when Siren appeared to her in a vision and explained she had been chosen for a very special purpose. The goddess maintained the people of the world were ultimately good and worthy of the aid of the loa; Baron Samedi, the loa of the dead, conversely maintained that humanity responded only to base impulses and needs and were simply worthy of becoming slaves and playthings of the loa.

So it was decided both of them would have the opportunity to prove their cases. They each chose mortals in whom they would merge to operate in the physical world, and Siren chose Cassandra. Together, she and the loa would overcome the plans of Baron Samedi to prove humanity was worth saving. Siren didn't have long to wait before the Baron struck with his first ploy, transforming the criminals she captured into his zombie minions and sending them against her.

When Cassandra returned home to Louisiana, the sea goddess Siren became well known along the Gulf Coast, fighting against smugglers, drug-runners, dangerous creatures and the agents of Baron Samedi. She aided the people of Freedom City during Hades' invasion and become a member of the Freedom League; she remained a crucial part of the League for its first five

years, and then returned to New Orleans, erratically serving as a reservist member of the League for many years, since Baron Samedi concentrated his efforts far away from Freedom City.

Still, she was on hand for the Terminus Invasion. When the Freedom League reformed following Omega's defeat, Siren rejoined comrades new and old in the fight for justice. Baron Samedi has since followed Siren's presence in Freedom City by extending the reach of his criminal empire there. His minions are now peddling zombie powder on the streets of Lincoln and Southside. With each new addict, the Barons's presence in Freedom City becomes stronger. This has not escaped Siren's notice.

STAR KNIGHT — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+8	+1	+1	+0	+2	+2
26/11	13	12	11	15	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+1*	+6	+6	+8

*without armor

Real Name: Maria Montoya

Identity: Secret | **Occupation:** Police officer

Base of Operations: California, Earth | **Affiliation:** Freedom League

Height: 5'6" | **Eyes:** Brown

Weight: 118 lbs. | **Hair:** Black

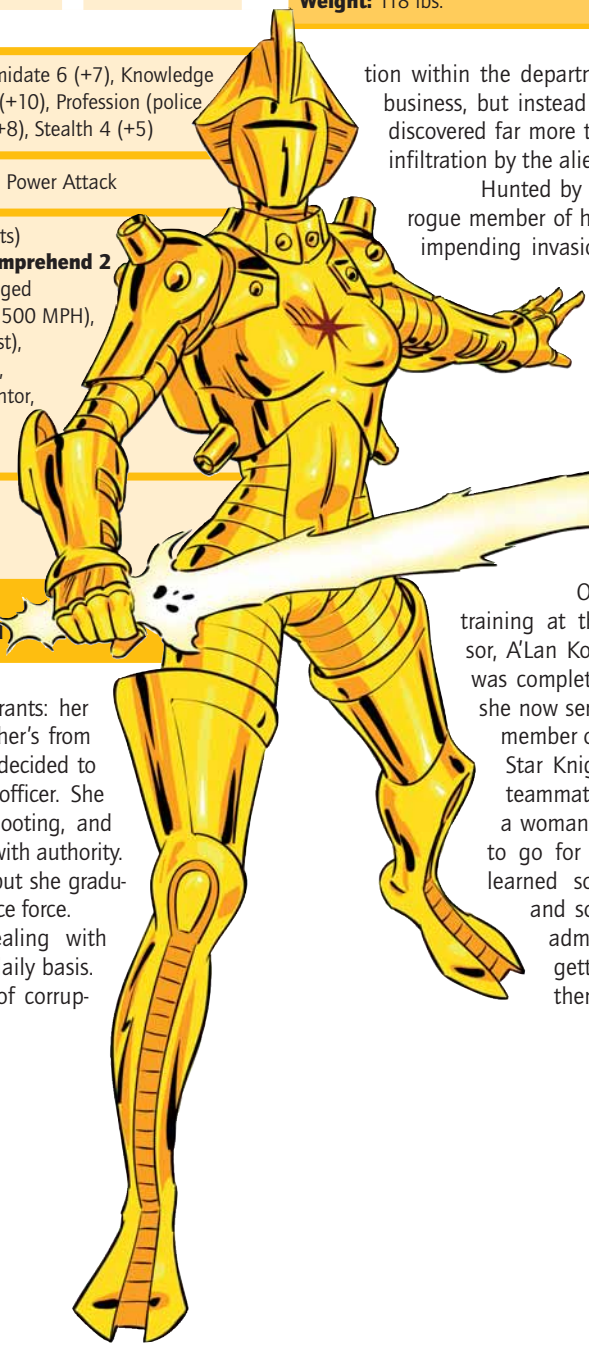
Skills: Climb 4 (+12/+4), Diplomacy 4 (+5), Intimidate 6 (+7), Knowledge (civics) 5 (+5), Language 1 (Spanish), Notice 8 (+10), Profession (police officer) 6 (+8), Search 4 (+4), Sense Motive 6 (+8), Stealth 4 (+5)

Feats: Defensive Attack, Fearless, Improved Block, Power Attack

Powers: Device 25 (Star Knight armor, 125 points)
Star Knight Armor: **Blast 10** (energy "sword"), **Comprehend 2** (languages), **Deflect 9** (energy "shield," all ranged attacks), **Enhanced Strength 15**, **Flight 8** (2,500 MPH), **Immunity 10** (life support, starvation and thirst), **Protection 10** (Impervious), **Space Travel 10**, **Super-Senses 4** (communication link with Mentor, direction sense, low-light vision, radio), **Super-Strength 4** (heavy load: 6 tons)

Combat: Attack +10, Grapple +22, Damage +8 (unarmed), +10 (blast), Defense +9, Knockback -10, Initiative +1

Abilities 16 + Skills 12 (48 ranks) + Feats 4 + Powers 100 + Combat 38 + Saves 16 = Total 10



Maria's parents were both children of immigrants: her father's family from Central America, her mother's from Greece. She grew up in California, where she decided to attend the police academy and become an officer. She earned high marks in criminal procedure, shooting, and hand-to-hand combat, but also had a problem with authority. Her temper got her into trouble on occasion, but she graduated with honors and found a job with the police force.

Officer Montoya worked the streets, dealing with gangs, organized crime, and other risks on a daily basis. A routine investigation led her to evidence of corruption within the department. She was warned to mind her own business, but instead chose to dig deeper on her own. Maria discovered far more than just a few dirty cops. She uncovered infiltration by the alien Grue!

Hunted by the Grue, she found an ally in Pseudo, a rogue member of his race, who sought to warn Earth of the impending invasion. Maria also came to the attention of Mentor and the Star Knights. With the Grue threatening to invade, Mentor appointed Maria the new Star Knight of Earth's sector of space. She accepted the job and got her initial training "on the job" helping the Freedom League and Earth's other heroes against the alien invasion.

Once the Earth was safe, Maria underwent training at the Star Citadel, and met her predecessor, A'Lan Koor. Once her formal Star Knight training was complete, Sri Montoya returned to Earth, where she now serves as Earth's resident Star Knight and a member of the Freedom League.

Star Knight is fairly hard-nosed compared to her teammates, she had to be in order to make it as a woman in a largely male police force. She tends to go for the aggressive solution, although she's learned some diplomacy from the Star Knights and some restraint from Captain Thunder. She admires her teammates and is still working on getting past their reputations to get to know them as people, not just heroic icons.

THE ATOM FAMILY

The world-famous Atom Family is made up of adventurers and explorers who investigate strange phenomena and fight threats to the safety of Freedom City and the world. The team currently consists of the four grandchildren of Dr. Alexander Atom, their friend and legal guardian Jack Wolf, and their grandfather's intellect, maintained within the computers of their headquarters, the Nucleus, atop the Goodman Building in Freedom City.

The history of this most unusual family begins with Dr. Alexander Atom, renowned scientist and adventurer in the 1930s and 1940s. Dr. Atom explored lost and hidden civilizations in various parts of the world. He often found dire threats to humanity—such as his first encounters with the Sub-Terrans and their underground kingdom—or unbelievable wonders like the dinosaur-filled Lost World in South America. On those occasions, Dr. Atom and his allies protected the world from threats it didn't even know existed.

During World War II, Dr. Atom worked on occasion with the Liberty League as a scientific advisor. Rumor has it he also worked on the Manhattan Project, although he never discusses the matter with anyone. During the war, he met and fell in love with Marie Vaulaire, a daring French resistance fighter. Their affair was a brief, passionate one, but Marie died fighting against the Nazis soon thereafter.

The heartbroken Dr. Atom threw himself into his work, and this decade of furious activity and invention excluded nearly everyone save Anne Banks, a young woman who became his laboratory assistant, then partner, and eventually his wife. Anne said she had to pursue her husband "with relentless determination," but in the end she got the brilliant but emotionally blocked scientist to realize what he had right in front of him.

Their daughter Andrea was born in 1959. She grew up with her mother's beauty and tenacity and her father's brilliance. The Atoms later took in Jack Wolf, the son of one of Alexander's friends, an astronaut lost on an early orbital mission. Jack was just a few years older than Andrea, and the two of them became close.

In 1972, Anne Atom succumbed to cancer, despite her husband's valiant efforts to save her. Dr. Atom continued to raise his daughter and foster son alone but too often buried himself in his research. He began to study robotics and computers more in-depth, building robotic playmates and nannies to help care for Andrea and Jack. She began attending HIT in 1976, and there she saw the performance of a "mentalist" named Mentac, who debunked psychic research. When she also discovered Mentac had actual psychic powers, she confronted him to find out his story. Mentac explained he pretended to be a stage mentalist and debunker as a way for him to find con-artists as well as true paranormals who abused their abilities and bring them to justice. Andrea introduced Mentac to her father and he began a long association with the Atom Family.

During the late 1970s, the quartet of Dr. Atom, Andrea, Mentac, and Jack Wolf explored strange phenomena and fought many menaces about which the world never learned. Andrea became more and more attracted to the mysterious and aloof Mentac, while Jack silently carried a torch for the lovely Andrea. Dr. Atom, of course, remained largely unaware of the romantic entanglements of his young protégés.

Finally in 1980, Mentac finally told the Atom Family he was an exiled prince from Farside City, located on the dark side of the Moon. They confronted Mentac's aunt, Lady Lunar, and overthrew her despotic control of the city. An admirer of the ideals of the American system of government on Earth, Mentac abdicated his throne and helped install a democratic government elected by the people. In the midst of the celebrations, he also finally admitted his feelings for Andrea, and they married two years later. Jack Wolf left his foster-family, heartbroken over losing Andrea, and spent some time working as a mercenary in various parts of the world.

Andrea and Mentac had their first child, a boy they named Maximus, in 1984. Three others followed: Tesla in 1985, Victoria in 1987, and Chase in 1989. Dr. Atom began his own battle with cancer in the late '80s. He kept the extent of his condition a secret, but Andrea discovered the truth some time later.

Disaster struck Freedom City in 1993 when Omega, the Lord of the Terminus, invaded Earth. While Dr. Atom worked to save the city and close the Terminus breach from this reality, Andrea and Mentac dove into the Terminus to try and keep Omega from emerging. They left the children in the care of the house robots on the lowest and only undamaged floor of their home.

Andrea and Mentac failed to stop Omega's emergence and appeared to be atomized by the mad god's power. Distracted during the crisis, Dr. Atom helped Centurion and other heroes defeat Omega and reseal the dimensional warp. Dr. Atom's health began to fail due to exhaustion from the invasion and grief over the loss of his daughter and son-in-law. Refusing to leave his grandchildren alone in the world, he asked Jack Wolf to become their legal guardian. As a final experiment, Alexander Atom transferred his intellect and memories into a holographic computer system as his body finally gave out and died.

In 1997, when Maximus turned 13, everyone learned the young Atoms were mutants, whether because of their father's unearthly heritage and psychic abilities, their mother's various adventures, or their parents' exposure to so many strange and unusual locales. Like most mutations, the exact cause remains unknown, but the Atom kids each possess unique superhuman powers.

"Uncle Jack" acts as the kids' legal guardian and teacher, aided by a holographic representation of Dr. Atom (affectionately known as "Gramps"). Dr. Atom can manifest his mind briefly inside the A.L.E.X. robot if he needs to act physically instead of manipulating things inside the computer, but this puts a strain on the android's systems and the integrity of the doctor's holographic matrix.

The members of the Atom Family are explorers at heart, with Dr. Atom's keen intellect guiding their travels into the Terminus, to the Moon, and to faraway lands. If anyone is likely to discover aliens, lost worlds, or similar things, it's the Atom Family. They're also likely to stir up trouble from time to time, and may need the help of other heroes. For example, the Atoms might be captured, or even replaced, by advance scouts for an alien invasion (such as the Grue, see **Chapter 4**). The disappearance of the team is always a potential hook for an adventure.

The Atom siblings are still young, and prone to getting into the same sorts of trouble other young people manage to find. They make a useful foil for a group of teen heroes, such as the Next-Gen, while older heroes feel a certain responsibility toward the Atoms. Still, despite their relative youth, they've been dealing with the unusual from childhood and know what they're doing. In fact, it's the everyday-life quandaries that are far more difficult for the Atoms, whether dating, asserting one's independence, or simply making new friends outside of the superhuman community.

THE NUCLEUS

The Atom Family makes their home on the top five floors of the Goodman Building in Midtown Freedom City. Real estate financier Saul Goodman constructed the building and later sold it to Atomic, Inc., the family trust set up by Dr. Atom. Although the Goodman Building has been mortgaged and sold a few times over the years, it's currently owned by the Atom Family trust once more.



As it happens, the top floors of the building are in the same spot where Centurion's life-pod entered Earth's dimension from the Terminus. Dr. Atom discovered lingering dimensional energies in the upper floors of the building, and constructed a special containment unit to ensure they would not spill over into Earth again (although they have anyway on a few occasions). The Nucleus houses an artificial dimensional gate, which the Atoms monitor for any signs of trouble.

The Nucleus contains living space for the Atom Family, extensive laboratories where Dr. Atom and Tesla conduct research, workshops for constructing various technological devices, and the extensive computer system housing Dr. Atom's intellect. ALEX takes care of most of the Nucleus' upkeep, and Dr. Atom's patents and the Atomic, Inc. trust pay for it all.

The Goodman Building is fairly unremarkable, a skyscraper of steel and concrete with mirror-finish windows. The floor immediately below the Nucleus remains empty as a "buffer zone" between the headquarters and the rest of the building. This floor contains some backup and support machinery for the Nucleus.

THE NUCLEUS	HEADQUARTERS
Size: Large, *Toughness:* 10, *Features:* Communications, Computer, Defense System, Fire Prevention System, Gym, Hangar, Infirmary, Laboratory, Library, Living Space, Power System, Security System, Workshop.	
Cost: 16 equipment points	

VEHICLES

The Atom Family uses a "sky-car," a swift anti-gravity vehicle, for getting around Freedom City and for short trips elsewhere. Jack Wolf usually pilots, although Maximus has also become a skilled pilot.

SKY-CAR	VEHICLE
Strength 40, Speed 5 (air, 250 MPH), Defense 8, Toughness 9, Size H.	
Cost: 14 equipment points	

DR. ATOM — POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
—	—	—	+12	+4	+1
—	—	—	34	18	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8	—	—	+11

Skills: Bluff 8 (+9), Computers 12 (+24), Concentration 6 (+10), Craft (electronic) 12 (+24), Craft (mechanical) 10 (+22), Diplomacy 7 (+8), Disable Device 12 (+24), Investigate 6 (+18), Knowledge (behavioral sciences) 8 (+20), Knowledge (earth sciences) 8 (+20), Knowledge (history) 6 (+18), Knowledge (life sciences) 8 (+20), Knowledge (physical sciences) 13 (+25), Knowledge (technology) 13 (+25), Language 3 (French, Latin, Russian), Medicine 4 (+8), Pilot 2 (+2), Profession (scientist) 8 (+12), Search 8 (+20), Sense Motive 8 (+12), Survival 2 (+6)

Feats: Eidetic Memory, Leadership, Improvised Tools, Inventor, Master Plan, Skill Mastery (Computers, Craft–electronic, Craft–mechanical, Disable Device)

Powers: Datalink 10 (radio), **Immunity 30** (Fortitude effects), **Protection 8** (Impervious), **Super-Senses 6** (communication link 5 with the Atom Family, time sense)

Combat: Attack +6, Grapple –, Damage –, Defense – (+6), Initiative +17 (Int-based)

Drawbacks: Disability (immobile, -5 points)

Abilities 4 + Skills 41 (164 ranks) + Feats 6 + Powers 54 + Combat 24 + Saves 7 – Drawbacks 5 = Total 131

Real Name: Alexander Atom	
Identity: Public	**Occupation:** Scientist
Base of Operations: Goodman Building, Freedom City	**Affiliation:** Atom Family
Height: n/a	**Eyes:** Blue (holographic)
Weight: n/a	**Hair:** White (holographic)

In the 1930s, Alexander Atom was a brilliant scientist, inventor, and adventurer. He went to places most people barely imagined and achieved more with his life than most could ever know. He also died in recent years, but death hardly slowed him down at all. Before his physical death, Dr. Atom transferred his intellect, memories, and personality into an incredibly advanced computer system of his own design. He lives on as a disembodied intelligence "inside" a virtual world of his own making. This has not only given Dr. Atom a kind of immortality but, more importantly, allows him to continue his work and care for his beloved grandchildren.

These days, Dr. Atom is confined to the computer system in the Nucleus, the Atom Family's home in Freedom City, but his mind can roam the Internet and he can project a holographic image of himself anywhere within the Goodman Building. Sub-space communication implants also allow Dr. Atom to communicate with the rest of the Atom Family, no matter where they are, from Midtown to the depths of the Terminus. This allows him to constantly observe and advise his grandchildren and their guardian.

Although he's gotten a touch crotchety in his old age, Dr. Atom still has his dry wit and caring nature. He loves his grandchildren dearly and treats Jack Wolf like the son he never had. Most other people find him pleasant enough (for a hologram) but sometimes find his leaps of logic and his jargon-filled speeches difficult to follow.

JACK WOLF — POWER LEVEL 8

STR	DEX	CON	INT	WIS	CHA
+4	+3	+4	+1	+2	+3
18	16	18	12	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+8	+8	+8

*flat-footed

Skills: Acrobatics 5 (+8), Bluff 7 (+10), Climb 6 (+10), Craft (chemical) 4 (+5), Disable Device 6 (+7), Drive 10 (+13), Intimidate 8 (+11), Knowledge (current events) 8 (+9), Language 2 (Russian, Spanish), Medicine 4 (+6), Notice 8 (+10), Pilot 12 (+15), Profession (soldier) 6 (+8), Survival 8 (+10), Stealth 6 (+9)

Feats: All-out Attack, Assessment, Attack Focus (melee), Beginner's Luck, Defensive Roll 2, Diehard, Dodge Focus 2, Elusive Target, Endurance, Evasion, Improved Initiative, Leadership, Power Attack, Precise Shot, Quick Draw, Stunning Attack, Takedown Attack, Taunt, Track

Powers: Device 1 (blaster), **Super-Senses 1** (communication link–Dr. Atom)
Blaster: **Blast 5**

Combat: Attack +11 (melee), +10 (ranged), Grapple +14, Damage +4 (unarmed), +5 (blaster), Defense +10 (+4 flat-footed), Knockback -3, Initiative +7

Abilities 34 + Skills 25 (100 ranks) + Feats 21 + Powers 4 + Combat 36 + Saves 15 = Total 135

Real Name: Jackson Connor Wolf	
Identity: Public	**Occupation:** Adventurer
Base of Operations: Freedom City	**Affiliation:** Atom Family
Height: 6'	**Eyes:** Blue
Weight: 185 lbs.	**Hair:** Dark blond

Jack Wolf is the legal guardian of the minor Atom children, a parental position in which he never expected to find himself. Dr. Atom took young Jack Wolf in as a foster child when his father, Lt. Col. John Wolf, was lost on a space mission. Jack had a stormy relationship with his adoptive "sister" Andrea for a time, which eventually deepened into true affection, and even love on Jack's part. He and Mentac struck sparks from the start, partly because of the conflict between Mentac's intellect and biting wit and Jack's rough-and-tumble attitude. Mostly, Jack was just jealous of the affection Andrea showed Mentac. When the Atom Family visited Farside City, they discovered the truth about Mentac's heritage and also the fate of Jack's father, who was rescued and lived among the Farsiders (where he remains today).

When Andrea and Mentac became romantically involved, Jack left Freedom City and became a soldier of fortune, fighting in various brush wars and conflicts around the world. He did his best to forget the Atoms until he heard about Omega's assault on Freedom City. He returned too

late to save either Andrea or Mentac, something he deeply regrets, but he was there for Dr. Atom and the old man's grandchildren.

Jack became their guardian when Dr. Atom died, since the legality of a computerized intellect being "alive" or not is a matter of some debate. Although he doesn't have any super-powers of his own, Jack still accompanies the Atom Family into action, and is often the de-facto pilot. He is more than capable of taking care of himself, and he pulls the kids out of trouble regularly, while they've surprisingly done the same for him on a few occasions. No matter what happens, the kids know their "Uncle Jack" will take care of them.

MAXIMUS ATOM — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+3	+1	+3	+4	+1	+2
16	13	16	14	13	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+12*	+9	+6	+7

* full growth

Skills: Climb 4 (+7), Computers 4 (+5), Craft (mechanical) 6 (+8), Knowledge (current events) 4 (+6), Notice 6 (+7), Pilot 8 (+9)

Feats: Attack Focus (melee), All-out Attack, Defensive Attack, Improved Pin, Interpose, Power Attack

Powers: Growth 12 (Alternate Powers: **Insubstantial 4**, **Shrinking 20** [Growth Strike, Microverse], Growth Strike), **Protection 3**, **Super-Senses 1** (communication link with Dr. Atom)

Combat: Attack +9 melee (+5 at full Growth), +8 ranged (+4 at full Growth), Damage +3 (unarmed), +15 (full Growth), Defense +10 (+6 at full Growth), Initiative +1

Abilities 27 + Skills 8 (32 ranks) + Feats 6 + Powers 43 + Combat 36 + Saves 17 = Total 137

Real Name: Maximus "Max" Atom	
Identity: Public	**Occupation:** Adventurer
Base of Operations: Freedom City	**Affiliation:** Atom Family
Height: 6' (normally)	**Eyes:** Blue
Weight: 180 lbs.	**Hair:** Brown

Maximus is the oldest of the Atom children, born in 1984. From his earliest childhood, he took more after his "uncle" Jack Wolf, physically active and daring. He quickly learned responsibility for his younger siblings and has helped look after them. Already famous as the grandchild of Dr. Atom, Maximus quickly became known for his own accomplishments. He became the leader of his siblings in more ways than one, helping his parents to train them as he learned to understand and control his own abilities.

Maximus has become quite close to his Uncle Jack and he admires him greatly. Although he's not really aware of it, Maximus also feels a little guilty about this, because Jack is the kind of man he always wished his father Mentac had been. That feels he's like betraying his father's memory, and drives Maximus harder to make himself someone his parents would have been proud of.



Maximus Atom is serious and dedicated to his studies and his family. He's boisterous and athletic, outgoing and friendly. He's a bit overawed by his younger siblings' intellect, and makes light of his own, even though he is smart in his own right. He takes responsibility for his sisters and brother and for Jack Wolf too, even though Jack supposedly looks out for them. Maximus' self-confidence wanes only around one influence—girls. Despite his normal gregariousness, Max is shy, unsure of himself, and clumsy around them. He's attracted to Empath of the Psions, but hasn't let that interfere when the two families come into conflict.

Maximus can control his body's atomic structure to a limited degree. He can grow to tremendous size, shrink down to only a few centimeters tall, and shift his molecular valance out of phase with other matter, letting him pass through it. In his giant form he's also very tough; few weapons can pierce his skin.

Maximus typically grows in response to danger, allowing him to oversee the situation and protect his family when necessary. He doesn't hesitate to jump in front of attacks to shield others, and he uses his great size and reach to deal with opponents. He'll often carry Vicky and Chase in his giant form.

In situations where stealth is called for, Maximus shrinks down or "ghosts" through solid obstacles. He's been known to hitch a ride with Victoria in his miniature form, and the two of them make a great infiltration team (especially in telepathic contact with Chase).

MORPHIC MOLECULES

Dr. Atom invented morphic molecules in the 1950s to serve the needs of the growing superhuman population. They provided the basis for an adaptive fabric, able to stand up to a wearer's superpowers. The patent on morphic molecules has earned Dr. Atom a fortune, as has manufacturing custom-designed costumes from the material. Most superhero costumes in the World of Freedom are made from morphic molecules. This alone costs no equipment points: it's an assumed capability of costumes in the setting.

Members of the Atom Family each have their own morphic molecule bodysuits. Max's suits are blue, Tesla wears red, Vicky's suits are green; and Chase's are purple. The suits can be programmed to reshape themselves into any set of clothing desired by the wearer. There are also receiver circuits embedded in the suits, allowing them to use any part of a suit's surface (usually the forearm sleeve) as a display screen for two-way communication.

TESLA ATOM

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+3	+3	+5	+2	+2
11	17	16	20	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+3*	+6	+8	+6

*without force-field

Skills: Computers 5 (+10), Concentration 8 (+10), Craft (electronic) 6 (+11), Disable Device 5 (+10), Knowledge (physical sciences) 8 (+13), Notice 4 (+6), Search 4 (+9), Sense Motive 4 (+6)

Feats: Accurate Attack, Attack Focus (ranged) 2, Defensive Attack, Precise Shot

Powers: Flight 5 (250 MPH), **Force Field 8** (Impervious), **Radiation Control 10** (Alternate Powers: **Create Object 10**, **Dazzle 10** [visual], **Disintegration 5**, **Nullify Radiation 10** [Area Burst]), **Super-Senses 1** (communication link with Dr. Atom)

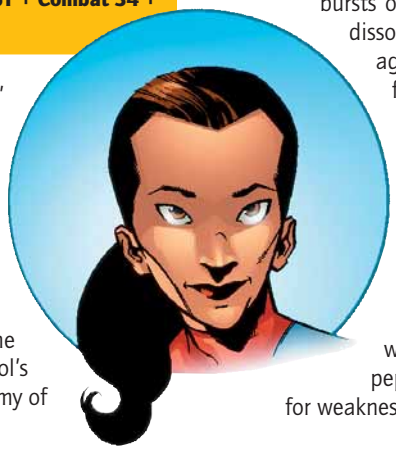
Combat: Attack +8 melee, +10 ranged, Damage +0 (unarmed), +10 (blast), Defense +9, Initiative +3

Abilities 33 + Skills 11 (44 ranks) + Feats 5 + Powers 51 + Combat 34 + Saves 12 = Total 146

Real Name: Tesla "Tess" Atom	
Identity: Public	**Occupation:** Adventurer
Base of Operations: Freedom City	**Affiliation:** Atom Family
Height: 5'9"	**Eyes:** Amber
Weight: 130 lbs.	**Hair:** Brown

Tesla is only a year younger than her brother Maximus, but seems more mature in some ways. Although Maximus is the leader of the siblings, Tess is definitely the brains of the outfit. She has her mother's sharp intellect, and her father's biting wit to go with it. She learns more all the time and spends much of her off time helping her grandfather with experiments as both his assistant and his hands for delicate work.

There's little doubt Tess will go on to become a brilliant scientist. She's taking advanced classes at the Hanover Institute of Technology, although the school's administration worries her presence might lead an enemy of the Atom Family to attack Tesla on campus.



Tesla Atom lets Maximus take the lead while she advises him and figures things out. She's always thinking, looking for new things to study and new opportunities to learn. Even in her spare time, she enjoys puzzles and intellectual games like chess (which she plays with Chase and her grandfather). She's excited by a new experiment or something new to study. She sees the threats the Atom Family deals with as puzzles to solve, although if a member of her family is threatened, Tesla doesn't play around.

She's entirely unaware of how attractive she is and somewhat clueless when it comes to having boys fawn over her. For her to be attracted to a guy, he'd have to be her intellectual equal, and she hasn't met up with anyone like that yet. However, she does have a bit of a schoolgirl crush on Daedalus of the Freedom League.

Tesla can generate and control nucleonic energy fields, surround herself with a glowing force field, and fly through the air. She can generate bursts of energy, ranging from blinding light to a force that dissolves molecular bonds, although she never uses that against living opponents. She can even create fields of force away from her body, shaping them into walls or a platform. Tess is in excellent physical condition, and trains regularly in the use of her powers.

Tesla's abilities make her the aerial and artillery support in the Atom Family, since she can attack opponents at range while flying up out of reach. She frequently carries one or more of her siblings with her into the air (particularly if Maximus shrinks down to an easily portable size), and she's the one who catches them if they fall. She tends to hang back, peppering opponents with ranged attacks, while looking for weaknesses and advising Maximus on tactics.

VICTORIA ATOM

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+1	+3	+2	+4	+1	+3
12	16	14	18	13	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8	+6	+9	+7

Skills: Bluff 8 (+11), Computers 4 (+8), Concentration 4 (+5), Disguise 8 (+11, +31 with Morph), Escape Artist 12 (+15, +24 with Elongation), Knowledge (current events) 4 (+8), Notice 8 (+9), Pilot 4 (+7), Search 4 (+8), Sense Motive 4 (+5), Sleight of Hand 4 (+7)

Feats: Attack Focus (melee) 4, Beginner's Luck, Eidetic Memory, Grappling Finesse, Improved Grapple, Stunning Attack

Powers: Growth 4, **Elongation 9**, **Insubstantial 1**, **Morph 4** (any form), **Protection 6**, **Super-Senses 1** (communication link with Dr. Atom)

Combat: Attack +10 (melee), +6 (ranged), Grapple +22, Damage +1 (unarmed), Defense +12, Knockback –4, Initiative +3

Abilities 29 + Skills 16 (64 ranks) + Feats 9 + Powers 45 + Combat 36 + Saves 16 = Total 151

Victoria, age 17, is quieter and less self-assured than her older siblings. She tends to blend into the background both figuratively and literally, since Victoria can transform into almost anything. She's very intelligent but more bookish than Tesla. She loves to read and often has her nose buried in a book, reading anything from fiction to science, history, current events, and journalism. She can pull obscure facts and figures out at various times, and she's particularly fascinated with reading about superheroes.

Vicky is very much the peacemaker of the family, and does her best to keep everyone happy and together. She's very curious and interested in new ideas and new experiences and is remarkably open-minded for her age. She doesn't judge by appearances and has the ability to see things

from other points of view fairly easily, which may come from her ability to literally put herself in others' places. Her willingness to believe that there's some good in everyone can get her into trouble sometimes, especially when coupled with her curiosity. She's closest to her younger brother Chase and particularly protective of him.



Victoria can control her body's molecules like Maximus can, but she does so with more precision. She can transform into virtually any shape she can imagine. She can stretch out to great lengths or assume a semisolid form that allows her to flow like water through small cracks and openings. Her body is naturally resilient, making her more resistant to physical harm.

Victoria is the Atom Family's infiltration expert, able to go almost anywhere. She's also been known to use her shapechanging to sow confusion among opponents by mimicking one of them. In a fight, she tends to grab opponents and tangle them up in her stretchy form, holding them just long enough for Max or Tess to hit them hard.

Real Name: Victoria "Vicky" Atom	
Identity: Public	**Occupation:** Adventurer
Base of Operations: Freedom City	**Affiliation:** Atom Family
Height: 5'5"	**Eyes:** Blue
Weight: 100 lbs.	**Hair:** Brown

CHASE ATOM — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+2	+1	+2	+4	+1
10	14	12	15	18	13

TOUGHNESS	FORTITUDE	REFLEX	WILL
+5/+1*	+5	+7	+14

+flat-footed

Skills: Bluff 4 (+5), Concentration 12 (+16), Diplomacy 4 (+5), Handle Animal 4 (+5), Knowledge (current events) 2 (+4), Notice 4 (+8), Pilot 2 (+4), Sense Motive 8 (+12), Stealth 4 (+6)

Feats: Defensive Roll 4, Dodge Focus 2, Evasion, Improved Initiative, Second Chance (Will saves), Sidekick 13 (Cosmo the Moon Monkey), Taunt, Uncanny Dodge (mental)

Powers: Comprehend 2 (languages), **Mind Shield 6**, **Super-Senses 3** (mental communication links with Dr. Atom & Cosmo, mental awareness), **Telepathy 12** (Alternate Powers: **Illusion 8** [all senses, Phantasms], **Mental Blast 8** [Tiring], **Mental Transform 8** [personality, Continuous])

Combat: Attack +5, Damage +0 (unarmed), Defense +12 (+5 flat-footed), Initiative +6

Abilities 22 + Skills 11 (44 ranks) + Feats 24 + Powers 40 + Combat 30 + Saves 13 = Total 140

Real Name: Chase Atom	
Identity: Public	**Occupation:** Adventurer
Base of Operations: Freedom City	**Affiliation:** Atom Family
Height: 5'5"	**Eyes:** Gray-Green
Weight: 135 lbs.	**Hair:** Black

The youngest of the Atom siblings, Chase Atom is the most like their father Mentac. Chase is the "baby" of the family, although he's very intelligent and sophisticated for his age. Chase's mental powers emerged earlier than the abilities of any of his siblings, starting when he was only seven years old, so he's had almost as much time to learn to control and use them as his older brother and sisters.

Dr. Atom has confided in Jack Wolf that Chase may potentially be the most powerful of all of his grandchildren. There appears to be a special connection between Chase and the Moonstone, the alien artifact that is the power-source of the Farsider civilization. With the power of the Moonstone, Chase's abilities can be magnified tremendously, perhaps even permanently. Jack and Dr. Atom keep this information to themselves, since they don't want to place any more burdens on young Chase or his siblings. It's possible that Chase has the potential to become a being of pure psionic energy, much like his father has (see **Chapter 7** for details).



While on a visit to Farside City, Chase acquired a mutant monkey as a pet. He named him Cosmo and the "moon monkey" is Chase's constant companion.

Chase has led a strange life, to say the least. Although he's seen alien worlds and fought cosmic beings, he gets uncomfortable in the mundane environments of normal kids his age. A plan to send Chase to an ordinary school rather than tutoring him at the Nucleus worked out poorly. Dr. Atom would like to see Chase with a few friends his own age, but Chase is mostly content in the company of his siblings and Cosmo. Chase has made one friend his own age: Ray Gardener, Jr. The two hit it off due to their mutual interest in roleplaying and video games; Ray has since deemed ALEX the "coolest GM ever with all those different voices."

Chase Atom has telepathic abilities. He can read minds and project mental illusions. He can also project powerful mental blasts to stun or incapacitate sentient beings, but they tire him out fairly quickly. He has learned to shield his own thoughts and he can link the minds of his siblings together, allowing them to communicate instantly and silently. On Jack Wolf's suggestion, Chase has developed a trick of monitoring the surface thoughts of those around him in combat to give him a split-second warning so he can avoid an attack before it comes.

Chase is very serious-minded when it comes to responsibility, since it's been drilled into him since childhood. He never uses his powers carelessly or thoughtlessly and he makes it a point not to read other people's thoughts without good reason. Chase may have the potential to control other people's minds, but the idea is so repugnant to him that he will likely never develop it

COSMO THE MOON MONKEY



Chase's pet Cosmo is a mutant monkey from Farside City. Cosmo looks much like an Earth spider monkey with pale blue fur. He's more intelligent than an Earth-monkey, able to understand almost any simple command and even communicate to a limited degree using sign language (or telepathy with Chase). Cosmo also has the ability to teleport himself and one person touching him. This has allowed him to 'port his friend Chase out of trouble from time to time. However, it also allows Cosmo to get into a great deal of trouble, since it's impossible to keep him inside (or anywhere else he doesn't want to be) for any length of time.

COSMO THE MOON MONKEY					POWER LEVEL 2
Str 3	**Dex 15**	**Con 10**	**Int 7**	**Wis 12**	**Cha 11**
Skills: Acrobatics 6 (+8), Climb 6 (+8), Notice 4 (+5), Stealth 4 (+6, +14 with size)					
Feats: Benefit (Climb based on Str), Dodge Focus 2, Evasion 2, Improved Initiative					
Powers: Additional Limbs 1 (tail), **Shrinking 8** (Permanent, Innate), **Super-Senses 1** (mental communication link with Chase), **Teleport 10** (1,000 ft./Earth to the Moon, Change Velocity, Easy, Progression [x2 mass], Turnabout)					
Combat: Attack +3 (+5 with size), Grapple –7, Damage –4 (unarmed), Defense +5 (+7 with size, +3 flat-footed), Knockback +2, Initiative +6					
Saving Throws: Toughness +0, Fortitude +2, Reflex +5, Will +1					
Drawbacks: Disability (mute, –2 points)					
Abilities 6 + Skills 4 (20 ranks) + Feats 6 + Powers 35 + Combat 12 + Saves 4 – Drawbacks 2 = 65					

ALEX

Dr. Atom designed the Artificial Life-form Experiment (or ALEX) as a helper, lab assistant, and robotic nanny for his daughter and later his grandchildren. ALEX has long been a part of the Atom Family, taking care of their home and headquarters and serving as the family's loyal valet. Programmed with an artificial but adaptive intelligence, ALEX has adopted a caustic personality and an upper-class British accent, although he is capable of speaking in hundreds of living, dead, and alien languages with a variety of accents.

None of the Atom Family thinks of ALEX as "it," despite his status as an artificial being. He worries over the safety of the Atom siblings and keeps everything in the Nucleus running smoothly. ALEX and Jack Wolf have traded quips ever since Jack was a teenager, and although each finds the other frustrating at times, they are actually loyal friends beneath the surface.

ALEX					POWER LEVEL 6
Str 18	**Dex 12**	**Con –**	**Int 14**	**Wis 14**	**Cha 12**
Skills: Notice 4 (+6), Profession (butler) 10 (+12), Search 4 (+6), Sense Motive 6 (+8)					
Powers: Comprehend 2 (languages), **Immunity 40** (Fortitude, mental powers), **Protection 8**, **Super-Senses 3** (darkvision, radio), **Super-Strength 1**					
Combat: Attack +2, Grapple +7, Damage +4 (unarmed), Defense +4, Knockback –4, Initiative +1					
Saving Throws: Toughness +8, Fortitude –, Reflex +2, Will +2					
Abilities 10 + Skills 6 (24 ranks) + Feats 0 + Powers 57 + Combat 12 + Saves 1 = Total 86					

THE NEXT-GEN

When Duncan Summers purchased the failing Claremont Academy in the Bayview area of Freedom City, he had no intention of creating another hero team. The Academy had once been a prestigious private school, but fell on hard times and closed after sustaining damage during the Terminus Invasion. Summers had a somewhat different idea in mind for the school—taking what he'd learned in his superhero career and passing it on to a new generation. There were more young superhumans in the world than before, and they needed someone to teach them how to control their powers and use them constructively. They also needed someone looking out for them to keep them out of the clutches of villains like the Mastermind, Dr. Sin, or SHADOW. Duncan reluctantly trained his daughter Callie to become the second Raven, and was surprised how much he enjoyed teaching.

With his renowned detective skills and contacts throughout the superhuman community, Mr. Summers quickly gathered students, and in fact it took longer to purchase, repair, refurbish, and staff the Academy than it did to find its first class of students. Duncan found out very quickly that working with his new students wasn't at all like training his daughter. Callie had a rebellious and independent streak, but she still loved him as her father. It took a lot more time to build trust with these new kids and win them over. In the end, they taught Duncan as much as he taught them. Although they complain that "Old Man Summers" is hard on them, they respect him, and all his students would do almost anything for him.

The students at the Academy weren't intended to be superheroes, at least not until they completed their training. The superhero business isn't a safe place for amateurs, as far as Summers was concerned. Fate led some Academy students into a battle against various supervillains, simply because "no other heroes were around to fight the bad guys, so we did." Using their training, the kids prevailed, and the surrounding news cameras caught them in action. Sonic's enthusiastic sound bite to Channel 9's Amy Feng cemented their name and attitude for the public from the start. She asked, "You're all so young, and yet obviously capable. Have you worked with the Freedom League?" Beaming broadly into the cameras, Sonic fired back, "Nah they're old school. We're the Next-Gen!"

Although he officially discourages "extra-circular activities," Duncan Summers is secretly proud of his Next-Gen students. But since they insist on being dragged into the heroic world, he gives them heroic levels of additional training and studies to prepare them either for the life they chose or the life that chose them. Becoming a member of the Next-Gen is now a cherished goal among the younger students at the Academy.



THE CLAREMONT ACADEMY

The Claremont Academy is a prestigious private school in Bayview Heights. Duncan Summers purchased the school and its ground after they were badly damaged during the Terminus Invasion.

Mr. Summers re-opened the school and began admitting a new class of students with a slight difference in his enrollment practices. He also began secretly recruiting "special" youngsters with paranormal abilities, seeking them out with the aid of his daughter and bringing them to Claremont. Here they could learn to control their abilities and get a strong education in values as well as the usual curricula. So far, Duncan has gathered only a handful of "special" students at the Academy, but the Freedom League and other "old friends" of his keep an eye out for potential students and pass information along to Duncan when they can.

Several teachers on staff at Claremont Academy stand out from the rest because they, like Duncan Summers, are former superheroes. The physical education teacher—Alan Archer—was once Hot Rod, a late 1970s speedster-hero who can still run up to Mach 2 in short bursts when necessary. Jesse Perry, English and creative writer teacher, was once the mysterious hero Ghostman. Gabriel Marquez, school counselor, has been paraplegic since the Terminus Invasion, his legs shattered when he rescued his students from a group of Omegadrones. The incident awakened in him the power to nullify others' superhuman abilities for short periods of time, making him invaluable in helping students with less than perfect control over their powers.

The Claremont Academy makes a great basis for a teen-oriented campaign with the players running students at the Academy. They can work to control and understand their powers while hiding them from the local community and dealing with all of the usual changes teenagers endure. Either Duncan Summers or Professor Marquez makes a good mentor and supporting character. Summers also can provide the teens with a way of interacting with the Raven and her teammates in the Freedom League from time to time. There's also the potential matter of the U.S. government uncovering Claremont Academy's hidden purpose and interfering "for the good of the children" but more importantly for their own self-interest.

THE CAMPUS

Claremont Academy is located in the southern area of Bayview known as Bayview Heights. The campus is situated on a large private estate, surrounded by wooded acreage, not far from South Bay Road. It consists of several buildings surrounding a central quad. Although the structures of the Academy have maintained their turn of the century architecture and appearance, they are of fairly recent construction and use modern building materials. Some of the buildings also have hidden features added under Duncan Summers' direction to serve the school's special needs.

The school's main facilities are located in a set of interconnected buildings around a central courtyard, called the Quad. These buildings hold Claremont Academy's main foyer (with dedication plaques, trophy cases, and other school memorabilia), classrooms, labs, and other academic facilities, along with the offices of teachers on staff.

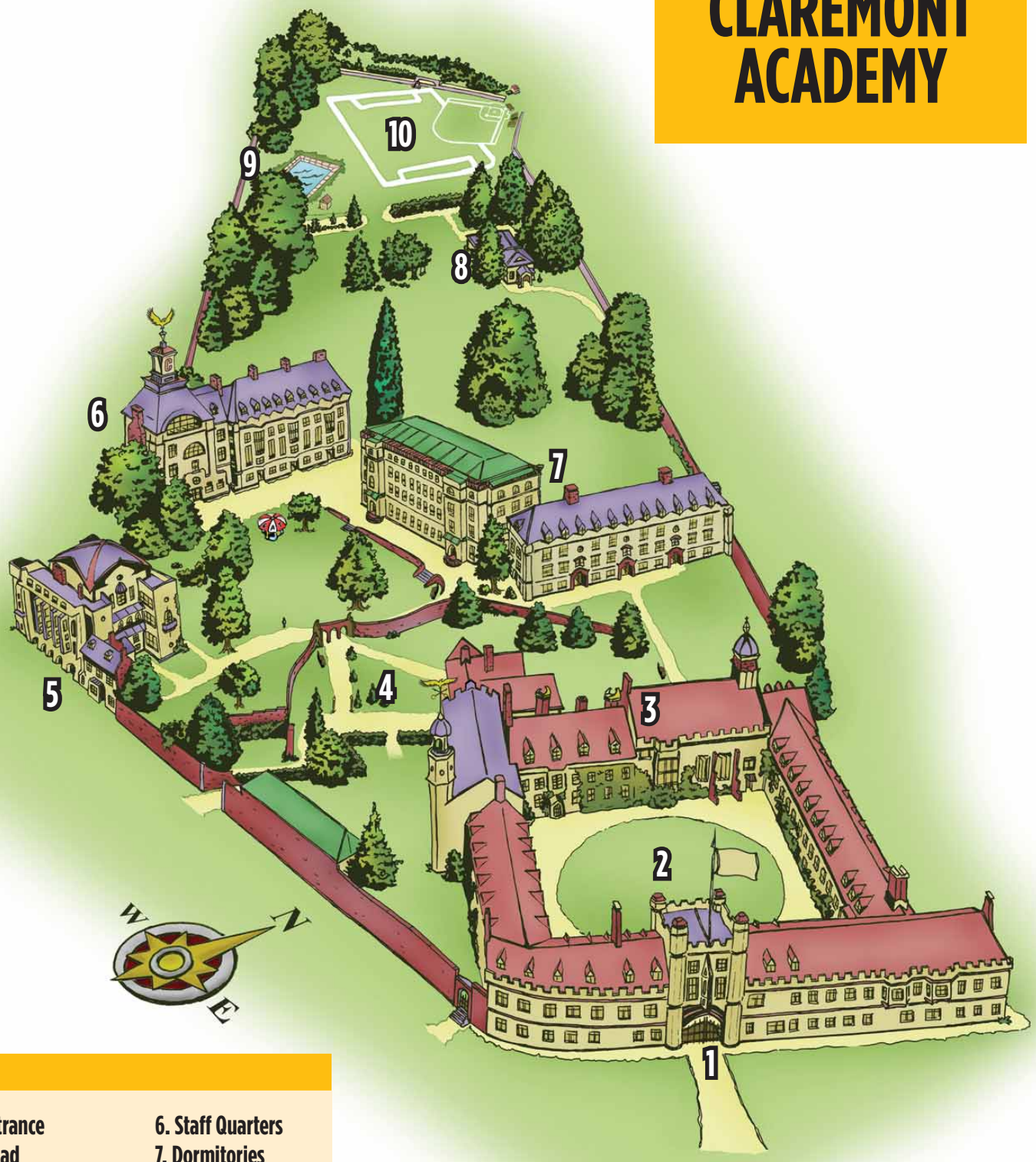
Claremont Academy is a live-in school for some of its students, with two dormitory buildings located north of the Quad and the gardens. Most student accommodations are double-rooms, although junior and senior students may have single rooms. Dorm rooms have double beds, bureaus, desks, and other amenities. Although decorated in a turn of the century style, they have modern facilities, including connections to the campus intranet and phone

CLAREMONT ACADEMY **HEADQUARTERS**

Size: Huge, *Toughness:* 10, *Features:* Communications, Computer, Concealed, Garage, Gym, Infirmary, Laboratory, Library, Living Space, Power System, Security System, Workshop.

Cost: 16 equipment points

CLAREMONT ACADEMY



MAP KEY

1. Main Entrance
2. Main Quad
3. Classrooms
4. Gardens
5. Administrative Building
6. Staff Quarters
7. Dormitories
8. Groundskeeping
9. Pool
10. Athletic Field

DUNCAN SUMMERS					POWER LEVEL 9
Str 14	**Dex 18**	**Con 16**	**Int 22**	**Wis 20**	**Cha 22**

Skills: Acrobatics 8 (+12), Bluff 12 (+18), Computers 4 (+10), Disable Device 8 (+14), Disguise 6 (+12), Drive 6 (+10), Escape Artist 8 (+12), Gather Information 8 (+14), Intimidate 12 (+18), Investigate 16 (+22), Knowledge (streetwise) 2 (+8), Language 4, Notice 10 (+15), Pilot 6 (+10), Search 8 (+14), Sense Motive 8 (+13), Sleight of Hand 6 (+10), Stealth 8 (+12)

Feats: Assessment, Defensive Attack, Defensive Roll 2, Dodge Focus 2, Equipment 4, Evasion, Fearsome Presence 5, Improved Initiative, Improved Trip, Jack-of-All-Trades, Power Attack, Seize Initiative, Skill Mastery (Disable Device, Escape Artist, Intimidate, Stealth), Sneak Attack, Startle, Takedown Attack, Uncanny Dodge (auditory)

Equipment: cane (+2 damage), commlink, flash-bangs (**Dazzle 4**, visual & auditory), Alternate Powers: smoke bombs (**Obscure 4**, visual, Continuous), stun grenades (**Stun 4**, Ranged)

Combat: Attack +14, Grapple +16, Damage +2 (unarmed), +4 (cane), Defense +14 (+6 flat-footed), Knockback –2, Initiative +8

Saving Throws: Toughness +5/+3 (flat-footed), Fortitude +6, Reflex +8, Will +10

Drawbacks: Disability (lame leg, –4 with Acrobatics, Climb, and jumping actions, common, moderate, –3 points)

Abilities 52 + Skills 35 (140 ranks) + Feats 26 + Combat 52 + Saves 12 – Drawbacks 3 = Total 173

jacks. Cable television is provided only in the student lounges on each floor. The dorms are co-ed, and students earn extra credit as dorm monitors and residence assistants for the other students in their dorm. A secret underground tunnel leads from the western student dorm to facilities under the administration building.

West of the dorms is the administration building, housing the offices of the Headmaster and the school administration, along with on-campus quarters for Mr. Summers and certain live-in members of the Academy's staff. The admin building also has secret sub-basement levels, accessible by secret elevators that run through Duncan Summers' office and the library, as well as three secret tunnels, one leading to the student dorms, one to the carriage house, and a third to the woods near the athletic field.

The sub-basement levels of the admin building are special facilities for training and working with the Academy's super-powered students. They include labs, testing facilities, a briefing room, and a sophisticated combat simulator. The elevators and doors to the sub-levels have retinal scanners that limit access to key members of the administration and certain students (including the members of the Next-Gen).

Between the quad and the dormitories are the walled gardens of the Academy grounds, lovingly tended and landscaped in a traditional English style. The gardens primarily beautify the grounds, although they also provide examples of exotic plant-life for biology classes. Serena Vervain (Seven) has also cultivated some herbs with mystical uses in the gardens with Mr. Summers' permission.

Behind the Academy lies a large, lightly wooded area that includes a swimming pool, baseball diamond, and open field used for various sports and athletic activities. The field is a popular area for students to relax and enjoy the outdoors during good weather.

DUNCAN SUMMERS

Duncan Summers was an adventurous man in his youth and traveled the world. While in Asia, Duncan discovered a fabulous lost treasure, but lost his parents and sister to violence back home. Duncan dedicated his new-found wealth to fighting crime and adopted the masked identity of the Raven, operating out of his native New York for many years.



Among the Raven's greatest foes was the sinister Dr. Sin. Raven and Sin's daughter Jasmine fell in love, though Sin's machinations kept them apart for years. After one final battle that seemed to end the life of Dr. Sin and the Raven's career, Duncan retired and married Jasmine, who died tragically fighting to save him and her daughter when her father returned from the dead. Although he lost his wife years ago, Duncan still misses her greatly. In memory of her sacrifice, he remains dedicated to helping their daughter fight Dr. Sin and many other evils. He worries for her safety, but he's also proud she's carrying on his legacy.

Duncan decided to pass on his legacy in another way by opening the Claremont Academy, where he schools young supers in the use of their powers. He splits his time between Bayview and the Raven's penthouse headquarters in Midtown. His students know "Old Man Summers" was a superhero once, and while they don't know which one, some of them have a pretty good idea.

Duncan Summers is in his late-50s, his black hair is white at the temples, and his face, while strong and handsome still, grows more lined from worry every year. His eyes are gunmetal gray and he's always clean-shaven. He tends to wear dark turtlenecks and slacks but still looks quite dashing when forced into a tuxedo for society or charity parties. He walks with the aid of a cane, which conceals a climbing grapple and some smoke and flash pellets for emergencies. He's also adept at using the cane as a weapon, slowed only by his weakened legs.

BOLT

POWER LEVEL 7

Real Name: Raymond "Ray" Gardener, Jr.	
Identity: Secret	**Occupation:** Student
Base of Operations: Claremont Academy, Freedom City	**Affiliation:** Next-Gen
Height: 5'6"	**Eyes:** Blue
Weight: 120 lbs.	**Hair:** White

STR	DEX	CON	INT	WIS	CHA
+0	+3	+1	+0	+0	+1
10	16	12	11	10	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4/+1*	+4	+8	+4

*flat-footed



Skills: Bluff 4 (+5), Computers 2 (+2), Concentration 4 (+4), Knowledge (popular culture) 6 (+6), Notice 4 (+4), Search 4 (+4)

Feats: Defensive Attack, Defensive Roll 3, Dodge Focus 4, Evasion, Improved Initiative 2, Move-by Action

Powers: Blast 9 (electricity, Alternate Powers: **Deflect 9** [slow projectiles, Ranged], **Stun 6** [Ranged]), **Speed 8** (2,500 MPH)

Combat: Attack +5, Grapple +5, Damage +0 (unarmed), +9 (blast), Defense +8 (+2 flat-footed), Knockback -2, Initiative +11

Abilities 11 + Skills 6 (24 ranks) + Feats 12 + Powers 28 + Combat 18 + Saves 12 = Total 87

Ray Gardener, Jr. is the son of Captain Thunder, the leader of the Freedom League, and his wife Nancy. He has known since childhood that his father was a superhero and Ray always idolized him because of it. A few years ago, the entire world learned Captain Thunder's secret identity when his foe Dr. Stratos unmasked him on nationwide television. From that point on, the Gardeners' lives were never the same, and Ray has grown up the son of a celebrity.

The beginning of his teen years were made more difficult by the development of a form of epilepsy due to an overabundance of neural electricity in Ray's brain. He suffered several seizures before being placed on medication, which made it impossible to play the sports he loved, particularly baseball. Ray became friends with Chase Atom, someone his age who understood what it was like growing up in a "super" family. Ray became a fan of comic books and roleplaying games as well as televised sports.

Ray's epilepsy grew increasingly chronic until he suffered a seizure accompanied by a tremendous burst of electricity! It turned out Ray was a super-powered mutant with electrical powers similar to, but not quite the same as, his father. Captain Thunder enrolled his son as a student at Duncan Summers' Claremont Academy to help him learn to control and use his powers. Not long thereafter, freshman Ray Gardener became the newest member of the Next-Gen.

For his part, Ray, Jr. is thrilled to have superpowers, peers, and a chance to get out and enjoy life again. He has an appreciation for the little things well beyond his age after years of being forced to watch life from the sidelines. Now he's a go-getter eager to try new things, made more so by the hyper-speed effects of his powers. Bolt is the youngest and least experienced member of the Next-Gen by far and his teammates are a bit over-protective of him. Ray remains friends with Chase Atom and is making new friends among the Next-Gen. Seven and Nereid both adore him, but Megastar and Sonic are still getting used to the over-eager young man who has chosen the apropos superhero moniker "Bolt."

MEGASTAR

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+10	+1	+1	+0	+1	+1
30/10	13	12	11	12	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+1*	+10	+6	+8

* normal identity

Skills: Bluff 6 (+7), Knowledge (popular culture) 4 (+4), Notice 6 (+7), Sense Motive 4 (+5)

Feats: Attack Focus (melee) 2, Benefit (occasional advice from "Meg"), Taunt

Powers: Enhanced Strength 20 (Alternate Power: **Blast 10**), **Flight 9** (5,000 MPH), **Immunity 9** (life support), **Protection 10** (Impervious), **Space Travel 8**, **Super-Strength 6** (heavy load: 50 tons)

Combat: Attack +10 (melee), +8 (ranged), Grapple +26, Damage +10 (unarmed), Defense +9, Knockback –10, Initiative +1

Drawbacks: Normal Identity (full action, –4 points)

Abilities 10 + Skills 5 (20 ranks) + Feats 4 + Powers 88 + Combat 34 + Saves 21 – Drawbacks 4 = Total 158

Real Name: Christopher Beck

Identity: Secret | **Occupation:** Student

Base of Operations: Claremont Academy, Freedom City | **Affiliation:** Next-Gen

Height: 6'1" (Megastar), 5'8" (Chris) | **Weight:** 200 lbs. (Megastar), 140 lbs. (Chris)

Eyes: White (Megastar), Brown (Chris) | **Hair:** Silver (Megastar), Black (Chris)



In the depths of space, a Lor scout ship encountered a Grue Marauder. The Grue knew what the Lor vessel carried and attacked to capture it. The crippled Lor vessel managed to evade the Grue and crash land on Earth.

Christopher Beck was camping and saw the scout ship crash. At the crash site, he found three members of the Lor crew dead. A fourth was still alive and gasped at him, "Keep it safe. Take the M.E.G.A.S. and keep it safe from..." The man died in Chris' arms, and a glowing silvery metal dripped out of the box in the pilot's dead hands. That metal slithered up—against the pull of gravity—and began to flow all over Chris' body. He panicked and tried to run as the metal wrapped around his head. Unfortunately, he ran right into the shock nets of the Grue.

As he fell, Chris heard a calming feminine voice that said, "M.E.G.A.S. partially online, awaiting full reboot and unification. Status: user emotionally agitated; physical protections at 65% efficiency. Options: Offensive return fire or device nullification and energy absorption?" Chris opened his eyes and was surprised he could see, even though the weird metal still totally covered his face. It also seemed to put crosshairs along his line of sight, and those the video-game aficionado understood. "Return fire!" he yelled, pointing at the three Grue. He howled excitedly as energy blasts came out from his hands and sent the aliens packing.

Within days, Chris learned an incredible amount about the metallic liquid. The Metamorphic Encephalic Guidance and Attack Suspension was an ancient Preserver artifact discovered on one of the Lor frontier worlds. All Chris knew was it saved his life, was wicked cool, really smart, and gave him super-powers.

After two weeks of practicing as Megastar and perfecting his "look," he tried to join the Freedom League, but his interview and tryout with Daedalus and Raven was interrupted by a Lor squadron sent to recover the M.E.G.A.S. Without any explanation, Lor Captain Skeshar trained an energy beam at Megastar, which painfully pulled the M.E.G.A.S. off and revealed his true teenaged form. Daedalus and Raven fought Skeshar and his Lor squadron to protect the boy from harm. When they realized the M.E.G.A.S. had bonded with the Earthling as its host for the extent of the boy's lifetime, the Lor left in disgust.

Knowing his true age, the League couldn't accept Megastar into their ranks, but Raven got Chris a scholarship to the Claremont Academy and suggested he go there "to learn more about the responsibilities of power and being a hero, while also learning to pass algebra." Chris accepted the offer and has become the Academy's most powerful student thus far.

When he touches the "tattoo" on his left arm, Christopher Beck's body shimmers as silvery metal flows out of and over his skin, transforming him into Megastar. Megastar is super-strong and highly resistant to injury. He can fly and even go interstellar speeds through the vacuum of space. Megastar has no need to breathe, since his shell renders him immune to environmental conditions.

Megastar also has sporadic access to information provided by the artificial intelligence within the alien artifact; Chris refers to it as "Meg," and he can talk to "her" inside his head. Her analyses only come if the artifact registers danger that can actually harm them or if Chris asks specifically. So, from time to time, Megastar has flashes of insight into a particular thing or situation (suitable for inspiration from a hero point or GM fiat).

NEREID

POWER LEVEL 8

Real Name: Thetis	
Identity: Public	**Occupation:** Student
Base of Operations: Claremont Academy, Freedom City	**Affiliation:** Next-Gen
Height: 5'6"	**Eyes:** Green
Weight: 110 lbs.	**Hair:** Blond

STR	DEX	CON	INT	WIS	CHA
+8	+3	+3	+0	+2	+2
26	16	16	10	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9	+6	+6	+5

Skills: Acrobatics 8 (+11), Diplomacy 4 (+6), Handle Animal 2 (+4), Jump 2 (+10), Knowledge (earth sciences) 2 (+2), Knowledge (theology and philosophy) 2 (+2), Language 1 (Atlantean), Notice 4 (+6), Ride 4 (+7), Survival 2 (+4), Swim 5 (+13)

Feats: Attack Focus (melee) 2, Environmental Adaptation Favored Environment (aquatic)

Powers: **Immunity 1** (drowning), **Super-Senses 1** (low-light vision), **Super-Strength 4** (6 tons), **Swimming 6** (100 MPH, 1,000 MPH in water form), **Water Form 6** (water, **Concealment 4** [visual, Limited to underwater –1], **Elongation 1**, **Immunity 8** [life support, Sustained], **Insubstantial 1**, **Suffocate 5**, **Swimming 3**)

Combat: Attack +7 (melee), +5 (ranged), Grapple +19, Damage +8, Defense +7, Knockback –4, Initiative +3

Abilities 37 + Skills 9 (36 ranks) + Feats 3 + Powers 46 + Combat 24 + Saves 9 = Total 128

Thetis is the granddaughter of the original Siren, the 1940s superheroine, member of the Liberty League, and now Queen Mother of Atlantis. Thetis' father is Theseus, the King of Atlantis, formerly the superhero Sea-King. Both he and her grandmother felt Thetis needed an understanding of the surface world and its people if she was to deal with it as Queen of Atlantis someday. So they made arrangements with Duncan Summers for Thetis to attend the Claremont Academy as a student while also getting some training in the use of her powers. Thetis adopted the codename Nereid, from the mythic spirits of the sea.

Thetis has found adapting to life in the surface world both exhilarating and frustrating at times. Thetis was raised as royalty in Atlantis, so she's used to having things her way. It has also taken her some time to get used to the customs of surface-folk, although she enjoys much of the culture Freedom City has to offer. She still finds some surface ways puzzling, but heeds the advice of Mr. Summers as her teacher. In addition to her studies at the Academy, Nereid has also worked with her grandmother's namesake, the current Siren, on a few occasions.

Nereid is of noble blood and it shows in her manner and her actions. She is surprisingly humble and not overly spoiled, but she is used to thinking of herself as better than "common folk" in many ways. She understands a heavy duty comes with her role as princess of Atlantis, and sometimes wishes she could just be an ordinary teenager. She loves her life on the surface world because it allows her to forget her duties and responsibilities, if only for a while. She makes friends easily, and never hesitates to offer her opinion (even when no one asks her for it). She was trained to fight and defend herself from a very young age, and she's super-strong, so anyone who thinks she's "just a little girl" quickly learns otherwise.

Nereid has all the normal water-breathing powers of her Atlantean heritage, so she is strong and able to swim at great speeds. She can breathe both water and air, and operate easily underwater. She also shares some of her grandmother's supernatural gifts and has the mystical ability to transform herself into water.



SEVEN

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+0	+1	+1	+2	+3	+3
10	13	12	14	16	17

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10/+1*	+4	+6	+9

*without force-field

Skills: Bluff 6 (+9), Concentration 8 (+11), Diplomacy 4 (+7), Knowledge (arcane lore) 8 (+10), Knowledge (history) 4 (+6), Notice 8 (+11), Sense Motive 6 (+9), Sleight of Hand 4 (+5)

Feats: Attack Focus (ranged) 3, Dodge Focus 2, Ritualist

Powers: Flight 2 (25 MPH), **Force Field 9**, **Magic 10** (Spells: **Air Control 10, Animate Objects 6, Blast 10, Earth Control 10, ESP 6** [visual and auditory], **Fire Control 10, Obscure 10** [visual], **Snare 10, Water Control 10**), **Super-Senses 1** (magical awareness)

Combat: Attack +5 (melee), +8 (ranged), Grapple +5, Damage +0 (unarmed), +10 (blast), Defense +8 (+3 flat-footed), Knockback –5, Initiative +1

Drawbacks: Power Loss (Flight, Force Field, and Magic, when unable to cast spells, –3 points)

Abilities 22 + Skills 12 (48 ranks) + Feats 6 + Powers 42 + Combat 22 + Saves 14 – Drawbacks 3 = Total 115

Real Name: Serena Vervain

Identity: Secret	**Occupation:** Student
Base of Operations: Claremont Academy, Freedom City	**Affiliation:** Next-Gen
Height: 5'8"	**Eyes:** Green-gold
Weight: 115 lbs.	**Hair:** Black



Serena Vervain grew up in the West End of Freedom City, raised by her grandmother Lillian after her parents died in an accident. Her Nana taught Serena about herbs and folk remedies, read her stories and faerie tales, and told her about the little people and the spirits, both good and bad. Serena learned not to talk to other children about these things; they were part of the secret world she shared only with her Nana.

When Serena turned thirteen, she learned the truth. She came from a bloodline of witches that stretched back to the founding days of Freedom City. The gift often skipped generations, as it did with her mother, but Serena showed signs of being the most gifted witch in her family's history and the seventh to wield a witch's true power. As Serena's gifts awakened, she learned her family had enemies, some of them ancient, and she would need protection from them.

Her grandmother enrolled Serena at the Claremont Academy, where she could hone her gifts and benefit from both its protection and its education. There she took the codename "Seven," as seven is a magical number and she was the seventh fully realized witch of her bloodline. Serena has proven an exemplary student, and she has also begun learning from Adrian Eldrich, Earth's master mage.

Although she knows nothing of him yet, Serena's greatest enemy is lawyer Lucius Cabot, an immortal who sold his soul to the forces of evil. Cabot is troubled by a prophecy that says the descendant of a witch he helped to hang will prove his undoing. He has carefully eliminated these descendants over the years. After arranging the accident that killed Serena's parents, he believed that he was safe, but the prophecy will not be denied, unless Cabot can eliminate Seven as well.

Serena is a vivacious young woman with a love of life. She's friendly and cares about others, doing her best to make them feel comfortable. In many ways, she's the spiritual heart of the Next-Gen, helping settle fights and getting everyone to cooperate. She balances both her mundane and magical studies with fighting alongside the Next-Gen and having fun and relaxing. She naively encourages everyone else to do as much, since she assumes they can manage their time as well as she does. She's always organizing trips to the mall or the movies or something to break up the team's routine. She loves Chris (Megastar) like the little brother she never had but she's blind to his crush on her.

Seven is able to cast various spells. Her primary power is control over the elements (air, earth, fire, and water). She is also sensitive to mystical forces, and can sense when they are nearby. Her powers are still developing. Sometimes she can cast more complex and powerful spells with a bit of preparation and access to her scrolls and grimoires.

SONIC

POWER LEVEL 9

Real Name: Lemar Phillips	
Identity: Secret	**Occupation:** Student
Base of Operations: Claremont Academy, Freedom City	**Affiliation:** Next-Gen
Height: 5'9"	**Eyes:** Brown
Weight: 145 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+1	+1	+1	+1	+1	+1
12	13	12	12	13	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10/+1*	+4	+7	+4

*without force-field

Skills: Bluff 6 (+7), Concentration 8 (+9), Intimidate 6 (+7), Knowledge (current events) 2 (+3), Knowledge (physical sciences) 2 (+3), Notice 6 (+7), Sense Motive 6 (+7)

Feats: Attack Focus (ranged) 3, Precise Shot, Taunt

Powers: Flight 5 (250 MPH), **Force Field 9** (Impervious 5), **Sonic Control 9** (Alternate Powers: **Blast 9**, **Obscure 9** [auditory], **Stun 6** [Ranged]), **Super-Senses 1** (ultra-hearing)

Combat: Attack +6 (+9), Damage +1 (unarmed), +9 (blast), Defense +8, Initiative +1

Abilities 14 + Skills 9 (36 ranks) + Feats 5 + Powers 46 + Combat 28 + Saves 12 = Total 114

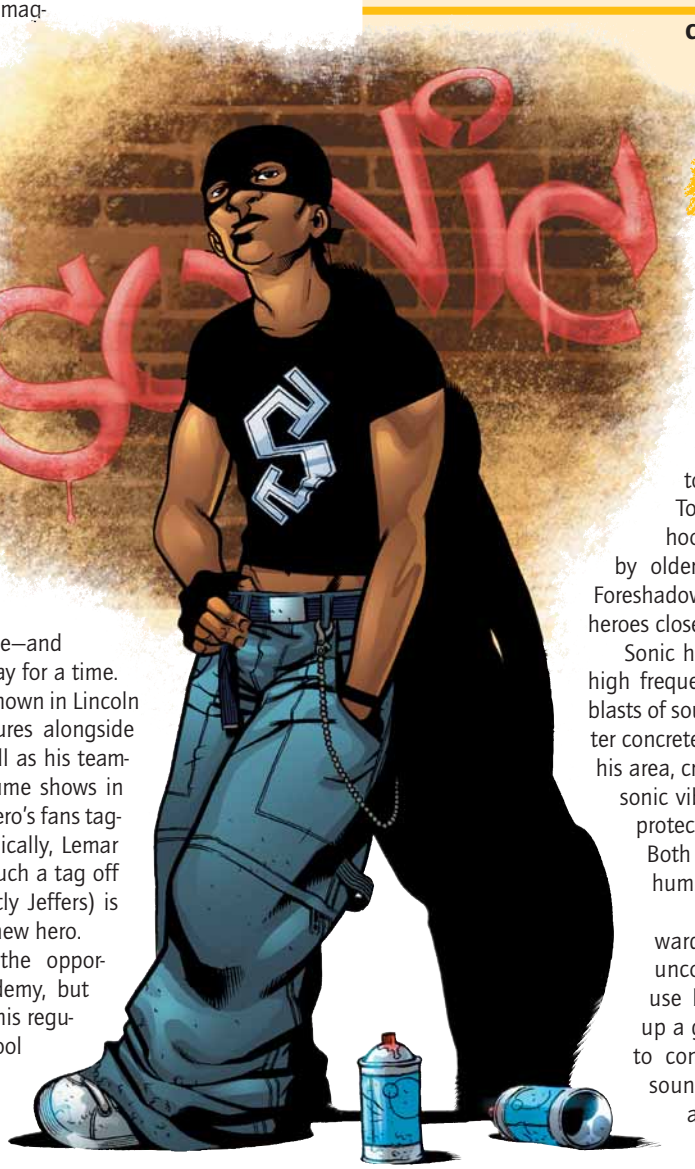
Lemar Phillips had a pretty ordinary childhood growing up in Lincoln. He got into his share of trouble, although he was basically a good kid. He ran with a pretty rough crowd until he caught the attention of Wilson Jeffers, the director of the Lincoln Youth Center. Wilson helped give Lemar some direction and in many ways became the father figure he lacked at home.

One night, Lemar tried to stop a friend from getting involved in a gang robbery. Instead, he got dragged along against his will. Things went wrong almost from the start, and the gang botched an attempt to steal an experimental sonic disruptor, damaging the device in the process. When it exploded, Lemar took the brunt of the blast. He miraculously survived and found he possessed the device's power to generate and control sound.

Lemar told Mr. Jeffers about his newfound abilities and wanted his help in learning to control them. Wilson Jeffers in turn shared his secret with Lemar: he had been the Black Avenger years before, a member of the Freedom League and the hero of Lincoln. Jeffers began training the boy to master his powers, and Lemar adopted the identity of Sonic. He also tracked down the criminal who sponsored the gang heist—the Maestro, the malevolent conductor of crime—and Lincoln's new hero helped put him away for a time.

Since then, Sonic has become well known in Lincoln and Southside, and he's had adventures alongside Foreshadow and Johnny Rocket as well as his teammates. The stylized S on Sonic's costume shows in graffiti all around Lincoln, the rookie hero's fans tagging buildings with "Sonic Rulz!" Ironically, Lemar had to spend a few hours scrubbing such a tag off the Youth Center. Still, he (and secretly Jeffers) is glad the community has accepted its new hero.

Duncan Summers offered Sonic the opportunity to attend the Claremont Academy, but Lemar insisted on only doing so after his regular classes at Joseph Clark High School in Lincoln. Afternoons and evenings, Sonic patrols and trains with Mr. Jeffers and his teammates in the Next-Gen.



Sonic is a teenager with superpowers so he's caught between the fun of being able to do amazing things and the need to keep his powers secret and use them well. He idolizes Wilson Jeffers and hopes to make his mentor proud. He feels a strong sense of responsibility toward his mother, his little brother Toby, and to the Lincoln neighborhood where he grew up. He's a bit awed by older and more experienced heroes like Foreshadow, while he's a bit competitive with heroes closer to his own age.

Sonic has the ability to generate and control high frequency sound. He can create deafening blasts of sound or sonic force beams that can shatter concrete. He can also dampen sound waves in his area, creating a zone of complete silence. His sonic vibrations allow him to fly and create a protective vibratory shield around his body. Both effects create a constant low-pitched hum.

Sonic tends to go for the straightforward method of blasting his opponents unconscious, although he'll sometimes use his deafening sonic blasts to soften up a group of foes and disrupt their ability to communicate. Against opponents with sound-related powers, he'll often create a zone of silence to block or negate them.

SOLO HEROES

Most of the heroes in the World of Freedom tend to come together to form teams and work with other heroes for the greater good. This is particularly true since the expansion of the Freedom League. A great many formerly solo heroes are now affiliated (at least loosely) with the League. However, there are still some members of the superhero set who prefer to operate on their own. These heroes are loners for various reasons: because they deal with forces and threats beyond the comprehension of most people or simply because their very nature tends to isolate them, even in a world of gods, aliens, and super- powered mutants. Still, few, if any, can doubt their intentions or their dedication to the greater good.

DR. TOMORROW, GUARDIAN OF TIME

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+4	+4	+4	+7	+7	+7
18	18	18	24	24	24

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+7	+10	+10

*flat-footed

Skills: Bluff 6 (+13), Climb 6 (+10), Computers 8 (+15), Concentration 7 (+14), Diplomacy 6 (+13), Disable Device 8 (+15), Drive 8 (+12), Escape Artist 8 (+12), Investigate 8 (+15), Knowledge (history) 13 (+20), Knowledge (physical sciences) 10 (+17), Knowledge (technology) 10 (+17), Language 5 (French, German, Japanese, Latin, Russian), Medicine 4 (+11), Notice 5 (+12), Pilot 8 (+12), Ride 6 (+10), Sense Motive 8 (+15), Stealth 8 (+12), Survival 4 (+11), Swim 6 (+10)

Feats: Assessment, Defensive Attack, Defensive Roll 2, Dodge Focus 2, Eidetic Memory, Elusive Target, Equipment 8, Evasion, Improved Initiative, Inspire, Inventor, Jack of All Trades, Leadership, Precise Shot, Quick Draw

Equipment: raygun (**Blast 5**), anti-gravity belt (**Flight 3**, 50 MPH), space suit (**Immunity 9** [life support])
Time Ship: Strength 30, Toughness 13, **Super-Movement 3** (temporal, Progression 4), Size H, Cost: 15 equipment points

Combat: Attack +12, Grapple +16, Damage +4 (unarmed), +5 (raygun), Defense +12 (+5 flat-footed), Knockback -3, Initiative +8

Abilities 66 + Skills 38 (152 ranks) + Feats 24 + Combat 44 + Saves 12 = Total 184

Real Name: Tomas Morgen/Thomas Morgan	
Identity: Secret	**Occupation:** Guardian of Time
Base of Operations: The Timestream	**Affiliation:** Former member of the Liberty League
Height: 6'1"	**Eyes:** Blue
Weight: 190 lbs.	**Hair:** Blond



Like another great hero of Freedom City, Tomas Morgen came from an alternate Earth—one where the Axis powers won World War II. Born in 1971 and raised as a "poster boy" of that long-established Nazi regime, Tomas grew up as the shining hope of his government, the Nationalist States of America. Few who knew him ever learned he was the product of an advanced eugenics program to breed the perfect Aryan.

Tomas was a tremendous success: athletic, handsome, brilliant, and genetically perfect in every way. Fortunately, he was also smarter than his Nazi creators gave him credit. Tomas encountered the underground American Resistance to the Nazis and learned the truth about atrocities his creators committed. He joined the Resistance and helped them to survive against the Nazi commandants of America. In 2002 on his Earth, Tomas led a raid on a Nazi lab and stole an experimental time-travel device, using it to go back into the past to prevent the Axis from winning the war.

Tomas arrived in Freedom City after the attack on Pearl Harbor. He became Thomas Morgan to hide his German background and adopted the code name of Dr. Tomorrow. In this identity, he met with Franklin Roosevelt and convinced the President of the dangers of the Nazis and their plans for the world. Of all the Doc's allies, only FDR, Centurion, and the Freedom Eagle ever learned his true origin. Within 24 hours of his arrival back in time, Dr. Tomorrow forged the Liberty League with the president's blessing to fight the Axis.

With his tactical genius and physical prowess, Doc led the Allies' greatest heroes through the war to victory over the Axis powers. He disappeared three days after VJ Day in 1945. Most believed he returned to his future, hoping his actions had changed it for the better. Sadly, he was mistaken.

Although Doc changed history, it wasn't *his* history. His present was still dominated by the Axis powers, and he was captured and imprisoned. Fortunately, the Resistance, aided by heroes from Freedom City, was able to free Dr. Tomorrow, who turned his inventive genius to overcoming the Nazi war-machine. He gave the Resistance technology able to defeat the enemy's cyborg tanks and fighter planes. He developed weapons effective against Axis super-soldiers. Rebellion spread, and soon the world was on the road to freedom. Dr. Tomorrow also studied the Nazi time travel technology, in hopes of discovering true time travel and a way of changing his world's past.

He was successful, but drew the attention of the mysterious Time Keepers. These beings from the end of time opened Dr. Tomorrow's eyes to the vast complexities of the Timestream and appointed him a Guardian of Time. Having done all he could for his own world, Dr. Tomorrow left it behind in his new time-ship to become a wanderer in time and space, guarding the Timestream against those attempting to tamper with it.

ELDRICH

POWER LEVEL 13

Real Name: Tomas Morgen/Thomas Morgan	
Identity: Secret	**Occupation:** Guardian of Time
Base of Operations: The Timestream	**Affiliation:** Former member of the Liberty League
Height: 6'1"	**Eyes:** Blue
Weight: 190 lbs.	**Hair:** Blond

STR	DEX	CON	INT	WIS	CHA
+0	+2	+1	+3	+10	+3
10	14	13	16	30	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+16/+1*	+5	+5	+17

*without force-field

Skills: Concentration 12 (+22), Diplomacy 4 (+6), Intimidate 8 (+10), Knowledge (arcane lore) 18 (+21), Knowledge (history) 12 (+15), Language 6 (Ancient Egyptian, Arabic, Atlantean, Greek, Latin, Sanskrit), Sense Motive 4 (+14), Sleight of Hand 4 (+6)

Feats: Endurance, Fearless, Ritualist, Trance, Ultimate Save (Will), Ultimate Skill (arcane lore)

Powers: Astral Form 10, **Device 2** (cloak of flight, hard to lose), **Force Field 15** (Impervious 10), **Immunity 9** (life support, Sustained), **Magic 16** (Alternate Powers [all Dynamic]: **Animate Objects 10, Blast 16, ESP 10** [visual & auditory], **Illusion 6** (all senses), **Mental Blast 8**, **Obscure 16** [visual], **Snare 16**, **Telekinesis 16** [heavy load: 800 tons], **Telepathy 16**)
Cloak of Flight: **Flight 5** (250 MPH)

Combat: Attack +10, Grapple +10, Damage +16 (blast), Defense +10, Knockback -13, Initiative +2

Drawbacks: Power Loss (Force Field, Immunity, and Magic, if unable to cast spells, -3 points)

Abilities 39 + Skills 17 (68 ranks) + Feats 6 + Powers 141 + Combat 40 + Saves 14 – Drawbacks 3 = Total 254

Dr. Adrian Eldrich is a man from a simpler time. He was born in America in 1900, and grew up to become a respected archeologist, a contemporary of men like Howard Carter (who discovered King Tut's tomb). Adrian had many adventures while making a career out of studying ancient ruins and lost lore. Those studies eventually changed his life in ways he hardly could have imagined.

In 1935, Eldrich discovered the lost Temple of Sirrion. Inside, he found a tomb older than any known civilization. It contained the mummy of the Atlantean sorcerer Malador, who revived once Adrian unwittingly disturbed the magical seals and wards that trapped him in the tomb. Malador imprisoned Adrian in chains of magical force and left him to die beneath the claws of the tomb's guardian creatures unleashed with Malador's awakening. The Atlantean himself went to reclaim the magical talismans he'd lost millennia before when he was entombed.



Luckily, Adrian Eldrich did not die so easily. The guardian creatures, upon reaching the central tomb chamber, merely sniffed him and halted their attack. The spirits of three other Atlantean wizards appeared to him, and explained that Eldrich was the reincarnation of their master, the wizard who defeated and imprisoned Malador. They said he had volunteered to follow the long path of reincarnation, until the prophesied time when Malador would return and the Earth would need a mystical protector. They roused Adrian's latent magical potential; giving him the power he needed to escape the chains and the tomb. They also awakened the memories of the ancient Atlantean Master Mage, granting him the power to overcome and imprison Malador again.

The initial rush of power faded, as did the full memories and lore of his previous lives, and Adrian began learning how to use magic all over again. He became a dedicated student of the occult and learned through those studies and regressive hypnosis that he lived at least seven other magically powerful lives in the past. Eldrich operated as a hero in the 1930s and 1940s, although not as openly as most of the costumed "mystery men" of that era. Few people ever heard of his battles in faraway places against demons, undead, evil spirits, and sorcerers. He advised heroes and even worked behind the scenes against the occult agents of the Nazis, who sought ancient artifacts and tampered with forces best left alone. He crossed swords with the Thule Society and Wilhelm Kantor on a number of occasions. Following World War II, Eldrich traveled the world, studying and honing his magical abilities. He even spent time in distant magical dimensions.

In 1977, Eldrich moved into a brownstone in the Riverside neighborhood of Freedom City, Ditko Street to be precise. He chose this city—and this particular building—for his home since it sat atop a "nexus," a confluence of dimensional barriers and magical energies. The house's mystical wards contain the nexus, but it certainly makes the brownstone an unusual place to visit. Attended only by his Egyptian manservant Sallah, Eldrich continues to secretly stand guard over this threshold into Earth's reality. He helps the Freedom League on occasion, since they know to call on him in all matters mystical. The world at large believes he is the descendant of the original 1930s adventurer Adrian

Eldrich who spends his time writing articles on ancient history and the occult "just like his grandfather did." Adrian never bothers to correct this notion, since it serves him well.

Adrian Eldrich is a man out of time in many ways. The world has changed while he holds on to a certain old fashioned formality and sense of ethics. He can be stuffy and even pompous at times, but he's also intelligent, insightful, brave, and quite charming when he wants to be. He's usually all business, and takes little time to relax and socialize, although he can sometimes be pried away from his dusty tomes and crystals for an hour or two. He's always got something on his mind and at least two or three different things vying for his attention, so he can seem distracted and impatient sometimes. Anyone who can get past his stern, formal exterior finds a brave, truly caring man who has dedicated his life (scores of lifetimes throughout the ages, in fact) to helping others.

FORESHADOW

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+4	+4	+4	+3	+5	+3
18	18	18	16	20	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+7	+11	+9

*flat-footed

Skills: Acrobatics 10 (+14), Bluff 8 (+11), Climb 8 (+12), Concentration 8 (+13), Disable Device 8 (+11), Escape Artist 10 (+14), Gather Information 8 (+11), Intimidate 8 (+11), Knowledge (current events) 8 (+11), Knowledge (streetwise) 8 (+11), Search 8 (+11), Sense Motive 10 (+15), Stealth 10 (+14)

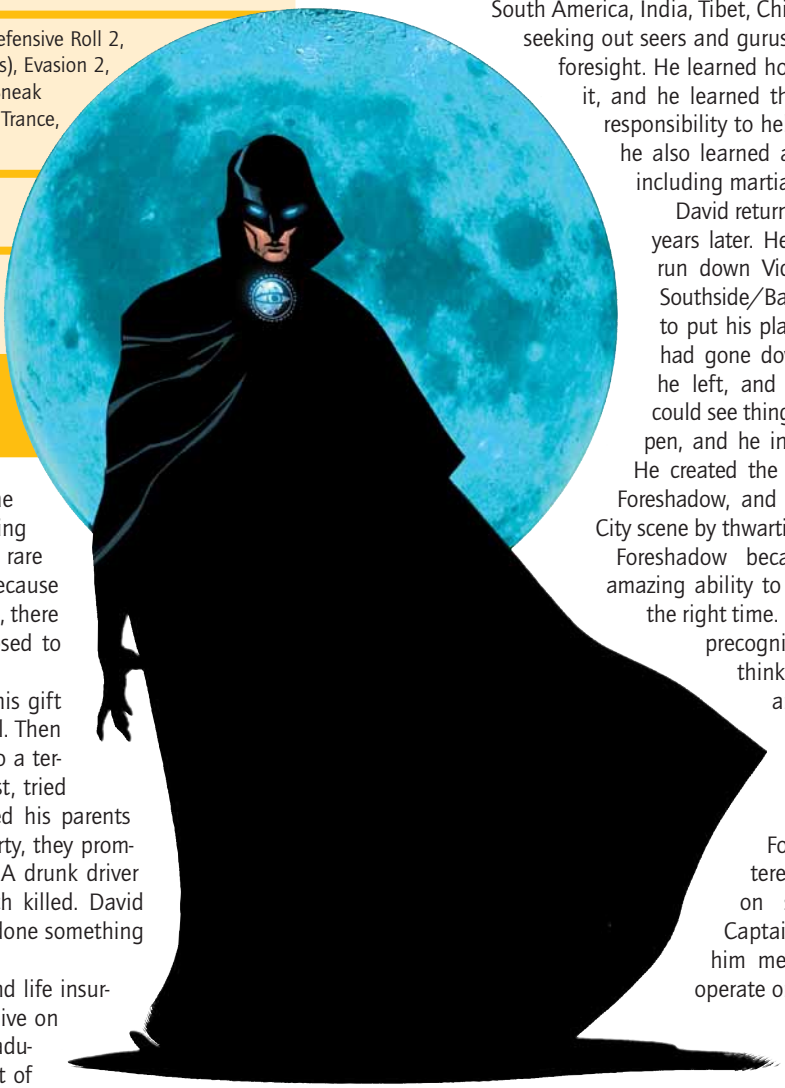
Feats: Attack Focus (melee) 3, Blind-Fight, Defensive Roll 2, Dodge Focus 2, Equipment 2 (headquarters), Evasion 2, Improved Initiative, Power Attack, Set-Up, Sneak Attack, Stunning Attack, Takedown Attack, Trance, Uncanny Dodge (mental), Well-Informed

Powers: Super-Senses 5 (danger sense, precognition)

Combat: Attack +10, Grapple +14, Damage +4 (unarmed), Defense +12 (+5 flat-footed), Knockback -3, Initiative +8

Abilities 46 + Skills 28 (112 ranks) + Feats 21 + Powers 5 + Combat 40 + Saves 14 = Total 154

Real Name: David Sloane	
Identity: Secret	**Occupation:** Investor
Base of Operations: Freedom City	**Affiliation:** None
Height: 6'	**Eyes:** Blue
Weight: 180 lbs.	**Hair:** Blond



Even as a boy, David Sloane had a gift, the ability to sometimes know what was going to happen before it did. His visions were rare and he learned not to talk about them because they made people uncomfortable. After all, there were certain things a child wasn't supposed to know.

As a teenager, David continued to hide his gift in order to fit in and be considered normal. Then he had a vision of his parents getting into a terrible accident. He tried to ignore it at first, tried to pretend it wasn't true. When he asked his parents to be careful on their way to a dinner party, they promised they would be, but it didn't matter. A drunk driver hit their car head-on and they were both killed. David blamed himself, thinking he should have done something more to prevent it.

His parents had a substantial estate and life insurance policy, which gave David money to live on as he finished high school. When he graduated, he sold his parents' house and most of its contents, invested the majority of his money with a friend of his father's at Rath & Stromberg, and left the country to travel the world. It seemed the like act of an 18 year-old who'd suddenly come into money, but David actually went looking for ways to learn about his gift and how to control it, or perhaps, how to rid himself of it. He traveled through South America, India, Tibet, China, Japan, and Australia, seeking out seers and gurus to learn more about his foresight. He learned how to control it and focus it, and he learned that his gift came with a responsibility to help others. Along the way, he also learned a number of other skills, including martial arts and criminology.

David returned to Freedom City seven years later. He bought and fixed up a run down Victorian-era house on the Southside/Bayview line and began to put his plans into action. Southside had gone downhill considerably since he left, and crime was rampant. He could see things that were going to happen, and he intended to prevent them. He created the costume and identity of Foreshadow, and burst onto the Freedom City scene by thwarting a number of crimes.

Foreshadow became renowned for his amazing ability to be in the right place at the right time. He has never revealed his precognitive powers; most people think Foreshadow is "merely" an amazing detective and athlete. He began to put a serious dent in the criminal activities in Southside. Although Foreshadow has encountered the Freedom League on several occasions, and Captain Thunder has offered him membership, he prefers to operate on his own.

Foreshadow is a man with a heavy burden of responsibility. He

still feels guilt over his failure to save his family, so he tries to redeem himself through crime-fighting. He knows the things he foresees will come to pass unless he does something to prevent them, so he has devoted his life to righting wrongs or, more accurately, preventing them. His precognition has not made him fatalistic. "I'm living proof that the future can be changed," he says. In fact, Foreshadow believes no situation is hopeless.

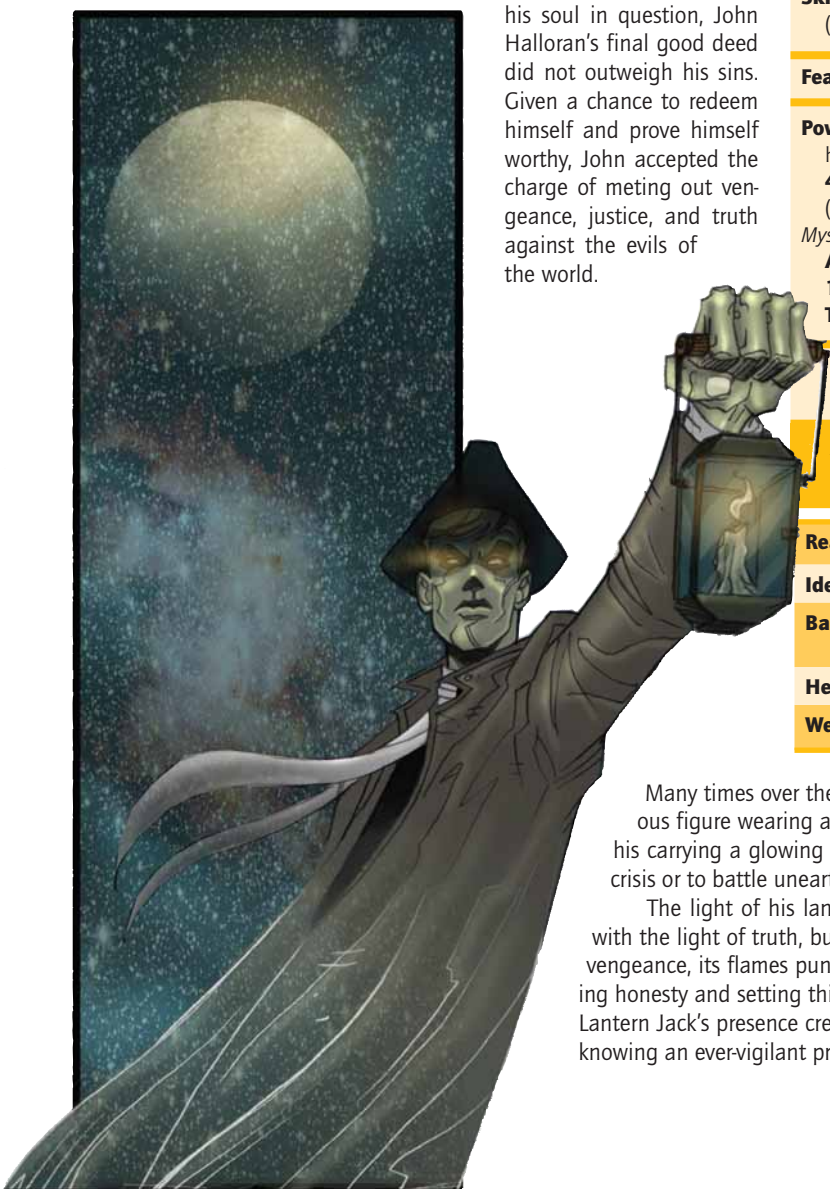
David Sloane is a loner. He has difficulty getting close to people, since he fears he'll foresee something terrible for them, as he did for his parents. Being Foreshadow is when David feels the most alive, but even then he prefers to operate alone. He's attracted to the mysterious Lady Tarot, but cannot become involved with her so long as she works for Boss Driogano and the Mob.

LANTERN JACK

POWER LEVEL 11

The mysterious guardian of Lantern Hill dates back to the Revolutionary War in Freedom City. Stories claim that Lantern Jack is the restless spirit of a colonial patriot slain by a British officer when he attempted to warn the people of the city of an attack.

The truth is John Halloran betrayed the rebels secretly meeting in the Emerald Dragon tavern to the British. He regretted his actions when he found they planned to murder, not imprison, the rebels and anyone else in the tavern. John tried to warn them and stop the redcoats, but was killed for his trouble. The fate of his soul in question, John Halloran's final good deed did not outweigh his sins. Given a chance to redeem himself and prove himself worthy, John accepted the charge of meting out vengeance, justice, and truth against the evils of the world.



STR	DEX	CON	INT	WIS	CHA
+0	+1	+1	+1	+3	+3
11	13	12	12	16	17

TOUGHNESS	FORTITUDE	REFLEX	WILL
+1	+5	+5	+12

Skills: Intimidate 10 (+13), Knowledge (arcane lore) 8 (+9), Knowledge (history) 8 (+9), Notice 6 (+9), Sense Motive 8 (+11)

Feats: Fearsome Presence 4

Powers: **Concealment 4** (all visual senses), **Device 10** (mystic lantern, hard to lose, Restricted 2), **Immunity 30** (Fortitude), **Insubstantial 4** (Permanent), **Super-Movement 2** (air-walking), **Super-Senses 3** (darkvision, magical awareness)

Mystic Lantern: **Magic 14** (Affects Corporeal [all powers], Alternate Powers: **Animate Objects 10**, **Dazzle 14** [visual], **Mental Blast 8**, **Nullify 14** [illusions and deceptions], **Paralyze 8** [Ranged], **Telekinesis 14**, **Telepathy 14**)

Combat: Attack +8, Grapple +8, Damage by power, Defense +8, Knockback +0, Initiative +1

Abilities 21 + Skills 10 (40 ranks) + Feats 4 + Powers 105 + Combat 32 + Saves 17 =Total 189

Real Name: John Halloran

Identity: Secret	**Occupation:** Guardian Spirit
Base of Operations: Lantern Hill, Freedom City	**Affiliation:** Associate of the Liberty League
Height: 5'11"	**Eyes:** White
Weight: n/a	**Hair:** White

Many times over the past two centuries, people on Lantern Hill have seen a dark, mysterious figure wearing a tri-cornered hat and a long cloak, his face masked in shadow despite his carrying a glowing lantern. The spectral figure only leaves Lantern Hill in times of great crisis or to battle unearthly evils loose in the world.

The light of his lantern changes, depending on what Lantern Jack seeks—it burns blue with the light of truth, burning away all guises and pretenses; it burns purple with the light of vengeance, its flames punishing to the guilty; and it burns green with the light of justice, igniting honesty and setting things right. The lantern's light can seem harsh at times, and many find Lantern Jack's presence creepy and disturbing at best. But the people on Lantern Hill sleep well knowing an ever-vigilant protector watches over them.

CHAPTER 6: FOES OF FREEDOM

Freedom City is fortunate indeed to have its heroes, since the city is also the focus on some of the most dangerous supervillains ever known. They range in power from thugs and criminal masterminds thriving off human suffering to godlike entities from the depths of space and worlds beyond this dimension. Their motives span the spectrum from simple greed to a mad desire to destroy all of creation, or more likely to bring it under their crushing heel. Your heroes may be the only things standing between these villains and the achievement of their goals.

This chapter looks first at supervillain teams and organizations, followed by individual villains who have plagued Freedom City in the past.

BROTHERHOOD OF THE YELLOW SIGN

The history of the Brotherhood of the Yellow Sign predates human civilization—human existence, actually—beginning in the latter days of the Empire of the Serpent People, millions of years ago. The once-powerful race of Serpent People achieved the peak of their civilization before humans began walking upright. Part of their decline can be traced to strange cults, worshipping alien gods from outside reality. One such cult was the Brotherhood of the Yellow Sign, so named for the symbol of their god, the dreaded Unspeakable One. It is said to speak the god's true name invites madness, death, and disaster, so it is all but forgotten save for a few forbidden documents from ancient Lemuria, the center of the Serpent Empire.

Some speculate that worship of the Unspeakable One led to the degeneration of the Lemurian Serpent People, while others suggest the degeneration of their culture drove the Serpent People to join cults like the Brotherhood. Whatever the case, the Brotherhood and its deity are associated with the downfall of Serpent People civilization. Followers of the cult were forced underground long before the remainder of the Serpent People fled there following the sinking of Lemuria.

In the millennia following the fall of their civilization, more Serpent People joined the cult, which fractured into numerous splinter groups. They struggled amongst themselves, breaking apart, conquering each other, forming larger groups before being torn apart again to continue the cycle on and on. The Serpent People fought wars with the Morlocks and Sub-Terrans in the tunnels and caverns of the underworld and their civilization continued to degenerate, until it could barely be called "civilization" at all. Occasional Serpent People were throwbacks to their intelligent ancestors. They became leaders of bands of their degenerate brethren, but few were able to do more than that.

The rise of human civilization brought the first real changes in the Brotherhood of the Yellow Sign in millennia. The Serpent People leaders of the cult began recruiting human followers. This gave them influence on the surface world, and human cultists and prisoners were used as breeding stock for Serpent People experiments and reproduction. Occasionally the Brotherhood ran afoul of a human hero capable of opposing them, but for the most part they went unnoticed, largely because their activities never really amounted to much.

That began to change in the 20th century with the rise of superhuman activity and the birth of a greater number of intelligent Serpent People to members of the Brotherhood. The Serpent People became more active in Sub-Terra, coming into conflict with their ancient enemies the Morlocks again. They also became more active on the surface world, spawning both human cults and half-human offspring. The Brotherhood clashed on occasion with Earth's Master Mage, Adrian Eldritch and, later, with the Voodoo goddess Siren, who fought the Serpent People half-breeds among the Mayombe.

The most ambitious plans of the Brotherhood of the Yellow Sign involve unearthing lost artifacts and knowledge from Lemuria, particularly those associated with their patron, the Unspeakable One. One such item, the Serpent Scepter, is actually associated with the snake-god of ancient Lemuria, but the Brotherhood used it in an attempt to seize control of Atlantis and launch an attack on the surface world.

The ultimate goal of the Brotherhood is to summon the Unspeakable One into Earth's dimension. All indications are this would lead to madness for all creatures on Earth, at the very least, possibly the destruction of reality. The members of the cult either believe their patron will conquer the universe and grant power to its loyal followers or else they are too mad to care what happens and intend to share their madness with all creation.

THE UNSPEAKABLE ONE

The Brotherhood's unnamed patron is a being of cosmic power and unknowable intentions. There are no images of the Unspeakable One among the Brotherhood, only the Yellow Sign and other symbols of its power. Those claiming brushes with the Unspeakable One's power speak of amorphous masses of tentacles, strange, shifting shapes, random piping and whistling music, and a vast and bottomless void. Such individuals are also invariably insane, so their accounts are questionable at best.

The Unspeakable One is beyond game stats, possessing untold cosmic power. If it were ever summoned to Earth, there would be little, if anything, that could stand against it. The Gamemaster can use the threat (or even the presence) of the Unspeakable One as a plot device in the campaign, but should be certain to give the heroes a means of overcoming the mad god; usually by disrupting whatever ritual the Brotherhood is performing to summon it to this reality. The Unspeakable One rarely, if ever, intervenes on the behalf of the Brotherhood. In fact, it's quite possible it is entirely unaware of its worshippers, existing only to inflict madness and devastation on the universe.

THE SERPENT SCEPTER

The Serpent Scepter is an artifact of the ancient Serpent People civilization of Lemuria. It is a rod of greenish stone, similar to jade, except infinitely harder, about two feet long and carved in the shape of a writhing serpent.

The scepter is infused with preternatural power. Among other things, the Serpent Scepter is completely indestructible to any known force. Over the millennia, guardians aware of the Serpent Scepter's power have tried to place it out of the reach of would-be wielders: at the bottom of the sea, in ancient vaults, and even in dimensions beyond this one. Always the Scepter seems to find its way into the hands of those it can corrupt with its power.



The Serpent Scepter's powers involve the ability to control minds and transform creatures into reptiles. It possesses the Mind Control and Transform powers at rank 20, both with the Area extra, allowing them to affect a radius of up to 100 feet. The Scepter's Transform power can turn creatures into different sorts of reptiles or restore transformed creatures to their normal forms.

Anyone who uses the Scepter's power must make a Will saving throw (DC 30) to avoid being corrupted by it. A failed Will save means the character becomes increasingly possessive of the Scepter and willing to use its power. The character becomes paranoid that others want to steal the Scepter away and will do anything to avoid being separated from it. The wielder of the Serpent Scepter is eventually transformed by its power into a Serpent Person.

BROTHERHOOD CULTIST

Use the Cultist archetype from **Chapter 11** of *Mutants & Masterminds* for the human members of the Brotherhood of the Yellow Sign. Human cultists generally do not have the Ritualist feat or any magical powers, serving merely as pawns of the Serpent People. Stats for Serpent People can be found in **Chapter 4: The World of Freedom**.

THE CRIME LEAGUE

The Crime League is one of the most infamous groups of super-criminals in the world. The original Crime League dates back to the 1940s, when it was cobbled together out of various costumed criminals threatened by the activities of the Liberty League. Since then, the Crime League has gone through numerous incarnations and a rotating membership, but has remained one of the most persistent foes of the Liberty League and its successor, the Freedom League.

Many incarnations of the Crime League focused primarily on profit and security for its members. However, the League never proved especially good at either, attracting the attention of heroes who soon busted up the group and sent its members off to prison. Various leaders put together new Crime Leagues to suit their own agendas.

The current League is the creation of Drs. Stratos and Simian, primarily led by Dr. Stratos as an instrument of revenge against Captain Thunder and the Freedom League. The League's recent expansion has led Dr. Stratos to consider a similar expansion of the Crime League. What if, rather than just a rag-tag team of criminals, the League became a true syndicate encompassing super-criminals from around the world? The idea is appealing, but it remains to be seen if the current leaders of the Crime League can accomplish it. If and when they do, the world has serious cause for concern.

CRIME LEAGUE UNLIMITED

Gamemasters interested in making the Crime League an equal and opposite force to the Freedom League in the Freedom City setting can use the following suggestions. The assumption is that the Crime League remains a relatively small group, just due to the egos involved, but it's not outside the realm of possibility for it to reorganize into a newer and more dangerous form.

The new Crime League would be less of a team and more of a network of super-criminals, banded together for self-protection and furthering their criminal schemes. Essentially, it serves as a pooling of resources and information. If a criminal needs some capable henchmen, for example, the League may be able to provide them. If a hero is one someone's tail, a Crime League contact could offer a safe haven or a quick way out of town.

The resources of the Crime League members described in the following pages alone are significant. Dr. Simian and Medea in particular have substantial technological and mystic tools at their disposal. Add to these the capabilities of other criminals in this chapter, and you have a syndicate of staggering power. Here are some thoughts on potential additional Crime League members and how they could fit into the organization:

- **Doc Otaku:** The young genius could supply androids, robots, and other technological gadgets, and rely on the League to provide resources, parts, and information.
- **Downtime:** The ideal example of an otherwise small-time super-criminal who could benefit from a group with more resources. Downtime is a likely Crime League agent for stealing whatever the group needs.
- **Fear-Master:** Although likely to clash with some of his associates, Fear-Master's powers and psychological insights could prove useful to the Crime League.
- **Freebooter:** The criminal hacker is an excellent potential coordinator and comptroller for the Crime League. Freebooter could easily set up a central online "clearinghouse" for information, help fence stolen goods, and even break-in to the computer systems of police, AEGIS, or the Freedom League itself.
- **Gamma:** Although obsessed with revenge on the Atom Family, Gamma could become heavy-hitting muscle for the Crime League to help achieve his goals.
- **Larceny, Inc.:** This whole team might sign-on with the Crime League for the benefits or on a contract basis. The same is true of the Power Corps.
- **Magpie:** While he wouldn't join the Crime League, Magpie would have no objections to working for them on a "freelance" basis to acquire certain things they need, for the right price.
- **The Meta-Grue:** The rogue Grue warrior is a possible heavy-hitter for the Crime League, but an equally big potential threat to its leadership, since he'd almost certainly try and take over at some point.
- **Mr. Mist:** Unstable mentally as well as physically, Mr. Mist might join up out of desperation or simply on a mad whim.
- **Rant & Rave:** These two are ideal "foot-soldiers" for the Crime League, as well as potential fall-guys, if need be.
- **Toy Boy:** Like Doc Otaku, the terrible toy-maker might provide the League with some high-tech gadgets in exchange for support and backup.

Most of the other villains in this chapter are unlikely to join the Crime League for various reasons, primarily ego or agendas incompatible with the League's goals (or both). In fact, the Crime League might even find itself opposing world-conquerors (or destroyers) like Star-Khan and Omega, simply because it would mean less profit for them!

BLACK STAR

POWER LEVEL 11

Real Name: Rojan Lhar	
Identity: Secret	**Occupation:** Criminal
Base of Operations: Earth	**Affiliation:** Crime League
Height: 6' 2"	**Eyes:** Black
Weight: 200 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+1	+3	+2	+3	+3	+2
13	16	14	13	16	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14	+6	+6	+8

Skills: Acrobatics 5 (+8), Bluff 8 (+10), Concentration 10 (+13), Diplomacy 5 (+7), Knowledge (tactics) 5 (+6), Language 1 (English), Intimidate 6 (+8), Notice 4 (+7), Pilot 2 (+5), Sense Motive 6 (+9)

Feats: Accurate Attack, All-Out Attack, Attack Focus (ranged) 2, Favored Environment (aerial), Fearless, Power Attack, Precise Shot

Powers: Device 18 (shadow bands, hard to lose)
Shadow Bands: **Darkness Control 12** (Alternate Powers: **Blast 12**, **Create Object 12**, **Dazzle 12** [visual]), **Flight 8** (2,500 MPH), **Immunity 9** (life support), **Protection 12** (Impervious 9), **Space Travel 15**, **Super-Senses 2** (darkvision)

Combat: Attack +8 (melee), +10 (ranged), Grapple +9, Damage +1 (unarmed), +12 (blast), Defense +8, Knockback –11, Initiative +3

Abilities 46 + Skills 28 (112 ranks) + Feats 21 + Powers 5 + Combat 40 + Saves 14 = Total 154



Rojan Lhar from the planet Aljor was among the chosen few, those worthy of becoming Star Knights, defenders of peace and justice throughout the galaxy. Sri Rojan, although an extremely capable Star Knight, faced ongoing conflicts with Mentor and the Inner Circle regarding policy and his own actions in the field. Rojan was convinced the Star Knights could accomplish more, much more, if they didn't allow themselves to be shackled by policies of non-interference. The Grue Unity, for example, continually defied them, but the Knights did nothing to deal with the Grue, merely kept watch over their activities and stepped in when the Grue violated interstellar law. The same was true on primitive worlds where the Star Knights did not put an end to wars, or work to uplift primitive races from superstition and barbarism, preferring to let them "develop naturally on their own."

So Sri Rojan took it upon himself to demonstrate to Mentor and the Star Knight Inner Circle the sort of things the Knights could accomplish. He quickly and easily conquered a primitive world in his assigned sector of the galaxy, setting himself up as its supreme ruler and god, then set about creating order and advancing civilization. He intended to present the whole matter to the Inner Circle as a *fait accompli,* but another Star Knight, A'Lan Koor, discovered Rojan's activities before he was able to complete his plans. Although Rojan attempted to convince his fellow Star Knight of the rightness of his intentions, Sri A'Lan was aghast at the celebrated knight's violation of their code.

Desperate to avoid his inevitable punishment, and convinced his plan could still succeed, Rojan infiltrated Citadel and attempted to seize control of the Star Stone. With its power, he could bring order to the galaxy, eliminating crime, barbarism, and all threats to civilization. Thanks to the warning of A'Lan Koor, he failed, and was forced to flee. A'Lan Koor was appointed the task of bringing the first and only rogue Star Knight to justice.

Rojan Lhar fled to a backwards world known as Earth, in an isolated part of the galaxy, arriving there in the Earth year 1969. He discovered a great many superhumans to hide amongst while he planned his next move. His foe A'Lan Koor became known to the people of Earth as Star Knight and joined a group of Earth heroes, the Freedom League. Rojan adopted the name Blackstar, and made several attempts to eliminate his hated rival and acquire the power to storm Citadel and claim the Star Stone's power. Toward that end, Blackstar worked with various super-criminals on Earth, even joining an incarnation of the Crime League, the Freedom League's deadliest foes.

Star Knight thwarted Blackstar's schemes each time, although the rogue always managed to escape to fight another day. Finally, in 1977, Star Knight captured Blackstar and brought him to Citadel for trial. Mentor stripped Blackstar of his armor and sentenced him to imprisonment for life on an asteroid specially modified to hold him, with robotic jailers to care for his needs.

For over twenty years, Rojan Lhar stewed alone in his interstellar prison. What news he was allowed only deepened his bitterness. He saw his hated enemy A'Lan Koor advance to the Inner Circle of the Star Knights, lauded as a great hero. He heard about the voyages of the human Daedalus and the conflict between the Lor Republic and Star-Khan. He even managed to escape on two occasions, although he was always captured not long thereafter and returned to his exile.

Recently, Blackstar managed to make covert contact with Omega, the Lord of the Terminus. Omega granted Rojan Lhar assistance in the form of a pair of ancient weapons; metallic wristbands that allow Lhar to tap into and channel a powerful "shadow force." Blackstar arranged the destruction of his asteroid prison, hoping to convince his former jailers he perished in a cosmic disaster. Since then he has rejoined the Crime League on Earth and fought Earth's new Star Knight. He knows it is only a matter of time before his debt to Omega comes due and wants to secure true power before it happens.

DEVIL RAY

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+11	+1	+3	+0	+0	+0
32/14	13	16	10	11	11

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12/+3*	+7	+5	+4

*without armor

Skills: Disable Device 8 (+8), Knowledge (earth sciences) 4 (+4), Notice 6 (+6), Search 8 (+8), Survival 4 (+4), Swim 10 (+12)

Feats: Dodge Focus 2, Environmental Adaptation (aquatic), Favored Environment (aquatic), Move-by Action

Powers: Device 16 (MANTA suit, hard to lose)
MANTA Suit: **Blast 9** (electrical, Alternate Power: Stun 6 [Ranged]), **Enhanced Strength 18**, **Immunity 9** (life support), **Protection 9**, **Super-Senses 8** (blindsight [auditory, sonar, radius], darkvision, radio), **Super-Strength 3** (heavy load: 8 tons), **Swimming 8** (250 MPH, Alternate Power: **Flight 4**, 100 MPH)

Combat: Attack +8, Grapple +22, Damage +11 (unarmed), +9 (blast), Defense +8 (+3 flat-footed), Knockback -6, Initiative +1

Abilities 15 + Skills 10 (40 ranks) + Feats 5 + Powers 64 + Combat 28 + Saves 12 = Total 134

Real Name: Carl Mattus	
Identity: Public	**Occupation:** Diver, smuggler
Base of Operations: The Oceans	**Affiliation:** Crime League
Height: 5'10"	**Eyes:** Brown
Weight: 170 lbs.	**Hair:** Black

Carl Mattus never claimed to be a brilliant man, but he knew an opportunity when he saw one. When the military began testing an experimental deep-sea diving suit, he was the most qualified diver, despite occasional reprimands on his record. The Marine-Augmenting Naval Test Apparatus performed beyond even Carl's wildest dreams. It gave him power and freedom like he'd never known, and he decided to keep it.

During an extremely deep test dive, he faked an accident and made it appear that he and the prototype were lost at an unrecoverable depth. Carl simply disappeared, taking the suit with him. For some time he worked secretly as a smuggler, pirate, and illegal salvage operator on the black market using the name Devil-Ray.

His luck ran out when Siren investigated some of his crimes and brought Carl in. He managed to escape execution after a military tribunal judged him a traitor, though he landed in prison for smuggling and piracy. He's broken out of jail many times, always reclaiming "his" armor, and has clashed with Siren several times. His Crime League allies broke Devil-Ray out of jail the last two times so he could help them deal with Siren and the Freedom League.

Devil-Ray is a cheap thug with just enough power to make him dangerous. He enjoys bullying people, while he knuckles under to stronger personalities and follows the order of his superiors. He's greedy and willing to do anything for money. He likes to think of himself as "big time," but secretly fears he's in over his head when it comes to dealing with the rest of the Crime League.

Devil-Ray's powers come from his suit of advanced armor, designed as an underwater life-support and exploratory vehicle (with potential military applications). The armor is a shell of advanced alloys and composites that provides the wearer with a recyclable air supply and protection from the intense cold and pressure of the ocean depths. Motors enhance the wearer's strength, while turbines in the legs allow the armor to move quickly through the water or even fly through the air. The armor's offensive system—what Mattus calls his "devil rays"—consists of electrical blasters in the gauntlets.



DR. SIMIAN

POWER LEVEL 13

Real Name: Dr. Simian	
Identity: Public	**Occupation:** Criminal
Base of Operations: Mobile	**Affiliation:** Sometime member of the Crime League
Height: 6' 4"	**Eyes:** Black
Weight: 640 lbs.	**Fur:** Black

STR	DEX	CON	INT	WIS	CHA
+5	+2	+2	+12	+9	+3
21	15	14	34	28	17

TOUGHNESS	FORTITUDE	REFLEX	WILL
+17/+5*	+8	+8	+10

*without force-field

Skills: Acrobatics 5 (+7), Climb 13 (+14), Craft (electronic) 8 (+20), Craft (mechanical) 8 (+20), Intimidate 6 (+9), Knowledge (physical sciences) 8 (+20), Knowledge (technology) 8 (+20), Notice 4 (+13), Sense Motive 4 (+13)

Feats: Acrobatic Bluff, Eidetic Memory, Improved Pin, Leadership, Power Attack

Powers: Device 13 (hover chair, hard to lose), **Growth 4** (Permanent, Innate), **Protection 3**, **Super-Senses 2** (low-light vision, scent)
Hover Chair: **Blast 12** (Split Attack), **Datalink 7**, **Flight 4**, **Force Field 12** (Impervious 6), **Mind Shield 7**

Combat: Attack +11 (includes –1 size), Grapple +20, Damage +5 (unarmed), +12 (blasters), Defense +9 (includes –1 size), Knockback –11/–2, Initiative +2

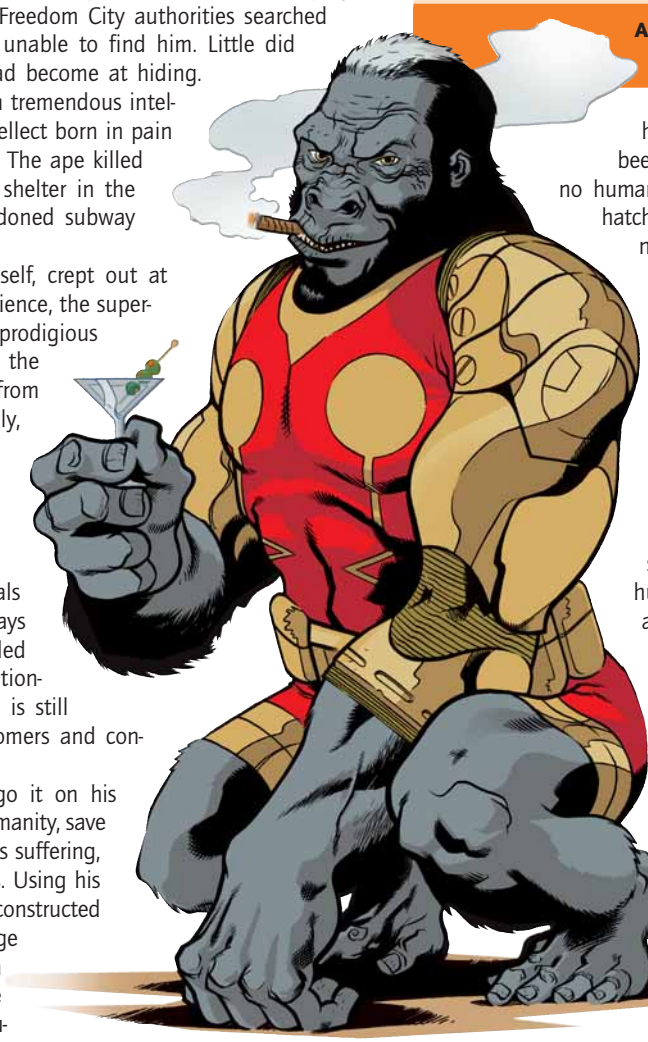
Abilities 61 + Skills 16 (64 ranks) + Feats 5 + Powers 70 + Combat 44 + Saves 13 = Total 209

It began as an experiment in the nature of intelligence, attempting to enhance the mental capabilities of primates. ASTRO Labs used a variety of methods on different test subjects. The results were not overly promising. Combined with protests about the use of apes and monkeys as experimental subjects, it was only a matter of time before the project was closed down. Its director, Dr. Carmine Mosley, didn't want to see that happen. He knew he was close to a breakthrough, he just didn't know how close. So he took it upon himself to disregard guidelines on safety and procedure. He used unproven methods on the most promising of the experiment's subjects, and succeeded beyond his wildest dreams.

Dr. Mosley's subsequent death and the disappearance of his experimental subject spelled the end of the primate enhancement project. Although ASTRO Labs and the Freedom City authorities searched for the missing ape, they were unable to find him. Little did they know just how good he had become at hiding. Mosley's experiment awakened a tremendous intellect in the African gorilla, an intellect born in pain and torment caused by humans. The ape killed his tormenter and fled, finding shelter in the underground tunnels and abandoned subway stations beneath Freedom City.

Dr. Simian, as he called himself, crept out at night. In his initial weeks of sentience, the super-ape absorbed knowledge at a prodigious rate. Within months, he had the equivalent of multiple Ph.D.s just from reading stolen books. Eventually, he discovered other inhabitants of the underground. He offered his services to the Foundry, and worked with them behind the scenes. It gave him access to equipment and research materials he needed. The two parted ways when Dr. Simian no longer needed the Foundry, although their relationship remains cordial. Dr. Simian is still one of the Foundry's loyal customers and contractors.

Ultimately, Simian chose to go it on his own. He wanted nothing from humanity, save obedience and recompense for his suffering, and that of many other creatures. Using his scientific genius, Dr. Simian has constructed many devices to take his revenge on humanity. Each time, heroes in Freedom City and elsewhere have thwarted his ambitions. In particular Freedom Leaguer Johnny Rocket has proven a thorn in Simian's side. Dr. Simian has been captured and imprisoned before, but he swears no human cage can hold him. Inevitably, he escapes to hatch a new plot to overthrow humanity as the dominant species on Earth.



Dr. Simian is a mad scientific genius driven by ambition and revenge. He considers himself a moral being. After all, he did not ask for great intellect to be bestowed upon him. Since it has been, he feels it is his duty to make sure humanity pays for its crimes against nature and the animal kingdom. In Dr. Simian's view, humans are dangerous and malicious children, not deserving of their place at the pinnacle of nature's hierarchy. Therefore he seeks ways to conquer the Earth and subjugate humanity for the greater good. Simian foresees a world under his rule where the natural order is protected and humans are kept away from dangerous tools and ideas.

Generally, Dr. Simian establishes (or reactivates) a hidden laboratory and begins hatching a new plot. His plans usually revolve around a particular invention. Simian's creations include methods for transforming humans into apes (either physically, mentally, or both), mind-control devices, methods for destroying human technology or infrastructure, "uplifting" other animals to sentience (and giving them humanoid characteristics), and so forth. Such devices

often require certain rare components or resources, which Simian arranges to have stolen or (less often) purchased, which may tip heroes off to his schemes. The device may also require a "test run," alerting heroes to the danger. When Simian is ready, he unleashes his fiendish scheme. Freedom City is his favored target, although he has been known to go elsewhere.

Dr. Simian prefers to operate from a concealed headquarters, so heroes might not confront the ape mastermind directly until they can find him. The only evidence they see of Simian's schemes are his minions carrying them out. Dr. Simian has also been known to use various decoys, either to lure heroes into traps at a false headquarters or to escape. The heroes who believe they have captured Dr. Simian may have only caught a robot, a complex dummy, or even an ordinary ape dressed like him. Dealing with Simian is like a chess-game, and he stays several moves ahead of his opponents.

DR. STRATOS

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+0	+2	+4	+6	+3	+3
10	14	18	22	16	17

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+4*	+9	+5	+9

*flat-footed

Real Name: Sebastian Stratos

Identity: Public | **Occupation:** Criminal, scientist

Base of Operations: Mobile | **Affiliation:** Crime League

Height: 6'1" | **Eyes:** Blue

Weight: 180 lbs. | **Hair:** Black

Skills: Computers 6 (+12), Concentration 9 (+12), Craft (electronic) 8 (+14), Gather Information 6 (+9), Intimidate 6 (+9), Knowledge (earth sciences) 10 (+16), Knowledge (technology) 8 (+14), Notice 5 (+8), Profession (scientist) 8 (+11), Search 4 (+10), Sense Motive 6 (+9)

Feats: Accurate Attack, Attack Focus (ranged) 4, Contacts, Defensive Roll 4, Dodge Focus 4, Favored Environment (aerial), Leadership

Powers: **Deflect 12** (lightning and wind, all ranged attacks, Move Action), **Immunity 5** (weather effects), **Weather Control 13** (distraction, Alternate Powers: cold, heat, hamper movement, **Air Control 13**, **Blast 13**, **Fatigue 6** [Area Burst and Ranged], **Obscure 13** [visual, fog])

Combat: Attack +6 melee, +10 ranged, Grapple +6, Damage +0 (unarmed), +13 (lightning), Defense +12 (+4 flat-footed), Knockback -4, Initiative +2

Abilities 37 + Skills 19 (76 ranks) + Feats 16 + Powers 86 + Combat 28 + Saves 14 = Total 200



Some fifteen years ago, Dr. Sebastian Stratos was one of the most brilliant meteorologists and atmospheric engineers in the United States. When he hit upon a technique for controlling the weather, Dr. Stratos showed his designs to corporations and government think tanks. They told him his design was absurd, his calculations faulty, and there was no way his device would ever work. Stratos insisted on building a prototype and performing a full-scale demonstration, but everyone refused, thinking it a waste of time and money. Stratos' reputation in the scientific community plummeted and people began calling him a crackpot.

Furious at his detractors and critics, Stratos retreated to an isolated lab in the American southwest to build his working prototype. He turned its power against Nolan Aircraft, one of the corporations that had derided his genius, and forced down one of their experimental planes. He then broadcast his demands—unless he was paid millions in ransom, he would use his power over the weather to ground all air traffic. A new superhero named Captain Thunder found Stratos' hidden lair and defeated him, however.

Stratos' scientific genius allowed him to escape from prison on numerous occasions, and he always returned with a new scheme to use weather control for his own ends and to destroy his nemesis, Captain Thunder. One of his greatest plans involved capturing Captain Thunder and other heroes with weather-based powers. He used a device to transfer their powers—amplified many times—into his own body, making him a virtual god capable of commanding weather on a global scale. The heroes overcame Stratos by forcing him to overtax his new abilities and the powerless supercriminal was returned to prison.

A few years ago, Dr. Stratos managed a personal triumph. He captured Captain Thunder and revealed the hero's true identity on worldwide television. While soon defeated and imprisoned, the doctor gloated that he'd harmed Thunder more than any thought possible. His mind no longer just focused vengefully on Captain Thunder, Dr. Stratos stumbled upon a startling truth—his weather control devices had *never* worked! Apparently, the ability to control the weather resided in him all along. His devices merely focused his subconscious power to achieve the effects he expected.

Stratos used his unleashed abilities to escape from prison once more, and has gone into hiding while he perfects and masters

his powers. He still seeks vengeance against his old foe, but Thunder now leads the Freedom League. To overcome such opposition, Dr. Stratos decided he needed a team of his own, so he joined forces with Dr. Simian to recreate the Crime League. Stratos has been leader of the criminal gang ever since.

Arrogance is Dr. Stratos' defining characteristic. He is supremely conceited, originally refusing to believe his brilliant plans for a weather control device could ever be wrong. He now considers himself a demi-god rather than a "mere human," gifted with power and intelligence far beyond that of the "common cattle." He plans to rule as a god over a scientific and technological utopia created by his genius and structured according to his own logic and "reasoning."

Stratos is quite vengeful. Even the slightest insult to his abilities must be answered, and those who thwart his plans particularly earn his wrath. He reserves a special hatred for Captain Thunder and all that he represents. Stratos wants to bring the Freedom League down solely because the team is important to the Captain. He'll use any means at his disposal to achieve his goals.

HIROSHIMA SHADOW

POWER LEVEL 11

Real Name: Unknown	
Identity: Secret (if any)	**Occupation:** Terrorist
Base of Operations: Mobile	**Affiliation:** Crime League
Height: 5'7"	**Eyes:** Glowing blue-white
Weight: 150 lbs.	**Hair:** None

STR	DEX	CON	INT	WIS	CHA
+1	+1	+5	+1	+1	+2
12	13	20	13	12	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+13	+10	+5	+10

Skills: Concentration 10 (+11), Knowledge (current events) 6 (+7), Knowledge (history) 6 (+7), Intimidate 8 (+10), Notice 6 (+7), Search 4 (+5), Sense Motive 8 (+9)

Feats: Attack Focus (ranged) 2, Improved Initiative, Power Attack

Powers: Drain Constitution 1 (Aura, Disease), **Flight 5** (250 MPH), **Immunity 15** (aging, life support, radiation damage, starvation), **Insubstantial 3**, **Protection 8** (Impervious), **Radiation Control 11** (Alternate Powers: **Drain Constitution 7** [Ranged]), **Strike 10** (radiation, Aura), **Super-Senses 6** (infravision, ultravision, X-ray vision)

Combat: Attack +9 melee, +11 ranged, Damage +1 (unarmed), +11 (blast), Defense +9, Initiative +5

Drawbacks: Weakness (if he goes a day without absorbing radiation, –1 point)

Abilities 24 + Skills 12 (48 ranks) + Feats 4 + Powers 109 + Combat 36 + Saves 18 – Drawbacks 1 = Total 202

The atomic bombs dropped on Hiroshima and Nagasaki forced Japan's surrender and put an end to the Second World War. They also led to an increase in the number of mutations born in Japan in the post-war years. Rumors say some of these mutants disappeared into secret labs run by the Japanese, Russian, or American governments (or by organizations like SHADOW). Other more radical mutants supposedly ended up on Kaiju Island. A few modern-day Japanese mutants have become superheroes or villains.

Hiroshima Shadow claims to have been "born in the sun that flared over Hiroshima" on that day in 1945. Whether he is a post-war mutant or a being more like Dr. Metropolis—the radioactive and twisted spirit of a destroyed city—no one can say for sure. His features are obscured, and he has never provided details about his origins, so his actual identity is unknown. He first appeared shortly after Dr. Metropolis in 1993 and attempted to destroy Freedom City in a massive nuclear blast. He has fought the Doctor, Lady Liberty, and the Freedom League on a few occasions since then, always striking at icons of America and American success.

Hiroshima Shadow nurses an overwhelming hatred toward Westerners, particularly Americans. He is fiercely proud of his Japanese heritage, but he also considers most modern Japanese "weaklings and cowards," and lashes out at them as well. He wants to inflict as much mayhem and damage against the objects of his hatred as possible, and works with the Crime League toward that end. The money they gather matters little to him. Hiroshima Shadow seems to have a special enmity toward Dr. Metropolis, although he refuses to say why. He has some sense of honor, enough to want to confront his opponents openly, but little beyond that.

Hiroshima Shadow can generate and control radiation. He can project damaging beams of radiation from his hands or eyes and surround himself with an energy field hot enough to melt metal. He can apparently convert his body into radiation to pass through solid objects (except very dense materials like lead) and he can see a wider range of the electromagnetic spectrum. He apparently has no need to eat or breathe, although he does have to expose himself to certain radioactive isotopes that he "feeds" off of from time to time.

THE MAESTRO

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
−1	+1	+0	+3	+3	+1
9	12	10	17	16	13

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+0*	+4	+5	+7

*without force-field

Skills: Concentration 8 (+11), Knowledge (art) 10 (+13), Knowledge (physical sciences) 10 (+13), Knowledge (technology) 10 (+13), Notice 4 (+7), Perform (conductor) 12 (+13), Profession (composer) 10 (+13), Sense Motive 4 (+6), Sleight of Hand 4 (+5)

Feats: Attack Focus (ranged) 6, Fascinate (Perform)

Powers: Device 10 (sonic baton, easy to lose)
Sonic Baton: **Sonic Control 11** (Alternate Powers: **Blast 11, Blast 7** [Area Burst], **Disintegration 7** [Limited to crystalline objects], **Illusion 11** [auditory], **Mind Control 11** [Area Burst, Hearing Dependent], **Stun 7** [Ranged]), **Force Field 11**, **Sensory Shield 11** (auditory)

Combat: Attack +3 (melee), +9 (ranged), Grapple +2, Damage –1 unarmed, +11 blast, Defense +9, Knockback –5, Initiative +1

Abilities 17 + Skills 18 (72 ranks) + Feats 7 + Powers 33 + Combat 24 + Saves 12 = Total 111

Real Name: Basil Fatherton	
Identity: Public	**Occupation:** Conductor, criminal
Base of Operations: Mobile	**Affiliation:** Crime League
Height: 6'2"	**Eyes:** Brown
Weight: 160 lbs.	**Hair:** Black (with white streak)



Few people understand music the way Basil Fatherton does. Music—its harmonies, its complexities, its beauty and majesty—has been his lifelong passion, not this noise so-called "musicians" grind out in smoky clubs or recording studios, nor the saccharine-laced tunes of pop stars. Basil acknowledges only *true* music, the works of geniuses like Mozart and Beethoven. He wanted not only to join their ranks as a great composer, but also to understand the art and the science of music in every way. He studied acoustics, musical notation, composition, conducting, and more in pursuit of his dream.

To his disbelief, Basil was neither a Mozart nor a Beethoven, and his teachers and critics told him so. Yes, he was technically competent, even extraordinarily so. He could arrange and conduct complex performances of others' symphonies, but his own works lacked a certain spark, that special something to set them apart and make them come alive.

The rejections and reviews embittered Basil, and he set out to create music that would reach people beyond just an emotional level. His research stumbled upon certain harmonics that affected the human brain, and he began using them to create music no one could resist. For a very short while, classical music—and his works in particular—became all the rage in Freedom City. When the truth about Basil Fatherton's success came out, his reputation and career were ruined and he was a wanted man.

Basil adapted his musical technology and used it to pull off a series of daring robberies, calling himself "the Maestro." He was caught and put in jail, but he found ways to escape and continue his reign of crime, while also seeking to avenge himself on the critics who tried to silence him and the "so-called musicians" who stole his spotlight. After his initial criminal career, he spent years undergoing therapy in Providence Asylum, and he left its halls a (supposedly) changed man.

In recent years, the rise of media-driven pop music and the open disdain modern musicians hold for the classics has unhinged Basil's tenuous sanity, and the mad Maestro re-emerged to "put the harm back in harmonics" and rage against a whole new generation of "melodic garbage." Most recently, the Maestro has crossed-swords with Johnny Rocket of the Freedom League and the young hero Sonic.

The Maestro is a master of acoustics, using sound in a variety of ways. The ultimate expression of this knowledge is the "sonic baton" he carries, a conductor's baton that acts as a transmitter for sophisticated sonic devices and power sources. With the right direction from his baton, Maestro can create virtually any sound, including music or the reproduction of specific sounds (such as voices). He can create harmonics that influence the human brain, causing people to fall into a trance or dance against their will. He can generate ultrasonic notes and concentrated blasts of sound or build "walls" of sound to deflect bullets.

MEDEA

POWER LEVEL 10

Real Name: Medea of Colchis	**Occupation:** Sorceress
Identity: Public, although it is not widely known Medea is actually immortal.	
Base of Operations: Mobile	**Affiliation:** Crime League
Height: 5'5"	**Eyes:** Black
Weight: 110 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
−1	+1	+1	+2	+4	+7
8	13	12	15	18	24

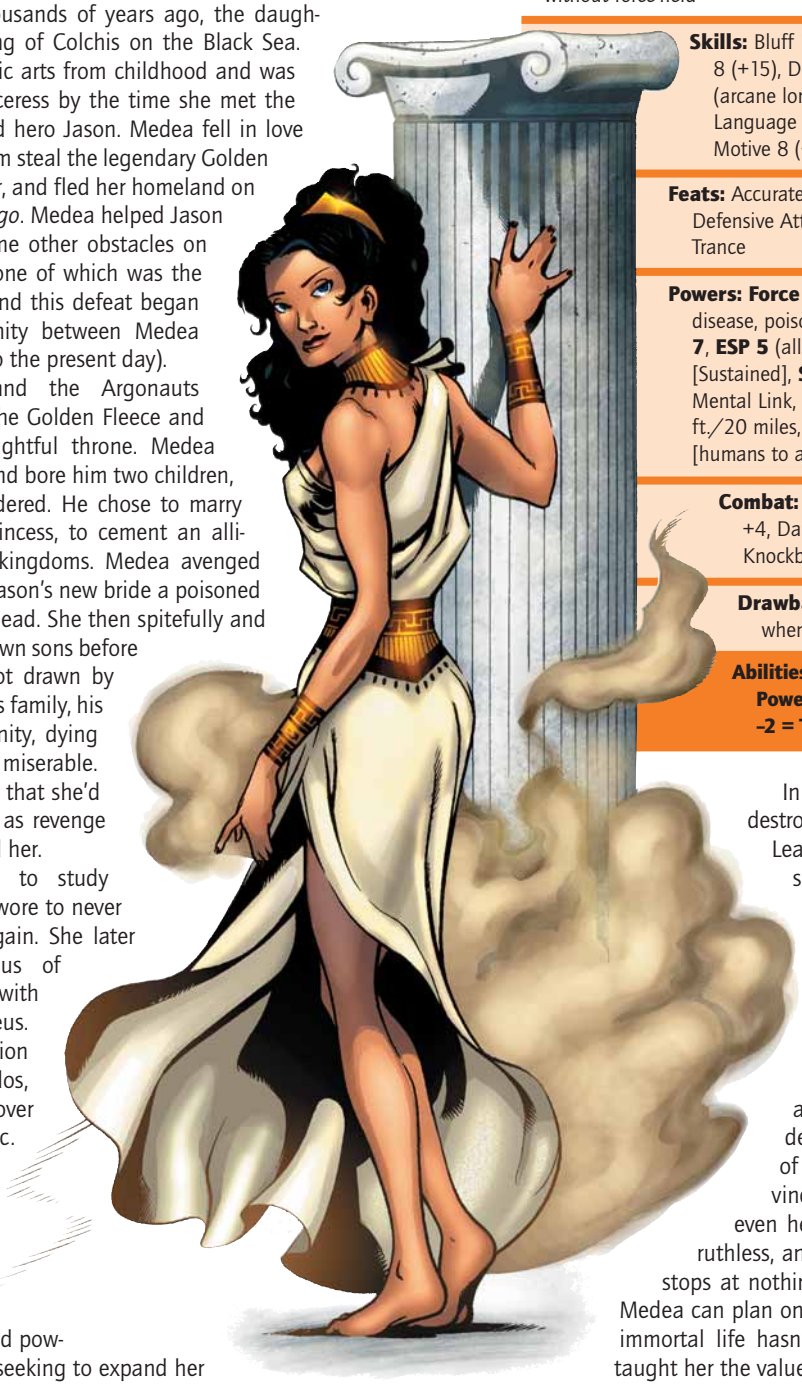
TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+1*	+5	+5	+10

*without force-field

Medea was born thousands of years ago, the daughter of Aietes, the King of Colchis on the Black Sea. She studied the mystic arts from childhood and was an accomplished sorceress by the time she met the Thessalian prince and hero Jason. Medea fell in love with Jason, helped him steal the legendary Golden Fleece from her father, and fled her homeland on board his ship, the *Argo*. Medea helped Jason and his crew overcome other obstacles on their journey home, one of which was the bronze giant Talos (and this defeat began a long-standing enmity between Medea and Talos that lasts to the present day).

Medea, Jason, and the Argonauts reached home with the Golden Fleece and Jason claimed his rightful throne. Medea became his consort and bore him two children, but Jason's eye wandered. He chose to marry Glauce, a Theban princess, to cement an alliance between their kingdoms. Medea avenged this insult by giving Jason's new bride a poisoned robe that struck her dead. She then spitefully and coldly murdered her own sons before flying off in a chariot drawn by dragons. Jason lost his family, his kingdom, and his sanity, dying alone, penniless, and miserable. Medea never realized that she'd lost the same things as revenge and hatred consumed her.

Medea continued to study the mystic arts and swore to never fall victim to love again. She later married King Aegeus of Athens and fought with Aegeus' son, Theseus. She clashed on occasion with Daedalus and Talos, her life sustained over the centuries by magic. Medea has been a temptress and manipulator of men around the world. She has often traveled in the guise of a wealthy and powerful mortal woman, seeking to expand her knowledge of magic and work her wiles.



Skills: Bluff 10 (+17), Concentration 12 (+16), Diplomacy 8 (+15), Disguise 6 (+13), Intimidate 4 (+11), Knowledge (arcane lore) 12 (+14), Knowledge (history) 10 (+12), Language 12, Medicine 6 (+10), Notice 4 (+8), Sense Motive 8 (+12), Stealth 4 (+5)

Feats: Accurate Attack, Attack Focus (ranged) 4, Attractive, Defensive Attack, Diehard, Fascinate (Bluff), Ritualist, Taunt, Trance

Powers: Force Field 10 (Impervious), **Immunity 3** (aging, disease, poison), **Magic 11** (Spells: **Animate Objects 7**, **ESP 5** (all senses), **Mental Blast 5**, **Mind Control 7** [Sustained], **Summon Demons 6** [Broad Type, Continuous, Mental Link, Progression 2 (up to 5)], **Teleport 6** [600 ft./20 miles, Accurate, Progression 3], **Transform 5** [humans to animals])

Combat: Attack +5 (melee), +9 (ranged), Grapple +4, Damage −1 unarmed, +11 blast, Defense +9, Knockback −5, Initiative +1

Drawbacks: Power Loss (Force Field and Magic, when unable to speak and gesture, −2 points)

Abilities 30 + Skills 24 (96 ranks) + Feats 12 + Powers 51 + Combat 28 + Saves 14 − Drawbacks −2 = Total 157

In modern times, Medea made attempts to destroy Daedalus and his allies in the Freedom League. She joined the Crime League in pursuit of that goal, although she bridles at Dr. Stratos' leadership at times. She has also come into conflict with Eldrich, the world's master mage, over arcane matters.

Medea is full of bitterness toward everyone, particularly men. Her only real enjoyment in life is to bring others down to her level "by exposing their happiness and morality for the shams they are." She delights in tormenting her victims. Capable of great cunning and charm, she can convince others to believe her harmless, perhaps even helpful, before she strikes them down. She's ruthless, and once someone has earned her wrath; she stops at nothing to gain retribution. Heroes who oppose Medea can plan on having an enemy for a *very* long time. Her immortal life hasn't given her much perspective, but it has taught her the value of patience. Even if it takes years to realize her schemes, she can afford to wait.

ORION THE HUNTER

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+3	+5	+4	+1	+6	+1
16	20	18	13	22	13

TOUGHNESS	FORTITUDE	REFLEX	WILL
+7/+4*	+8	+9	+9

*flat-footed

Skills: Acrobatics 8 (+13), Climb 8 (+11), Drive 8 (+13), Gather Information 10 (+11), Handle Animal 10 (+11), Intimidate 8 (+9), Knowledge (business) 8 (+9), Knowledge (streetwise) 8 (+9), Knowledge (tactics) 8 (+9), Notice 10 (+16), Pilot 8 (+13), Profession (investor) 8 (+14), Ride 8 (+13), Search 10 (+11), Sense Motive 8 (+14), Stealth 12 (+17), Survival 16 (+22), Swim 8 (+11)

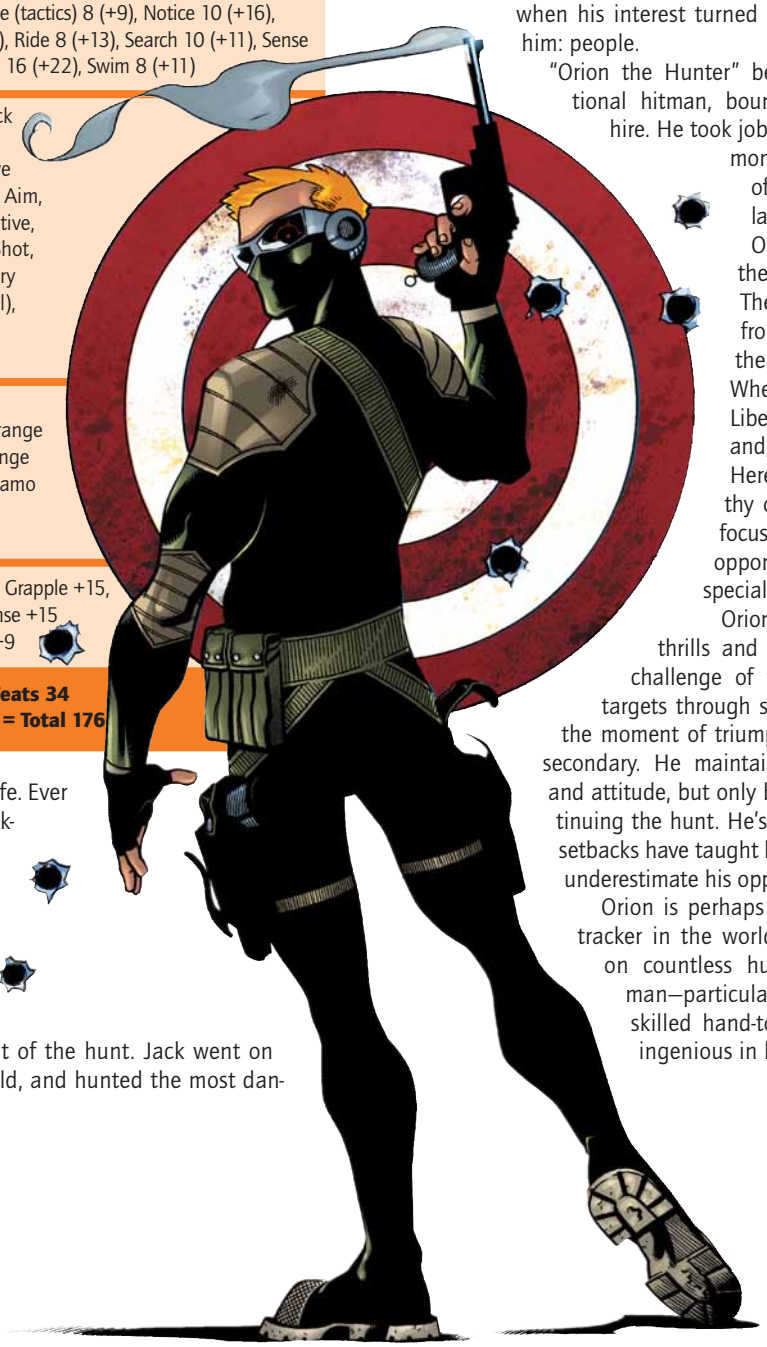
Feats: Accurate Attack, Assessment, Attack Focus (ranged) 3, Defensive Attack, Defensive Roll 3, Dodge Focus 3, Elusive Target, Equipment 7, Evasion, Improved Aim, Improved Critical (rifle), Improved Initiative, Move-by Action, Power Attack, Precise Shot, Prone Fighting, Quick Draw, Skill Mastery (Climb, Handle Animal, Stealth, Survival), Sneak Attack, Takedown Attack, Track, Uncanny Dodge (visual)

Equipment: knife (+1 damage, crit. 19-20, range 10 ft.), light pistol (+3 damage, range 30 ft.), rifle (+5 damage, crit. 19-20, range 250 ft.), night vision & flash goggles, camo clothing, plus up to 10 points of other equipment.

Combat: Attack +12 (melee), +15 (ranged), Grapple +15, Damage +3 (unarmed), +3 (pistol), Defense +15 (+6 flat-footed), Knockback –3, Initiative +9

Abilities 42 + Skills 41 (164 ranks) + Feats 34 + Powers 0 + Combat 48 + Saves 11 = Total 176

Real Name: Jack O'Ryan	
Identity: Secret	**Occupation:** Bounty hunter, assassin
Base of Operations: Mobile	**Affiliation:** Crime League
Height: 6'	**Eyes:** Blue
Weight: 185 lbs.	**Hair:** Red



Jack O'Ryan has been a hunter all his life. Ever since he was a boy, tracking and stalking prey through the wild enthralled him. He quickly progressed from hunting with rifles to bows to sometimes nothing more than a knife or his bare hands. He also made a considerable fortune as a trader in stocks and securities, but work was secondary to the thrill, the excitement of the hunt. Jack went on safari in exotic places around the world, and hunted the most dangerous beasts he could find. He broke more than a few poaching laws, but that was just part of the excitement. Eventually, he'd mastered the hunt. There was no prey left he had not overcome. That's when his interest turned to the only challenge left to him: people.

"Orion the Hunter" became known as an international hitman, bounty hunter, and assassin for hire. He took jobs based on the challenge. The money was secondary, just a way of keeping score. In evading the law and stalking his new prey, Orion found thrills, but even they began to pale after a while. The greatest challenge came from hunting superhumans, the most dangerous prey of all. When Orion was hired to kill Lady Liberty, he took up the challenge and, for the first time, he failed. Here, finally, was a challenge worthy of him. Since then, Orion has focused his hunt on superhuman opponents and has maintained a special "interest" in Lady Liberty.

Orion is a jaded sociopath out for thrills and excitement. He lives for the challenge of the hunt, for outwitting his targets through superior skill and cunning, for the moment of triumph, the kill. Everything else is secondary. He maintains a professional reputation and attitude, but only because it's important for continuing the hunt. He's confident in his abilities, but setbacks have taught him not to be overconfident or underestimate his opponents.

Orion is perhaps the most skilled hunter and tracker in the world, having honed his abilities on countless hunts. He's an expert marksman—particularly with a bow or rifle—and a skilled hand-to-hand combatant. He's also ingenious in laying traps and ambushes.

WILDCARD

POWER LEVEL 10

Real Name: Jacob "Jake" Walker	
Identity: Secret	**Occupation:** Con artist, thief
Base of Operations: Mobile	**Affiliation:** Crime League
Height: 5'10"	**Eyes:** Blue
Weight: 165 lbs.	**Hair:** Blond

STR	DEX	CON	INT	WIS	CHA
+0	+3	+1	+1	+0	+3
11	16	12	12	10	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4/+1*	+8	+15	+8

*flat-footed

Skills: Acrobatics 8 (+11), Bluff 10 (+13), Profession (gambler) 10 (+10), Notice 4 (+4), Sense Motive 8 (+8), Sleight of Hand 4 (+7)

Feats: Attack Focus (ranged) 5, Attractive, Beginner's Luck, Connected, Defensive Roll 3, Dodge Focus 4, Evasion 2, Luck 9, Precise Shot, Redirect, Second Chance (avoiding traps), Sneak Attack, Taunt, Throwing Mastery 5, Uncanny Dodge (mental)

Powers: Luck Control 3 (Area Burst, Selective Attack)

Combat: Attack +10 (melee), +15 (ranged), Grapple +11, Damage +0 (unarmed), +5 (thrown object), Defense +16 (+6 flat-footed), Knockback -2, Initiative +3

Abilities 17 + Skills 11 (44 ranks) + Feats 37 + Powers 15 + Combat 44 + Saves 27 = Total 151

Jake Walker was always lucky—very lucky, in fact—but his luck never lasted. Jake became addicted to the thrill of danger and risk early on, and it didn't take him long to find his way to the casinos of Southside in Freedom City, after being banned from places in Las Vegas and Atlantic City. Jake's luck won him a lot of money, but also the attention of the Mob.

Jake thought his lucky streak had finally run out when he faced a pair of guns in a dark alley. Witnesses saw the incredible ricochets that left him unharmed but the hit-men dead. Rather than risk more men, the Mob offered Jake a deal: do the Mob a few favors, and he would always have a safehouse with them. Jake agreed, though he disliked not being able to ever gamble in the casinos again. Even so, he discovered his luck was even more extraordinary than he thought and the thrill of committing crimes was even better than gambling.

From then on, Jake adopted the identity of Wildcard and committed a series of more and more daring crimes based on games of chance. His luck ran out when he encountered the Raven, and she put him behind bars. But lucky breaks have gotten Wildcard out of prison, and he has teamed up with the Crime League in the past. He's even made an attempt to go straight, but the excitement keeps drawing him back to a life of crime, at least until his luck runs out again.

Wildcard lives on the edge. He can't resist a bet or a game of chance, and he's addicted to danger and risk. He also has a taste for the finer things in life and requires a steady amount of cash to provide them. He's a spendthrift, unable to hold on to his ill-gotten gains for very long. Wildcard usually talks up a storm, cracking jokes, taunting his foes, and generally making a nuisance of himself. His Crime League colleagues tolerate him because he makes himself useful by helping the odds fall their way.

Wildcard is a mutant with the ability to influence probability, giving him extraordinary luck. He can also grant this benefit to others and jinx opponents with misfortune. Sooner or later, however, Wildcard's luck always runs out and he suffers some turn of ill luck himself. He keeps thinking he'll find a way to "beat the system," but it hasn't happened yet. In game terms, when Wildcard uses his Luck Control to influence events, it costs one of his Luck points. When he runs out, it counts as a complication for the heroes (see **Complications** in *Mutants & Masterminds*). So, sooner or later, the heroes can accumulate enough hero points to cause Wildcard some trouble.

THE FACTOR FOUR



The Factor Four are long-time foes of the Atom Family. Originally rival explorers during the 1970s, they acquired superhuman powers using a set of mystical artifacts and have become dangerous criminals. Their primary goals are profit and finding a means to fully control their powers so they can enjoy their ill-gotten gains.

Professor Fathom's obsessive quest for knowledge can unearth any number of things that are better left hidden, or at least kept out of the hands of someone like him. Heroes can prevent the Factor Four from stealing valuable artifacts, arcane lore, scientific discoveries, or from kidnapping scholars and scientists. They may also encounters the super-villains working for various employers for the money that they need, or stealing to support Professor Fathom's research.

PROFESSOR FATHOM — POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+1	+3	+2	+8	+2	+2
12	16	14	26	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+7	+9	+7

Real Name: Richard Calumus

Identity: Public **Occupation:** Archeologist, criminal

Base of Operations: Mobile **Affiliation:** Factor Four

Height: 6' **Eyes:** White (normally brown)

Weight: 180 lbs. **Hair:** None (normally brown)

Skills: Bluff 6 (+8), Concentration 6 (+8), Craft (mechanical) 6 (+14), Diplomacy 4 (+6), Disable Device 8 (+16), Gather Information 6 (+8), Knowledge (arcane lore) 6 (+14), Knowledge (history) 12 (+20), Language 7, Notice 4 (+6), Profession (archeologist) 12 (+14), Search 7 (+15), Sense Motive 8 (+10), Stealth 4 (+6)

Feats: Contacts, Defensive Attack, Evasion, Favored Environment (aquatic), Leadership

Powers: Liquid Form 17 (water, **Blast 9** [water], **Concealment 2** [visual, Limited to underwater], **Elongation 8**, **Immunity 11** [life support, starvation, sleep], **Insubstantial 1** [Permanent], **Protection 10** [Impervious], **Suffocate 8**, **Swimming 5**)

Combat: Attack +10, Grapple +19, Damage +1 (unarmed), +9 (blast), Defense +10, Knockback –11, Initiative +3

Abilities 37 + Skills 24 (96 ranks) + Feats 5 + Powers 85 + Combat 40 + Saves 16 = Total 207

Dr. Richard Calumus was one of Dr. Atom's most brilliant students and an explorer at heart like his teacher. Unfortunately, he was solely interested in satisfying his own curiosity, greed, and need for achievement rather than furthering the reach of science or improving the lot of humanity. Richard's discoveries were for sale to the highest bidder, and he cared nothing for preserving unique or historical finds. For years, Calumus and his crew of assistants were the Atom Family's rivals, trying to exploit the hidden wonders of the world.

Calumus' luck ran out when he discovered the location of the fabled Prime Elements, gemstones representing each of the four ancient elements, reputed to possess mystical powers. Calumus had little interest in the stones' supposed powers, but they would command a tremendous price on the black market. He and his associates discovered the resting-place of the stones, but Dr. Atom and his grandchildren intervened and something unexpected happened. In a blast of magical power, the Prime Elements were invested into each of the four would-be thieves, transforming them into elemental beings.

At first, the Factor Four reveled in their newfound powers, until they discovered they couldn't entirely control them and their inhuman transformations were permanent. Since then, Calumus (now known as Professor Fathom) has been working on means to allow him and his associates to return to their human forms (preferably while retaining their elemental power). The Factor Four also continues to explore, looking for new resources to help restore their humanity or fund their search. They sometimes work as mercenaries to raise funds.

Professor Fathom is cold and calculating. He looks at everything from the perspective of how it can benefit him. All other considerations are irrelevant. He considers this "enlightened self-interest," but it is purely selfishness and greed. He's quite intelligent, but often blinded by his own desire to be successful. He tends to look down on his intellectual inferiors although he also understands how to manipulate them quite well. He enjoys his power, but is frustrated by his limitations.

Professor Fathom's body is made up of water that is under his mental control. He can reshape his watery form as desired, flow through any small opening, and blast water with the force of a geyser. He's very resistant to harm since most physical attacks tend to pass right through him and he has no need to eat, breathe, or sleep. His life force is sustained by mystical energy. Professor Fathom is vulnerable to having his form evaporated into steam or frozen (which renders him helpless until his watery body condenses or thaws). This is just a "special effect" of Fathom being knocked out by a heat or cold attack, and he recovers normally.

GRANITE — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+13	+0	+4	–1	+0	+0
36/18	10	18/14	8	10	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+10	+3	+3

Skills: Climb 4 (+13), Intimidate 8 (+8), Knowledge (tactics) 6 (+5), Notice 4 (+4), Profession (soldier) 6 (+6)

Feats: Attack Focus (melee) 3, Improved Pin, Power Attack, Takedown Attack

Powers: Solid Form 14 (rock, **Enhanced Strength 10**, **Growth 4** [Permanent], **Immovable 7**, **Immunity 11** [life support, sleep, starvation], **Protection 8** [Impervious], **Super-Strength 6** [heavy load: 100 tons, Groundstrike, Shockwave], Permanent)

Combat: Attack +7 (melee, with size), +4 (ranged, with size), Grapple +26, Damage +13 (unarmed), Defense +7 (with size), Knockback –21, Initiative +0

Abilities 9 + Skills 6 (24 ranks) + Feats 6 + Powers 70 + Combat 26 + Saves 12 = Total 129

Bill Cole has always been a tough guy, now more than ever. When he first began working for Dr. Calumus, Cole was just a bruiser, in charge of lifting heavy things and removing obstacles (living or otherwise) from the doctor's way. Cole knew how to take orders from his military days and how to handle himself in a fight. He liked the money and he liked Sylvie McAllister a lot, although he knew that she was Dr. Calumus' girl, so he kept his distance.

The power of the Prime Earth transformed Cole into a hulking creature of solid rock with the strength and endurance of a mountain. Although he's stronger and tougher than ever, Granite is isolated beneath his rocky

exterior, but he keeps following Professor Fathom's orders like a good soldier, knowing his boss will take care of everything eventually.

Granite is a simple-minded brute and his transformation has only enhanced this aspect of his personality. He's contemptuous toward things and people that can't harm him, and lashes out at things that can. He's loyal to Professor Fathom because Dr. Calumus is so much smarter than he is, and because Granite is sure he knows the right thing to do. He'd do almost anything for Sylph, even if it meant going against the others.

Granite is a massive figure of solid stone. He's tremendously strong and resistant to injury. Few weapons can penetrate his hide. He's also immune to things like suffocation and fatigue, doesn't need to eat or sleep, and can ignore intense heat and cold. In fact, Granite doesn't feel much of anything these days. His typical approach to a problem is to smash his way through it unless Professor Fathom or Sylph tells him otherwise.

Real Name: William Cole	
Identity: Public	**Occupation:** Mercenary
Base of Operations: Mobile	**Affiliation:** Factor Four
Height: 8'	**Eyes:** Gold (normally blue)
Weight: 2,000 lbs.	**Hair:** None (normally black)

PYRE — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+1	+3	+1	+0	+1	+1
12	17	12	11	12	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10/+6*	+6	+7	+5

*flat-footed

Skills: Bluff 6 (+7), Craft (mechanical) 4 (+4), Drive 8 (+11), Notice 4 (+5), Pilot 10 (+13), Sense Motive 4 (+5)

Feats: Attack Focus (ranged) 4, Defensive Roll 4, Dodge Focus 2, Move-by Action, Power Attack, Second Chance (Pilot checks), Taunt

Powers: Blast 10 (fire), **Flight 5** (250 MPH), **Immunity 16** (fire damage, life support, sleep, starvation), **Protection 5** (Impervious, Limited to weapons that melt or burn), **Strike 8** (fire, Aura, Permanent)

Combat: Attack +6 melee, +10 ranged, Damage +10 blast, Defense +10 (+4 flat-footed), Initiative +3

Abilities 16 + Skills 9 (36 ranks) + Feats 14 + Powers 67 + Combat 28 + Saves 13 = Total 147

Jack Connors was always a hotshot when it came to anything that moved fast: planes, cars, or women. He hooked up with Dr. Calumus when he needed a driver and pilot able to handle any vehicle and go anywhere.

Real Name: Jack Connors	
Identity: Public	**Occupation:** Pilot, criminal
Base of Operations: Mobile	**Affiliation:** Factor Four
Height: 5'10"	**Eyes:** Yellow (normally blue)
Weight: 165 lbs.	**Hair:** None (normally blond)

The money was good, and Jack didn't particular care where it came from or what he had to do to get it. He just liked the lifestyle. Things changed when Jack was infused with elemental fire and became Pyre, the Master of Flame.

"Hot-headed" sums up Pyre. He's quick tempered and passionate, with a thirst for peril and excitement. His new form limits his entertainment options, and he uses danger and combat to help him feel alive. Pyre is quick to take action, although Professor Fathom can restrain him (and even douse him, if need be).

Pyre constantly radiates heat and flames flicker all around him, obscuring his features. He can damp down the heat he emits slightly and uses special heatproof gloves to handle things like the controls of vehicles, but he can't touch most things for long without burning or melting them. At its normal level, Pyre's fiery aura is enough to melt or vaporize many weapons before they can strike him. He can project bolts of flame from his hands or his mouth. By projecting a jet of flame behind him, Pyre can fly through the air. He strikes at foes with bolts of flame from a distance, or tries to grapple them with his burning form.

SYLPH — POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
—	+2	+0	+0	+0	+2
—	15	10	11	11	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+0	+4	+5	+4

Skills: Bluff 8 (+10), Diplomacy 8 (+10), Knowledge (technology) 6 (+6), Notice 6 (+6), Profession (technician) 6 (+6), Search 6 (+6), Stealth 8 (+10)

Feats: Attractive, Improved Initiative, Sneak Attack

Powers: Gaseous Form 13 (**Concealment 2** [visual, partial, Permanent], **Flight 2** [25 MPH, Permanent], **Immunity 11** [life support, sleep, starvation], **Immunity 20** [energy damage, half effect], **Insubstantial 2** [Permanent], **Suffocate 9**)

Combat: Attack +9, Grapple –5, Damage suffocate (DC 19), Defense +9, Knockback –0, Initiative +6

Abilities 11 + Skills 12 (48 ranks) + Feats 3 + Powers 65 + Combat 36 + Saves 11 = Total 138

Sylvia McAllister always had a tendency to get involved with the wrong sort of men, and her worst move was when she got involved with Richard Calumus. She was drawn to his intellect, his natural charisma, and particularly to the way he went after whatever he wanted. Sylvia became Dr. Calumus' assistant and eventually his lover. She was transformed along with Calumus and his other associates. Her relationship with Professor Fathom is no longer physical, but Sylvie is even more dependent on him.

Sylph is vain, catty, and cruel toward most people. She fawns over Professor Fathom and wants to please him. She knows Granite is attracted to her and she can twist him around her little finger (and Pyre, too, if she

turns on the charm). She enjoys her power, but would give it up in order to live the life of sensual luxury that she really wants. She misses sensation, the benefits of having a physical body, and would do anything, even betray her teammates, in order to get it.

Sylph's entire body has been transformed into a gaseous state. She can pass through any opening that is not airtight and is largely immune to physical harm. She can fly through the air and she's capable of using her inert gaseous form to suffocate opponents by enveloping them, either to render them unconscious or to kill them by cutting off their oxygen long enough.

Real Name: Syliva McAllister	
Identity: Public	**Occupation:** Criminal
Base of Operations: Mobile	**Affiliation:** Factor Four
Height: 5'5"	**Eyes:** White (normally blue)
Weight: negligible (normally 110 lbs.)	**Hair:** White (normally black)

THE FOUNDRY

The Foundry is a secret criminal organization dedicated to hi-tech research and development (and theft). Their technology is available for sale to anyone willing to meet their prices, which are exorbitant but well worth it. The Foundry is strictly a supplier of information and equipment: any crimes they stage are for acquiring technological information, prototypes, or resources they need to continue their operations. Unlike other organizations they have no political or social agenda, and are only interested in profit.

The robotic mastermind Talos created the Foundry and directs its operations, but leaves the routine running of the organization to his lieutenant, Keres. Foundry personnel wear high-tech protective suits with light body armor. Combat operatives wear helmets and carry blaster rifles. You can use the Scientist and Soldier archetypes from **Chapter 11** of *Mutants & Masterminds* for the Foundry's human agents.

The Foundry provides a convenient source of super-technology in a *Freedom City* series. They can supply anything from a few crates of blasters to giant robots or even Doomsday Weapons. Talos isn't likely to help a madman out to destroy the world, but he'd probably sell him the parts he needs to depopulate a country or two without asking too many questions (since fewer organic beings in the world ultimately furthers Talos' agenda). Criminal organizations like SHADOW can acquire nearly any technology they want from the Foundry, while the Foundry remains behind the scenes. It only occasionally emerges to pull off some robbery where they don't have enough favors to get another super-villain to do it for them.

FOUNDRY FACILITIES

The Foundry has secret facilities all over the world: research labs, workshops, and warehouses for storing and shipping their technology. Use of teleportals (see the following) allows Foundry personnel and equipment to move about largely undetected.

Heroes shut down Foundry facilities from time to time, but the organization simply relocates elsewhere. If the location of a facility is compromised, its cleared out and abandoned. The Foundry will destroy a facility rather than let it fall into other hands, but they prefer to quietly abandon compromised facilities whenever possible, stripping them of all useful materials.

Gamemasters should create Foundry facilities as desired using the guidelines found in **Chapter 7** of *Mutants & Masterminds*. The organization's facilities have capabilities up to power level 15, although most are between power level 10 and 12.

TELEPORTALS

Foundry facilities are connected by teleportal platforms, similar to those used by the Freedom League. A teleportal can transport material to any other platforms in its network, allowing the Foundry to move personnel and material quickly and secretly without the use of vehicles or other means.

Foundry teleportals have a range capable of reaching the Moon (**Teleport 10**) as well as anywhere on Earth. Some dedicated teleportals may have even greater range, if the Foundry has established facilities elsewhere in the solar system. Foundry teleportals require access codes to operate, and are usually booby-trapped to prevent pursuers from following or tracking fleeing Foundry personnel. The key components of the teleportal mechanism either burn out or the entire device explodes due to a power feedback loop (+10 damage explosion).



TALOS

POWER LEVEL 14

STR	DEX	CON	INT	WIS	CHA
+15	+2	—	+14	+5	+2
40	14	—	38	20	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+15	—	+5	+12

Skills: Computers 8 (+22), Craft (electronic) 12 (+26), Craft (mechanical) 12 (+26), Craft (structural) 12 (+26), Disable Device 8 (+22), Knowledge (business) 2 (+16), Knowledge (history) 10 (+24), Knowledge (physical sciences) 10 (+24), Knowledge (technology) 12 (+26), Knowledge (theology and philosophy) 2 (+16), Notice 4 (+9), Sense Motive 8 (+13)

Feats: Accurate Attack, Eidetic Memory, Fearless, Improved Pin, Improvised Tools, Inventor, Power Attack

Powers: **Blast 12** (fire, Alternate Power: **Strike 12** [heat, Aura]), **Growth 4** (large, Permanent), **Immunity 30** (Fortitude), **Protection 13** (Impervious 11), **Regeneration 7** (+5 recovery bonus, resurrection 1/day, Persistent, Regrowth), **Super-Senses 2** (darkvision), **Super-Strength 6** (heavy load: 1,600 tons)

Combat: Attack +9 (includes –1 size), Grapple +34, Damage +15 (unarmed), +12 (blast), Defense +9 (includes –1 size), Knockback –15, Initiative +2

Abilities 66 + Skills 25 (100 ranks) + Feats 7 + Powers 114 + Combat 40 + Saves 9 = Total 261

Real Name: Talos	
Identity: Public	**Occupation:** Inventor, criminal
Base of Operations: Mobile	**Affiliation:** The Foundry
Height: 9'	**Eyes:** Red
Weight: 3,000 lbs.	**Hair:** None



In ancient times, the Greek god Hephaestus crafted a giant of bronze and gave it life. Zeus gifted the bronze giant, named Talos, to King Agenor of Tyre in compensation for his daughter, Europa, whom Zeus carried away. The hero Jason and his lover Medea overcame Talos when Medea used her magic to ferret out the giant's weakness—his heel. Jason stabbed Talos there, causing molten metal blood to pour fourth from a wound, and the giant fell to the Earth.

The immortal inventor Daedalus later discovered the disabled and diminished Talos in his wanderings. He repaired and restored the bronze giant, although Talos never achieved the full stature he once had. Daedalus treated Talos as an equal and shared his knowledge and insight with the bronze man. The two were allies for a time, until Daedalus refused to use his skills to create a suitable mate and companion for Talos. The bronze giant became convinced Daedalus, and all creatures of flesh, were weak, unworthy, and inherently jealous of his superior metal body. In their conflict, Daedalus deactivated Talos but could not bring himself to destroy him. He cast the inert bronze form into the Mediterranean Ocean, where it lay for centuries.

Talos was unearthed in the 20th century by archeologists investigating sea-floor ruins and inadvertently re-activated. The cunning robot operated in secret for a time, creating the Foundry. Talos clashed a number of times with his old foe Daedalus, and Daedalus' new allies, the Freedom League. He has since created a "son" in the android Argo (who failed in attempts to destroy the League for its "father") and a "mate" in the android Galatea. Despite these creations, Talos is still alone, since Argo is currently lost, and Galatea developed a conscience and rejected Talos for his inhumanity.

Talos is the embodiment of science stripped of all compassion. He considers humans and all organic life inferior, and wishes to populate the world with machines like himself, creating a place of perfect order. Highly intelligent, Talos admires that quality in others, but usually finds their intelligence "contaminated" by petty emotions. Although Talos considers the emotions of others a weakness, he is largely blind to his own. He both admires and hates Daedalus, his former ally and teacher, and he distrusts Medea, the sorceress he holds responsible for his first "death." Talos even considers himself superior to the god who created him, claiming it is his destiny to replace the gods, as they overthrew their parents, the Titans. Talos longs for true peers, artificial beings like himself, but his efforts to create them have been flawed.

Talos is a potential menace to all humanity, given his goal to eventually populate the world with machines like him. He's a powerful foe with the strengths of his robot body and his keen intellect. Talos can create various robotic threats, or can directly threaten the world with a new scheme. Through the Foundry, he develops, builds, and sells technology to various criminal clients, allowing others access to advanced equipment (although rarely as advanced as his own).

KERES

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+4	+4	—	+3	+3	+4
18	18	—	16	16	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	—	+9	+8

Real Name: Keres

Identity: Secret (with numerous cover identities) **Occupation:** Second-in-command to Talos

Base of Operations: Foundry Central **Affiliation:** The Foundry

Height: 5'11" (normally) **Eyes:** Red

Weight: 225 lbs. **Hair:** Black

Skills: Bluff 10 (+14), Concentration 6 (+9), Diplomacy 8 (+12), Disguise 12 (+16, +36 with Morph), Gather Information 8 (+12), Intimidate 6 (+10), Knowledge (current events) 10 (+13), Knowledge (technology) 8 (+11), Notice 6 (+9), Perform (acting) 8 (+12), Sense Motive 8 (+11), Sleight of Hand 6 (+10), Stealth 8 (+12)

Feats: Ambidexterity, Attractive, Connected, Contacts, Eidetic Memory, Equipment 4, Improved Grapple, Improved Pin, Improved Initiative, Move-by Action, Sneak Attack

Powers: Comprehend 2 (languages), **Drain Ability Scores 5** (all at once), **Immunity 30** (Fortitude), **Mind Shield 6**, **Morph 4** (humanoids), **Protection 12**, **Strike 4** (Mighty), **Super-Senses 5** (communication link with Scylla, darkvision, extended vision, time sense)

Equipment: Give Keres up to 20 points of equipment as suits his current assignment.

Combat: Attack +12, Grapple +16, Damage +8 (unarmed), Defense +10, Knockback -6, Initiative +9

Drawbacks: Noticeable (eyes glow red when using Super-Senses, -1)

Abilities 26 + Skills 26 (104 ranks) + Feats 14 + Powers 85 + Combat 44 + Saves 10 – Drawbacks 1 = Total 205



Storn

Talos' right hand, chief assassin, and secondary leader of the Foundry, Keres was his ultimate creation before Argo. Built as an assassin, Keres got its name from an ancient Greek monster akin to a vampire. Talos intended for Keres to be an infiltration unit into various facets of normal human life to record and spy on past and present clients. Keres became Talos' right hand for running the Foundry when Talos was busy on other projects.

Keres can reform its body to assume different humanoid appearances. It has eight established cover identities, five men and three women, all of whom have comprehensive false documentation, credit histories, real estate and property in their names, and so forth. Regardless of its form, Keres appears remarkably human looking; its skin, face, and body betray no evidence that it is an android. Indeed, even its programming is flawless in that it acts and thinks like a human being (its brain engrams were copied from a down-and-out grifter who fell into Talos' hands), albeit one with the clarity of computer-like focus beneath its emotions.

Now rarely sent on assassination missions unless someone tries to default on payments to the Foundry, Keres prefers to remain at Foundry bases and making sure things run smoothly. Keres does use its base form (in its default suit and tie) as well as its cover identities as contacts in meetings where people negotiate to buy from the Foundry. Many (if not all) of the Foundry "middle men" known to authorities are actually Keres in different forms.

SCYLLA

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
—	—	—	+9	+9	−3
—	—	—	28	28	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	—	+0	+11

Skills: Computers 12 (+21), Concentration 8 (+17), Disable Device 12 (+21), Knowledge (technology) 12 (+21), Notice 8 (+17), Search 8 (+17), Sense Motive 4 (+13)

Feats: Assessment, Eidetic Memory, Fearless, Equipment 3

Powers: Comprehend 2 (languages), **Datalink 10** (Machine Control), **Immunity 30** (Fortitude), **Mind Shield 5**, **Protection 12**, **Summon Charibdrones 6** (Continuous, Fanatical, Progression 7 [up to 250 per base]), **Super-Senses 7** (infravision, radio, radius visual, X-ray vision)

Headquarters: Scylla is always installed within a Foundry base (her Equipment feat). Adjust feat ranks as needed for her current "home."

Combat: Attack +10, Grapple —, Damage +12 (base weapons), Defense +0, Knockback —, Initiative +9

Drawbacks: Action (Summon Charibdrones takes a full round, –1), Disabled (immobile, very common, minor, –3)

Abilities 12 + Skills 16 (64 ranks) + Feats 6 + Powers 100 + Combat 20 + Saves 2 – Drawbacks 4 = Total 152

Real Name: Scylla	
Identity: Secret	**Occupation:** Manager
Base of Operations: Foundry Central	**Affiliation:** The Foundry
Height: n/a	**Eyes:** Gold (in images)
Weight: n/a	**Hair:** Silver (in images)

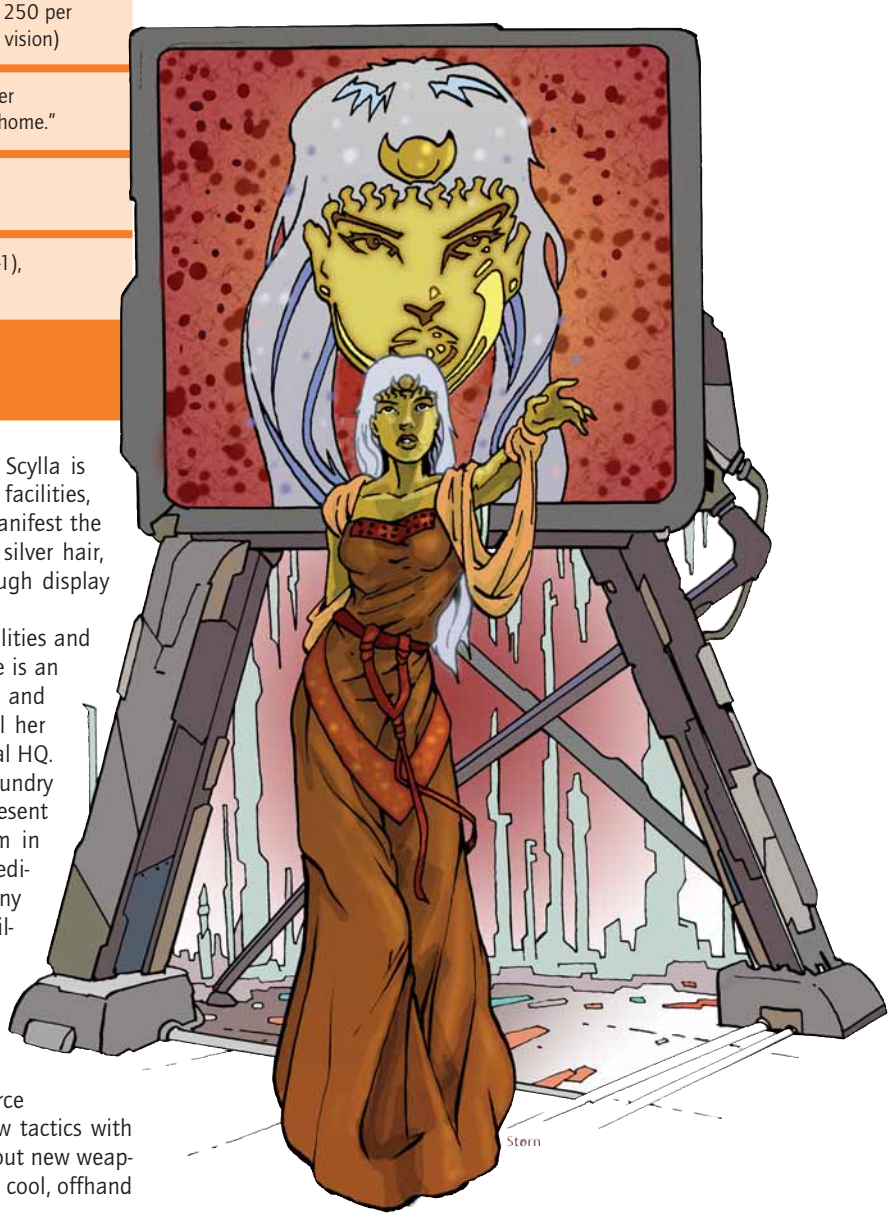
Named for the famed sea monster of Greek mythology, Scylla is the sentient computer and security system for all Foundry facilities, possessed of a female personality and image. She can manifest the holographic image of a Greek woman with golden skin, silver hair, and bronze robes, though she more often interacts through display screens throughout the various Foundry complexes.

Scylla can act physically through her control of the facilities and their security forces, the Charibdrones. Like ECHIDNA, she is an immobile computer. Unlike ECHIDNA, the programming and specs for Scylla are duplicated in every Foundry base. All her selves are linked to her central core at the Foundry's central HQ. Scylla also differs by not being a separate system from Foundry installations; in fact, she *is* the installation, or at least present throughout its systems: every wall and every mechanism in every facility. Destroying one base only destroys her immediate presence and that facility, and she will remember any harm done to "her" if heroes invade another Foundry facility.

Like Keres, Scylla has an advanced personality that makes her seem emotional and nearly human, though she is still an artificial intelligence. Her primary focus is the security and safety of each facility, its personnel, and its inventory, and she has no qualms using lethal force against intruders. She sometimes allows entry to test new tactics with her Charibdrones or if requested by Keres or Talos to test out new weapons and robots. She can actually seem quite charming in a cool, offhand manner, thanking intruders for letting her try new extermination methods or congratulating them if they manage to thwart her systems.

CHARIBDRONES

The Charibdrones are robots that act as Scylla's eyes and hands in all Foundry facilities. Varying in size from 18 to 36 inches in length, Charibdrones scut-



tle along the surfaces of any Foundry base, their tentacles allowing them to walk on walls and ceilings. Their limbs can attack and grapple, as they can extend them enough to have the equivalent reach of a normal-sized human. A Charibdrone only needs two limbs in contact with a surface to maintain its grip, freeing the others for attacks or analysis of a problem. Their ovoid bodies have red rings on their top and bottom sides that act as sensors and energy weapons.

Charibdrones have no more personality than the average toaster, but they are efficient, relentless, and usually numerous. Once Scylla has given them commands or their own sensors detect an alert, they focus on subduing, capturing, and (if so ordered) killing intruders. They are programmed to hunt in a pack-like manner, their electronic links letting them concentrate drones on multiple security alerts and refraining from using offensive powers that would disable fellow Charibdrones. Scylla provides the threat assessment that brings specialized Charibdrones on the scene designed to best thwart each individual problem.

CHARIBDRONES — POWER LEVEL 7 / MINION RANK 6

Str 14	Dex 16	Con —	Int —	Wis 14	Cha 1

Skills: Craft (electronic or mechanical) 12 (+12)

Powers: Additional Limbs 2, **Elongation 4**, **Immunity 30** (Fortitude), **Protection 8**, **Shrinking 4** (Permanent, Innate), **Super-Movement 1** (wall-crawling), **Super-Senses 3** (darkvision, radio communication link with Scylla), plus a movement power (choose one of **Burrowing 6**, **Flight 3**, or **Swimming 6**) and an offensive power (choose one of **Blast 7**, **Dazzle 7** (visual), **Drain Strength 7**, **Fatigue 7**, **Snare 7**, or **Stun 7**)

Combat: Attack +8 (includes +1 size), Grapple +11, Damage +2 (unarmed) or by power, Defense +7 (includes +1 size), Knockback -3, Initiative +3

Saving Throws: Toughness +8, Fortitude —, Reflex +3, Will —

Abilities -15 + Skills 3 (12 ranks) + Feats 0 + Powers 74 + Combat 26 + Saves 0 = Total 88

ECHIDNA — POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
—	—	—	+9	+5	-1
—	—	—	28	20	8

TOUGHNESS	FORTITUDE	REFLEX	WILL
+16	—	+0	+12

Skills: Computers 12 (+21), Craft (electronic) 18 (+27), Craft (mechanical) 18 (+27), Craft (structural) 18 (+27), Disable Device 15 (+24), Knowledge (technology) 15 (+24)

Feats: Eidetic Memory, Equipment 3

Powers: Comprehend 2 (languages), **Datalink 15** (Machine Control), **Immunity 30** (Fortitude), **Protection 16**, **Quickness 4** (x50, Limited to Craft & Disable Device), **Regeneration 20** (self-repairing, Recovery +10, injured 1/minute, disabled 1/5 minutes, destroyed 1/5 hours, Regrowth), **Summon Robots 12** (Broad Type, Continuous, Fanatical)

Headquarters: Size: Medium; *Toughness:* 15; *Features:* Communications, Concealed, Defense System, Fire Prevention System, Isolated, Laboratory, Power System, Security System, Workshop, Teleport (Earth to the Moon, Affects Others).

Combat: Attack +12, Grapple —, Damage +12 (weapons), Defense +0, Knockback —, Initiative +9

Drawbacks: Action (Summon Robots takes a full round, -1), Disabled (immobile, very common, minor, -3)

Abilities -4 + Skills 24 (96 ranks) + Feats 4 + Powers 161 + Combat 24 + Saves 7 - Drawbacks 4 = Total 212

ECHIDNA is the central design and manufacturing system for the Foundry. Though it builds Charibdrone and Myrmidon robots, ECHIDNA works on generic models. Independent technicians handle individual customized robots. This allows ECHIDNA to continue designing and producing new prototype weapons, cybernetics, and robotic lifeforms.

Talos built ECHIDNA as an independent construct and self-sustaining artificial intelligence. It can't be found within any Foundry base, including the core headquarters. This allows the Foundry to provide its services despite problems at any bases. Aside from these security concerns, another reason

Real Name: ECHIDNA	
Identity: Generally unknown	**Occupation:** Engineer
Base of Operations: Unknown	**Affiliation:** The Foundry
Height: n/a (machine complex)	**Eyes:** None
Weight: n/a	**Hair:** None

is simply logistical: ECHIDNA is over 200 feet long and 50 feet high.

Interacting with ECHIDNA usually means being teleported inside it, as there is only one external access point, and only Talos has the security codes. With its size, ECHIDNA works on at least 15 different projects at a time, and can (if necessary) generate air and pressure inside itself to allow living beings to enter for direct cybernetic enhancement, rather than beaming the completed part to be grafted on after the fact.

ECHIDNA teleports any finished constructs directly to the Foundry or an affiliate site, and only Talos, Keres, and Scylla have the codes to teleport into ECHIDNA. Its location is as secret as the central Foundry; the cold internal and surface temperatures of the robots shipped directly from its location suggest it's either located at one of the planetary poles or in space.

ECHIDNA has hardly any personality to speak of, though it does have an A.I. It thinks in accord with its programming and its primary drive is "How do I perfect technological life?" If it happens to notice (or is notified of) problems at a Foundry base, it can instantly teleport up to ten Mark I Myrmidons to the site and produce an additional robot once every third round until such orders are cancelled by Scylla. If invaded internally, ECHIDNA can use its welding lasers and industrial machinery to attack intruders rather than continue working.

MYRMIDONS

Myrmidons are the Foundry's generic robots provided to cash-and-carry customers from supervillains to the Mob to SHADOW. The robots are modular and can be made to order; the Marks I-IV are baseline models, all of which can have weapons, and other upgrades as the assignment (and the size of the commission) warrants.

The client receives a control pad to input commands if he chooses not to be in verbal range of the robot. Any attempt to disassemble and examine a Myrmidon activates a self-destruct mechanism in order to keep the Foundry's secrets from being stolen. The robot is destroyed in a +8 damage explosion.

MARK I (STOCK MODEL) POWER LEVEL 7 / MINION RANK 6

Str 16	Dex 16	Con —	Int —	Wis 12	Cha 8

Skills: Notice 4 (+5)

Feats: Accurate Attack, Assessment

Powers: Blast 8, **Immunity 30** (Fortitude), **Protection 8** (Impervious), **Strike 5** (Mighty), **Super-Senses 3** (darkvision, radio)

Combat: Attack +6, Grapple +14, Damage +8 (unarmed or blast), Defense +6, Knockback -8, Initiative +3

Saving Throws: Toughness +8, Fortitude —, Reflex +3, Will —

Abilities -8 + Skills 1 (4 ranks) + Feats 2 + Powers 71 + Combat 24 + Saves 0 = Total 90

MARK II (STEALTH MODEL) POWER LEVEL 7 / MINION RANK 7

Str 16	Dex 18	Con —	Int —	Wis 14	Cha 8

Skills: Notice 4 (+6), Stealth 4 (+8)

Feats: Accurate Attack, Assessment

Powers: Blast 8, **Concealment 2** (visual, Blending), **Immunity 30** (Fortitude), **Protection 8** (Impervious), **Strike 5** (Mighty), **Super-Movement 1** (wall-crawling), **Super-Senses 3** (darkvision, radio)

Combat: Attack +6, Grapple +14, Damage +8 (unarmed or blast), Defense +6, Knockback -8, Initiative +4

Saving Throws: Toughness +8, Fortitude —, Reflex +4, Will —

Abilities -4 + Skills 2 (8 ranks) + Feats 2 + Powers 75 + Combat 24 + Saves 0 = Total 100

MARK II (COMBAT MODEL) POWER LEVEL 8 / MINION RANK 8

Str 20	Dex 18	Con —	Int —	Wis 12	Cha 10

Skills: Notice 8 (+9)

Feats: Accurate Attack, Assessment

Powers: Blast 9, **Immunity 30** (Fortitude), **Leaping 2**, **Protection 9** (Impervious), **Speed 2** (25 MPH), **Strike 4** (Mighty), **Super-Senses 3** (darkvision, radio)

Combat: Attack +7, Grapple +16, Damage +9 (unarmed or blast), Defense +7, Knockback -9, Initiative +4

Saving Throws: Toughness +9, Fortitude —, Reflex +4, Will —

Abilities 0 + Skills 2 (8 ranks) + Feats 2 + Powers 78 + Combat 28 + Saves 0 = Total 110

MARK IV (WAR MODEL) POWER LEVEL 10 / MINION RANK 10

Str 34	Dex 12	Con —	Int —	Wis 12	Cha 10

Skills: Notice 4 (+5)

Feats: Accurate Attack, Assessment

Powers: Blast 12, **Flight 4** (100 MPH), **Growth 4** (Permanent), **Immunity 30** (Fortitude), **Protection 12** (Impervious 10), **Speed 2** (25 MPH), **Super-Senses 3** (darkvision, radio)

Combat: Attack +8 (includes -1 size), Grapple +24, Damage +12 (unarmed or blast), Defense +8 (includes -1 size), Knockback -15, Initiative +1

Saving Throws: Toughness +12, Fortitude —, Reflex +4, Will —

Abilities 0 + Skills 1 (4 ranks) + Feats 2 + Powers 101 + Combat 36 + Saves 3 = Total 143

THE LABYRINTH

To define the Labyrinth is all but impossible, for it exists only as an organizational construct within the mind of the man-bull Taurus. The Labyrinth is a maze of lies surrounding the truths of the world and Taurus' role in it. As Taurus explains it to his inner circle, "When you control information and resources, all else is secondary. These feints of power and superhuman escalation are all well and good, but this world can more easily be controlled by wealth and the careful application of it, since greed is as universal as fear."

The closest thing there is to the actual group is the phantom corporate shell of Labrys Industries, Incorporated. It's a tech firm involved in cryptology, computer coding, and various other concerns surrounding computers and code breaking. Its central office complex is in Switzerland, and money, contacts, and communications flow through it, but the building is simply a maze of security and deadly traps around one of at least nine places Taurus calls home. Labrys Industries employs more than a thousand people in offices in Tokyo, London, and Richmond, Virginia, and none of them—including the American COO, Marvin Allen—know the CEO and founder of their company is not the reclusive germ-phobic "Bruce Carter," but the criminal mastermind Taurus.

There are eleven major criminal and, apparently legitimate, business leaders answering directly to Taurus, knowingly or not. Only two of them know about the "hidden consortium" that controls a large chunk of their companies or their personal interests: Jonathan Grant of Grant Conglomerates and Constantine Urallos of Delphic Industries. Those who believe in the phantom identities used by the Labyrinth to populate the financial world include Patrick Rice (COO of Rice & Stilman Holdings), Heinrich von Stauffen (Stauffen-Mann Media Conglomerate), Yuri Moloyev (of the Russian Mafiya, posing as an importer), Donald Cross (CEO of Crosstech), Stephen Cook (CFO of Carson Industries), and four others (for the Gamemaster to develop as desired).

Among the lesser holdings and subsidiaries of these firms and front men are Charon Industries (conglomerate of mortuary services), Cross, Rose, & Temple (a European law firm), Hellas & Hellas (a Greek food importer), the Proteus Cartel (submarine facilities and technologies), Martuk Shipping (a Turkish travel and shipping cartel), LSAS, Inc. (generic corporate holding company/money laundering), Olympian Studios (American media company and owner of Olympic Broadcast Network), and Asclepian Associates (a conglomerate of HMOs, nursing homes, and drug companies).

Taurus' many companies and their subsidiaries apply for and easily win government contracts for many public and secret projects. In this way, Taurus gets his fingers into world politics, as contracts do not come just from the Pentagon but nearly every nation on Earth. Collectively, he owns or controls some of the largest defense contractors world-wide.

Lastly, Taurus has more than a score of biotech firms vying for cutting-edge government contracts in classified biological weapons and superhuman development; while he has the technology, he rarely allows true successes to occur, lest the world become overpopulated with uncontrolled supers.



There are many, many more spheres of influence for the Labyrinth, as the organization is something Taurus has built for centuries. Many of the conspiracy theories claiming a secret group uses economics to manipulate world events name it wrong; they call it the Illuminati or the Gnomes of Zurich or the Committee of 300, and they should simply call it the Labyrinth.

Over the years, Ms. Scarlet and Constantine Urallos have laid hints that the Labyrinth is ruled from a central command. According to many hints and rumors over the past century or more, "the Center" is an enclave of powerful people, a triad of Asian, American, and European concerns, a committee of the world's elite, or even a great sentient computer of extraterrestrial origins. Constantine Urallos, Jonathan Grant, Ms. Scarlet, Payback (the only super-agent in the know due to his ties to Hades), and Drs. Hanks and Reeds are the only others allowed in the presence of Taurus which, in a way, makes the six of them the Center, with Taurus ruling over them.

TAURUS

POWER LEVEL 14

STR	DEX	CON	INT	WIS	CHA
+12	+1	+13	+3	+3	+2
34	12	36	16	16	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+15	+15	+5	+8

Skills: Bluff 12 (+14), Computers 4 (+7), Concentration 8 (+11), Diplomacy 12 (+14), Gather Information 16 (+18), Intimidate 12 (+14), Knowledge (business) 16 (+18), Knowledge (current events) 12 (+15), Knowledge (history) 12 (+15), Knowledge (streetwise) 12 (+15), Knowledge (tactics) 8 (+11), Knowledge (theology and philosophy) 4 (+7), Notice 6 (+9), Search 6 (+9), Sense Motive 12 (+15), Survival 8 (+11)

Feats: Attack Focus (melee) 3, Contacts, Connected, Equipment 10, Fearsome Presence 4, Improved Initiative, Minions 20, Jack-of-all-Trades, Power Attack, Rage 2 (10 rounds), Well-Informed

Powers: Comprehend 2 (languages), **Growth 4** (Permanent, Innate), **Immunity 6** (aging, disease, poison, starvation, suffocation), **Strike 1** (horns, Mighty), **Protection 2**, **Super-Senses 3** (direction sense, low-light vision, scent), **Super-Strength 4** (heavy load: 22 tons)

Equipment: battle-axe (+3 damage), plus other equipment as needed

Combat: Attack +11 (melee, includes –1 size), +8 (ranged), Damage +12 (unarmed), +13 (horns), +15 (axe), +2 higher while raging, Defense +11 (includes –1 size, +9 while raging), Initiative +5

Abilities 57 + Skills 40 (160 ranks) + Feats 45 + Powers 38 + Combat 42 + Saves 11 = Total 233

Real Name: The Minotaur

Other Aliases: Taurus, the Silent Partner, Networker, "Wizard of the Warrens," the Axecutioner, Jonah Theseus, and numerous other virtual identities and cover personas.

Identity: The general public is unaware of Taurus' existence.

Occupation: Crimelord

Base of Operations: Labrys Industries International, Zurich, Switzerland.

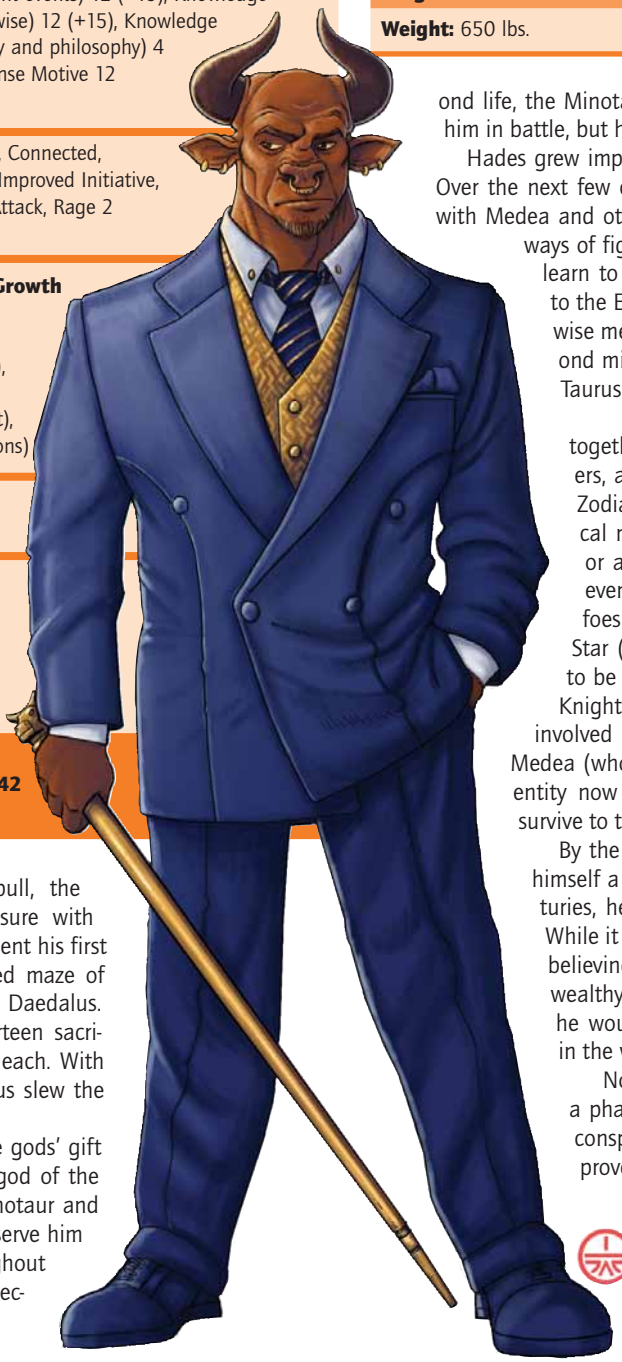
Affiliation: Servant of Hades, head of the Labyrinth

Height: 9' 10"

Eyes: Black

Weight: 650 lbs.

Hair: Brown fur



Born of Queen Pasiphae and a bull, the Minotaur represented Zeus' displeasure with King Minos of Crete. The Minotaur spent his first life within the Labyrinth, the tangled maze of corridors and chambers designed by Daedalus. He fed only once a year upon fourteen sacrifices, seven young men and women each. With Daedalus and Ariadne's help, Theseus slew the Minotaur and escaped the Labyrinth.

When Daedalus tried to refuse the gods' gift of immortality, he offended Hades, god of the Underworld, who resurrected the Minotaur and granted the man-bull immortality to serve him and vex the Greek inventor throughout eternity. For the first millennia of his second life, the Minotaur simply sought out Daedalus and engaged him in battle, but he was no match for his foe's cunning intellect.

Hades grew impatient after a thousand years and no success. Over the next few centuries, Hades forced the Minotaur to work with Medea and others, and the man-bull learned more practical ways of fighting their mutual enemies. He also began to learn to use more than just his brawn, as he traveled to the East and learned numerous skills from teachers, wise men, and ancient sorcerers. By the end of his second millennium, the man-bull had adopted the name Taurus as his own, after the constellation of the bull.

Around the time Rome fell, Taurus gathered together other monsters, mystical creatures, sorcerers, and common enemies as allies. He formed the Zodiac Cabal, he and eleven others under astrological names, and spent centuries fighting Daedalus or at least thwarting his plans. The Zodiac Cabal eventually dissolved, but not before finding new foes in other immortal heroes like Eos, the Temple's Star (often misreported as the Templar or believed to be the Wandering Jew), the Thunderer, the Green Knight, and Davrak the Undying. Of all the beings involved with the original Zodiac Cabal, only Taurus, Medea (who served as Scorpio), and the villainous water-entity now known as Riptide (who served as Aquarius) survive to this day.

By the seventeenth century, Taurus had already built himself a massive financial empire. In the past two centuries, he has continued to grow his economic power. While it is harder in the modern era to gull people into believing a person exists merely by letters, Taurus is so wealthy that even if he were to lose half his fortune, he would still be wealthier than the "richest person in the world."

Now, in the modern world, Taurus can exist as a phantom, placing many cover identities and false conspiracies in the way of any who would try and prove his existence. He prefers to remain a shadowy figure behind the scenes. He's the prime-mover behind many schemes, and the maze of power that is his new Labyrinth extends far indeed.

MS. SCARLET

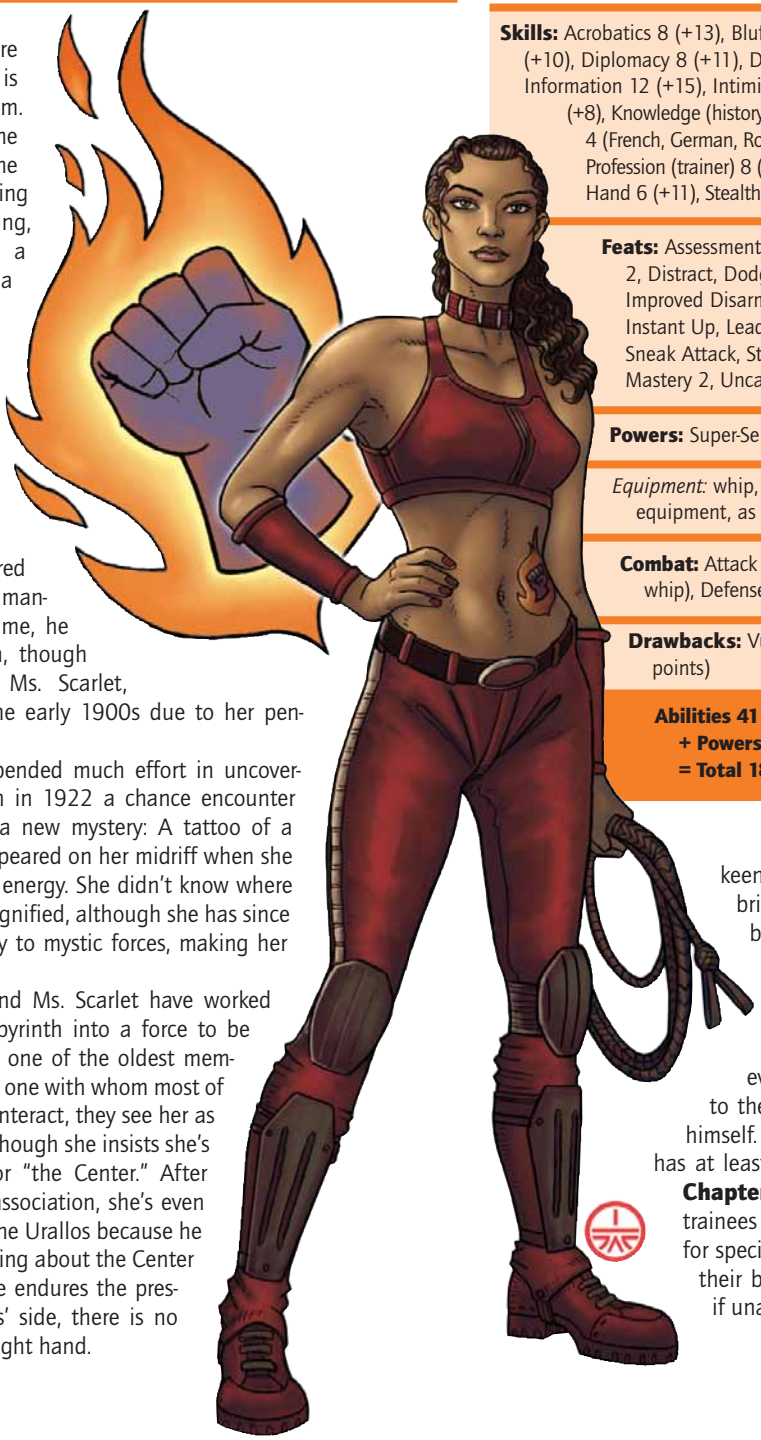
POWER LEVEL 11

Real Name: Unknown; answers to "Thea"	
Identity: Secret	**Occupation:** Aide-de-camp to Taurus, trainer of Labyrinth personnel
Base of Operations: Zurich, Switzerland	**Affiliation:** The Labyrinth
Height: 5' 11"	**Eyes:** Grey
Weight: 156 lbs.	**Hair:** Auburn

STR	DEX	CON	INT	WIS	CHA
+4	+5	+4	+2	+2	+3
19	20	18	14	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+4*	+11	+11	+8

*flat-footed



Even Ms. Scarlet is unaware of exactly who she truly is and where she came from. Taurus found her in the late 18th century on the streets of Prague, fighting a street gang and winning, despite her burden of a stolen hand-keg of beer, a ham, and a loaf of bread. She had no memory of her past, though her fighting skills and languages proved she was not merely an amnesiac. The two of them slew everyone who saw them in that alley, and the dark-haired woman hasn't left the man-bull's service since. In time, he started calling her Thea, though she prefers the name Ms. Scarlet, which he gave her in the early 1900s due to her penchant for wearing red.

Ms. Scarlet hasn't expended much effort in uncovering her past, even when in 1922 a chance encounter with Medea uncovered a new mystery: A tattoo of a clenched, flaming fist appeared on her midriff when she was exposed to mystical energy. She didn't know where it came from or what it signified, although she has since learned of a vulnerability to mystic forces, making her mistrustful of magicians.

Since 1945, Taurus and Ms. Scarlet have worked tirelessly to turn the Labyrinth into a force to be reckoned with. As she is one of the oldest members of the Labyrinth and one with whom most of the important members interact, they see her as its de-facto leader, even though she insists she's merely a mouthpiece for "the Center." After more than 40 years of association, she's even learned to like Constantine Urallos because he keeps more people guessing about the Center than she does. While she endures the presence of others at Taurus' side, there is no question that she is his right hand.

Skills: Acrobatics 8 (+13), Bluff 8 (+11), Climb 8 (+12), Concentration 8 (+10), Diplomacy 8 (+11), Disguise 8 (+11), Escape Artist 6 (+11), Gather Information 12 (+15), Intimidate 8 (+11), Knowledge (current events) 6 (+8), Knowledge (history) 8 (+10), Knowledge (tactics) 10 (+12), Language 4 (French, German, Romany, Russian), Notice 8 (+10), Pilot 6 (+11), Profession (trainer) 8 (+10), Ride 4 (+9), Sense Motive 8 (+10), Sleight of Hand 6 (+11), Stealth 8 (+13), Survival 8 (+10), Swim 6 (+10)

Feats: Assessment, Chokehold, Defensive Attack, Defensive Roll 2, Distract, Dodge Focus 3, Equipment 4, Jack-of-All-Trades, Improved Disarm, Improved Initiative, Improved Trip, Inspire, Instant Up, Leadership, Move-by Action, Power Attack, Set-Up, Sneak Attack, Stunning Attack, Takedown Attack, Throwing Mastery 2, Uncanny Dodge (visual), Well-Informed

Powers: Super-Senses 1 (magical awareness)

Equipment: whip, commlink, plus up to 14 points in other equipment, as needed.

Combat: Attack +15, Grapple +19, Damage +4 (unarmed or whip), Defense +15 (+6 flat-footed), Knockback –3, Initiative +9

Drawbacks: Vulnerability (magic, +50%, uncommon, –2 points)

Abilities 41 + Skills 41 (164 ranks) + Feats 30 + Powers 1 + Combat 54 + Saves 19 – Drawbacks 2 = Total 184

Ms. Scarlet stays combat-ready at all times, keenly aware of all the heroes around who might bring harm to what she and her master have built. Aside from her signature red clothing, she always carries a black leather whip. Trainer of thugs and villains, she's the drill sergeant and primary enforcer of the Labyrinth. She educates and works with everyone from the lowliest thugs and minions to the latest DNAscent subjects and even Taurus himself. Any trainee who survives her "boot camp" has at least the abilities of the soldier archetype from **Chapter 11** of *M&M*. She also instills in her agent trainees complete loyalty to Taurus and the Labyrinth; for special subjects, she takes on various roles within their brainwashing so they remain dedicated even if unaware of the Labyrinth.



DR. PETER HANKS



Harvard's greatest genetic theorist was the college roommate of Jonathan Grant and joined Grant Conglomerates after graduation in 1987, lured by obscene pay and free rein in the lab. Within a few years, Grant even allowed Hanks to see and expand upon the secret research started by the Nazis (itself based on fragmentary information acquired from the Ultima).

Dr. Hanks was not the creator of the DNAscent Process (that was by Dr. Conrad Dippel in 1972) but he perfected it and made it more stable by introducing the use of energy and radiation to lock the changes into the DNA chains. A spin-off of his work greatly increased the stability of organ and body part transplants. In 1998, using the technology he'd developed, he had two enhanced gorilla's arms grafted onto his torso.

A manic-depressive, Hanks works feverishly without stop for days and then crashes and can be near catatonic for weeks. He has a Nazi's sense of morality and duty when it comes to his work, and has no doubt the many deaths that occur in his march toward more knowledge will be worth it. He's sacrificed his life to the competition he and Jon Grant have over who will be the first to take their work to the next step and be able to completely master genetic manipulation.

DR. PETER HANKS					POWER LEVEL 3
Str 10	**Dex 12**	**Con 14**	**Int 28**	**Wis 23**	**Cha 13**
Skills: Computers 6 (+15), Craft (chemical) 6 (+15), Knowledge (life sciences) 12 (+21), Medicine 12 (+18), Profession (scientist) 8 (+14)					
Feats: Ambidexterity, Inventor					
Powers: Additional Limbs 2 (gorilla arms), **Enhanced Strength 10** (Limited to Additional Limbs), **Immunity 4** (disease, poison, sleep, starvation)					
Combat: Attack +2, Grapple +7, Damage +5 (gorilla arms), Defense +2, Knockback –1, Initiative +1					
Saving Throws: Toughness +2, Fortitude +4, Reflex +1, Will +8					
Abilities 40 + Skills 11 (44 ranks) + Feats 2 + Powers 11 + Combat 8 + Saves 4 = Total 76					

DR. VICTOR REEDS



Victor Reeds has been in love with the human machine his entire life, and has been trying to marry biological and technological machines together for much of that time. Victor was a 20 year old doctoral graduate and resident genius at Hanover Institute of Technology in 1969. In truth, his research intrigued Taurus (who knew of him through his Cadmus Foundation, which funded Reeds' research) and he planned to recruit the young scientist in a few years. When Victor's experiments exploded one evening and scarred his face and chest, Taurus had his agents destroy the remains of his lab, leave a charred body behind, and bring the young man in earlier than originally planned. Since 1970, Dr. Victor Reeds has developed inventions, cybernetic weaponry, and bio-enhancements for Labyrinth, and his discoveries have leaked through various channels in the group's subsidiaries to both legitimate and illegitimate markets.

DR. VICTOR REEDS — POWER LEVEL 2

Str 11	Dex 11	Con 14	Int 24 (20)	Wis 18 (14)	Cha 13

Skills: Computers 12 (+19/+17), Craft (electronic) 12 (+19/+17), Knowledge (life sciences) 8 (+15/+13), Knowledge (technology) 12 (+19/+17), Language 2 (Coptic, Japanese), Medicine 6 (+10/+8), Profession (scientist) 8 (+12/+10),

Feats: Inventor

Powers: Enhanced Intelligence 4, **Enhanced Wisdom 4**, **Immunity 5** (illusions), **Super-Senses 6** (darkvision, X-Ray vision)

Combat: Attack +2, Damage +0 (unarmed), Defense +2, Initiative +0

Saving Throws: Toughness +2, Fortitude +4, Reflex +0, Will +6

Abilities 24 + Skills 15 (60 ranks) + Feats 1 + Powers 19 + Combat 8 + Saves 4 = Total 71

While all the glory and the bulk of the Labyrinth super-agents come from the DNAscent Process, Dr. Reeds has moved forward the sciences of psionically-controlled weaponry and cybernetics by leaps and bounds. In fact, Labyrinth shell companies make more money selling thought-reactive weapons than any of the biotech firms that contribute to Dr. Hanks' work.

One of Reeds' greatest achievements and subsequent greatest failures was turning the rookie hero Kid Gargoyle into Taurus' assassin for hire, the Eye of Vengeance. For two years, the Eye of Vengeance was the Labyrinth's primary assassin, easily controlled and programmed through his cybernetic implants. Eye failed three times to recapture the escaped DNAscendant Evening, and she helped him break his cybernetic controls and brainwashing in 1975.

Dr. Reeds is a genius, but he's amoral and hardly human, thinking of every human (including himself) as a flawed creation and inferior machine to his technologies. He has replaced his digestive system with a unique battery pack, and encased his head in a supplemental computer system to enhance his vision and intelligence. He is difficult in the lab, as he keeps his notes in his own internal cybernetic computer where others can't get at them. If given half a chance, he'd create as many cybernetic replacement parts for agents as requested (even including enhancements that weren't asked for).

DYBBUK

Niece of a former New Jersey crime boss, Ellen Kahlberg came into the Mob when her parents were murdered. Her powers grew during her childhood and her hair quickly fell out as her psionic abilities grew stronger. She became one of the nastiest tools for the Mob, and soon took over her uncle's family openly, after more than two years of mind-controlling him.

Dybbuk became a rising power in the Mob on the eastern seaboard, and even had ties to the Freedom City Mob. She seemed to be rising without limit, until her underlings botched a job involving a Labyrinth subsidiary and changed her life. Everyone except her was killed, and she spent six months imprisoned in various isolated locations. She was freed only when she made a blood oath to work for her captors (Jonathan Grant and Payback, acting as two members of "the Zodiac Cartel") until she worked off the lost $15,000,000. The Mob assumes she's dead and has made moves to take over her operations, but the Labyrinth has moved in some of their own to control her interests. Dybbuk, much to her irritation, has been assigned to various duties, the most frequent of which is to act as a bodyguard for Jonathan Grant. Wearing different wigs at different times, most people don't notice that one woman accounts for the parade of Grant's "personal assistants." While she misses being her own boss, Ellen pays attention and plans to betray the man she thinks is at the top of the power structure—Jonathan Grant. What happens then is anyone's guess.

Tactically, Dybbuk lets others do much of the dirty work for her, and relies on her Mind Control power over all others. If in charge of a mission, she telepathically links everyone to ensure they can communicate silently.

DYBBUK — POWER LEVEL 10

Str 12	Dex 14	Con 14	Int 15	Wis 18	Cha 16

Skills: Bluff 6 (+9), Concentration 8 (+12), Diplomacy 6 (+9), Disguise 4 (+7), Intimidate 4 (+7), Knowledge (streetwise) 7 (+9), Language 1 (Hebrew), Sense Motive 4 (+8), Sleight of Hand 8 (+10), Stealth 8 (+10)

Feats: Defensive Roll 2, Equipment 2, Evasion, Second Chance (Will saves vs. mental powers), Startle, Taunt

Powers: Communication 5 (mental, Area, Selective), **Device 4** (force field belt, hard to lose), **Mind Control 10** (Mental Link), **Mind Shield 5**, **Possession 8** (Sight-Dependent), **Super-Senses 1** (mental awareness)
Force Field Belt: **Force Field 10** (Impervious)

Combat: Attack +6, Grapple +7, Damage +1 (unarmed), +3 (pistol), Defense +7, Knockback –2, Initiative +2

Saving Throws: Toughness +14 (+4 without force field, +2 flat-footed), Fortitude +4, Reflex +7, Will +10

Abilities 29 + Skills 14 (56 ranks) + Feats 8 + Powers 78 + Combat 26 + Saves 13 = Total 168

LOCKPICK



Thomas "Tommy" Mendola was an Olympic-level gymnast, but gambling problems, a conviction for transporting stolen goods, and his questionable status as the nephew of known Mob boss, Frank Tonifanni, kept him from competing in the Olympics. His chance at a public life in sports gone, Tommy used his skills to become one of the best thieves in his uncle's family. He ran the Bacchanal, a gentlemen's club on the border between Southside and Bayview, for the Mob and did very well because the club drew its share of the wealthy "tech geeks" from the private labs around western Bayview. After months of giving them "special favors" and leasing the club to them for private parties, Tommy met with them secretly and asked where he could go to get super-powers.

The Duntronics lab on Marshall Street in northwestern Bayview was a secondary subsidiary for Cardistanic. Dr. Carl Walker, the head of that lab, was an old associate of Dr. Victor Reeds, as well as a frequent customer of the Bacchanal. Tommy got what he wanted, undergoing some drug processes and nanotech cybernetic enhancements in order to gain powers. This was all done through Duntronics and its personnel, though Dr. Reeds kept the project under remote surveillance.

Once he had the enhancements, Tommy planned to pay for the job in full through the Bacchanal. However, the Duntronics executives told him he'd have to perform some jobs for them, unless he wanted the circuitry inside of him to degrade and leave him powerless or dead. These threats were bald-faced lies, but Tommy didn't know it. He uses his powers to work on his reputation as the best burglar in Freedom City, though he's growing angry at being forced to work for others instead of himself or his uncle. Thus, every heist Lockpick makes gets split between his family, himself, and the Labyrinth via Duntronics.

LOCKPICK — POWER LEVEL 8

Str 16	Dex 16	Con 16	Int 12	Wis 13	Cha 16

Skills: Acrobatics 10 (+13), Disable Device 12 (+13), Knowledge (streetwise) 8 (+9), Language 1 (Italian), Notice 5 (+6), Search 4 (+5), Sleight of Hand 8 (+11), Stealth 8 (+11)

Feats: Attractive, Defensive Roll 2, Dodge Focus, Evasion

Powers: Animate Objects 10 (Limited to machines), **Concealment 2** (visual, Partial), **Leaping 5**, **Speed 2** (25 MPH)**, Super-Movement 1** (wall-crawling)

Combat: Attack +10, Grapple +13, Damage +3 unarmed, Defense +11 (+5 flat-footed), Knockback –2, Initiative +3

Saving Throws: Toughness +5 (+3), Fortitude +5, Reflex +9, Will +3

Abilities 29 + Skills 14 (56 ranks) + Feats 5 + Powers 31 + Combat 40 + Saves 10 = Total 129

Tommy has always been a ladies' man; his gymnast's physique and personal charm take him a long way toward impressing most women he meets. His ego is massive enough that he sees himself as a rival to Magpie's status as the world's greatest thief; Lockpick's nowhere near his class, but he's working on it. He works alone and believes he'll be able to eventually work his way out from under Duntronics' corporate thumb, but while he's crafty at thievery, he is easily manipulated by pretty women and isn't the smartest guy in the world. He has more power than he uses, as he thinks his Animation power only allows him to cloud security cameras and open locks; if he actually learns he can do more, he may become more dangerous.

PAYBACK



Asad Sabir's name means "patient lion," and the Lebanese refugee lives up to it. One of the few agents with actual contact with Taurus, Payback only goes on the most crucial missions or those in which Taurus takes direct interest. Asad is powerful but rarely operates publicly, which makes him seem lower rank to other agents. He has a cybernetic left arm, as he lost an arm as a child during the siege of Beirut. He is one of the rising stars among the Labyrinth's agents as he can take on nearly anyone else's super-toughs and have a chance at defeating them.

Payback's rather unique power comes from an uncontrolled power surge during his creation (simultaneous with the DNAscent of Tamper). Larceny, Inc. chose that moment to invade the hidden laboratory seeking additional weapons to sell to a client, and they disrupted the process. Neither Asad's nor Charlie's powers were planned, but they have both become valuable assets. Asad is a devout Hades-worshiper, having been indoctrinated into the cult by Taurus personally.

Payback is quiet, contemplative, and slow to anger (or to show any emotion at all, for that matter), but when angered, he becomes like a man possessed. Nothing matters but his mission, be it retrieval of a briefcase with critical documents or assassinating a head of state. He tends to stick to the shadows and strike at the best possible moment, often causing one or two distractions to draw off opponents while he zeroes in on his target. He is more apt to fire at the surroundings, causing buildings to collapse on targets or bystanders in order to keep from being captured or thwarted. If he ends up in direct melee with anyone, he relies as much on his bionic arm as his innate powers and prefers to execute foes by breaking their necks, if possible.

PAYBACK — POWER LEVEL 11

Str 15	Dex 16	Con 18	Int 15	Wis 15	Cha 15

Skills: Computers 10 (+12), Concentration 8 (+10), Language 1 (Lebanese), Stealth 5 (+8)

Feats: Improved Grapple, Improved Initiative

Powers: Blast 10, **Deflect 10** (all ranged attacks, Free Action), **Enhanced Strength 20** (Limited to cybernetic arm), **Immunity 1** (cybernetic arm is immune to detection), **Nullify 10** (any one power at a time, **Stun 10** [Linked to Nullify, Limited to no more than the rank of the affected power, Ranged]), **Super-Strength 2** (Limited to cybernetic arm)

Combat: Attack +10, Grapple +24, Damage +12 (unarmed), +10 (blast), Defense +12, Knockback –2, Initiative +7

Saving Throws: Toughness +4, Fortitude +6, Reflex +6, Will +4

Abilities 34 + Skills 6 (24 ranks) + Feats 2 + Powers 113 + Combat 44 + Saves 7 = Total 206

SIDETRACK



Samantha Blackwood ran away from an abusive home in Seattle and became a prostitute in Portland, Oregon. Picked up one evening as an escort for a lesser biologist on staff at the Labyrinth front company GFR Biotech, Sam fell into the world of the Labyrinth. GFR often rounded up people who would not be missed as test subjects for theories on recombinant DNA. Dr. Peter Hanks (who operated off-site as GFR research fellow Dr. Karl Honnegger) brought Samantha to Taurus' attention as he was attempting to duplicate the Trap-Door experiment. She and a dozen others underwent the DNAscent Process, but only three survived and she was the only one who remained remotely human or sane.

Sam had slightly different powers than Trap-Door, but helped Dr. Hanks ascertain how the DNAscent process worked and how to better control which powers a subject receives. With her new powers, Sam began training with Ms. Scarlet as an agent for the Labyrinth. While Sam entertained a slight crush on her unforgiving taskmaster, she soon fell in love with another new student, the mute Hispanic girl who became Targette. They bonded, and their teamwork makes them exemplary additions to any

SIDETRACK — POWER LEVEL 9

Str 14	Dex 14	Con 14	Int 14	Wis 14	Cha 14

Skills: Bluff 7 (+9), Knowledge (tactics) 4 (+5), Language 1 (sign language), Notice 4 (+6)

Feats: Dodge Focus 4, Improved Initiative, Taunt

Powers: Dazzle 8 (visual and auditory, Area Burst, Touch Range, Reversible), **Device 2** (kineti-gloves, hard to lose), **Teleport 8** (800 ft./2,000 miles, Change Direction, Turnabout)
Kineti-Gloves: **Strike 10**

Combat: Attack +8, Grapple +10, Damage +10 (melee), Defense +14 (+5 flat-footed), Knockback –2, Initiative +6

Saving Throws: Toughness +4, Fortitude +4, Reflex +6, Will +4

Abilities 24 + Skills 4 (16 ranks) + Feats 6 + Powers 51 + Combat 36 + Saves 8 = Total 129

THE DNASCENT PROCESS

DNAscent Process was developed in secret, a piece at a time, among three Grant Conglomerates subsidiaries, four biotech firms owned by Constantine Urallos and Taurus, and two projects for the Pentagon. Each of these groups works on a different piece of the project (believing they work on mapping the human genome, producing better immunosuppressant drugs, or any number of other fronts).

Each group is unaware that Cardistanic (a shell company within Rice & Stimson Holdings) puts all the disparate pieces together into what Dr. Peter Hanks has dubbed his DNAscent Process: the direct enhancement and manipulation of human DNA. The company is very small—it is effectively Jonathan Grant, Peter Hanks, Victor Reeds, their technicians and support staff, and the real estate on which the company is housed. This is the 14th such shell company to house the DNAscent Process, three of which were shut down in the past by Larceny, Inc. or Evening and Eye of Justice.

Two of the earliest successful experiments in what would become the DNAscent Process were the British secret agent code-named Evening and the man now called Trap-Door. Both spent weeks on drug regimens to improve baseline health and clean up biological systems before being subject to the mainline drugs. The scientists found the drugs alone, if administered slowly, improved a person's overall abilities and health, but those benefits deteriorated over time unless the subject was exposed to specific doses of radiation. Both of these test subjects escaped (which is why brainwashing later became a mandatory step), though their abilities are signs of success for the program. While Grant lets the rumors fly that his company creates superhumans by drugs alone, his drugs alone can create only temporary benefits (as seen in many subjects of the Power-House).

In short, the DNAscent Process—now in its 29th year of development and known to less than 500 people worldwide outside of the project or its subjects—can produce superhumans in as short a time as six months. They have a 65% accuracy rate at producing a being with specific powers, the precision of which drops the further the powers get away from human normal. In other words, they have great success (94%) at producing humans with enhanced abilities, but the power of flight, for example, is more problematic and less exact.

While Dr. Hanks and Dr. Reeds actively find test subjects when the Labyrinth needs a new agent, only Taurus (through Urallos and Grant, who in turn are insulated by layers of contacts and fall guys) can approve a subject sent for enhancement, often by a client requesting a superhuman bodyguard. The clients spend no less than $5,000 per power point of powers and must accept the final outcome, unless the subject is killed by the process (a 20% chance). If they simply need a warm body to send through the process, the many Labyrinth subsidiaries own taverns and homeless shelters across the major metropolises of America from which they can kidnap hapless victims.

In the World of Freedom, a number of villains and heroes have undergone the DNAscent Process. Most also undergo brainwashing and are programmed with false memories; staff psychologist Dr. Karen Creiss enjoys implanting stories of alien abduction and experimentation into her subjects, leading many paranoids out there to believe that aliens are creating all the superhumans on Earth. A few people escaped the project before brainwashing (Larceny, Inc., Evening) and thus know of its existence. Because of them and the potential exposure, the DNAscent group moves around three times a year (or more if deemed necessary) among different isolated properties of Rice & Stimson Holdings.

Of active superhumans other than Labyrinth agents, known DNAscendants include the Contenders (Bear-Knuckles, Fly-Boy, Heavyweight, and TKO), Evening, the Faretti Brothers ("Strong Manny," "Joey Brains," and "Slick Willy"), Larceny, Inc. (Get-Away, Grab, Smash, and Trap-Door), the Spanish hero el Matador, the Millennium Bug, the Oliverti Family enforcers Knee-Breaker and Strongarm, Rant and Rave, the R.I.O.T. (Armorine, Flag-Burner, Insurgent, Little Hawk, S.D. Ivan, and Slam Dance), Silverback, and the Xegnome. Other less-than-human results also exist, and formerly-human monstrosities to come from this process include Daddy O'Long-Legs, Death Caul, Howl, Midnight-Owl, Urban D-K, the Verman, and dozens of other monsters loosed on the world after testing.

operation, as they provide the cover that allow other team members to achieve their objectives.

Sidetrack earned her codename because of her ability to distract foes with a dazzling burst of purple light and then teleport to her true objective, leaving behind a swirl of purple sparkles. Working in concert with Targette makes her even more dangerous, as she often includes Isabela within the dazzle effect, allowing Targette to charge up her mental blasts more quickly. What annoys some heroes who've faced the pair is their competition over how many opponents they can take down in a melee. When directly confronting a foe Sidetrack likes to attack with her kineti-gloves and then teleport to safety.

TAMPER



Tamper is Charles O'Neil, a former bomb maker from Dublin. A useful freelance terrorist tool of the IRA and later some European power mongers, Charlie fled Britain for Italy in 1992. He gained sanctuary with The Order of St. Tomarinus, a secret group within the Vatican claiming to be holy warriors for Catholic causes worldwide (which they are, though they are also unwittingly linked through numerous channels to the Labyrinth). The devout Charlie signed on and was brainwashed into believing he gained his powers in an elaborate ritual in a secret chapel beneath Vatican City. In truth, he spent months at Cardistanic undergoing the DNAscent Process, along with the man who became Payback. Even when Larceny, Inc. invaded the complex and disrupted the empowerment process, Charlie saw them as heretical demons, literally.

TAMPER					POWER LEVEL 10
Str 14	**Dex 18**	**Con 18**	**Int 14**	**Wis 18**	**Cha 14**
Skills: Craft (chemical) 8 (+10), Craft (mechanical) 8 (+10), Disable Device 8 (+10), Knowledge (philosophy and theology) 4 (+6), Knowledge (streetwise) 4 (+6), Stealth 4 (+8)					
Powers: Flight 5 (250 MPH), **Nullify 10** (all technological powers, Concentration Duration, Alternate Power: **Power Control 10** [Concentration Duration]), **Protection 8** (Impervious)					
Combat: Attack +8, Grapple +10, Damage +2 (unarmed), Defense +8, Knockback -10, Initiative +4					
Saving Throws: Toughness +12, Fortitude +6, Reflex +6, Will +6					
Abilities 36 + Skills 9 (36 ranks) + Feats 0 + Powers 66 + Combat 32 + Saves 6 = Total 149					

While his brainwashing has weakened over time, Tamper does not know he works for the Labyrinth. His usual missions for the Order involve sabotage of, or theft from, "heretical" corporations and sometimes eliminating "sinners" who have strayed from the Church (often members of the Church who have discovered the Order, effectively keeping the Vatican hierarchy in the dark about Hades' faithful operating in their midst).

Charlie is a brash, loud, braggart who hasn't mellowed much since he gained his powers. As he has sworn to keep the Order's secrets, he doesn't discuss what he sees as his "holy crusade" with others; all he truly knows and cares to know is that he's doing what's right by his faith (he sees himself as a hero, despite the blood on his hands).

Tamper's standard tactics are to fly over a target area and disrupt any surveillance equipment and defensive mechanisms before he enters. His powers protect him from harm most of the time, but if he gets into conflict with superheroes, he'll either flee at top speed once he's finished his mission or use his thick skin and flying abilities to ram any "heretics" into the ground. His other favorite battle tactics involve making equipment go haywire or giving opponents a "fall from grace" (flying and dropping them from great heights).

TARGETTE

Isabela Varianza lived on the streets of Los Angeles until a rival gang member stabbed her in the throat during a brawl. The injury destroyed her larynx, but her powers manifested during the attack and she was able to transfer the pain of her wound to her attackers, knocking them out. Quickly discovered and recruited by Dr. Peter Hanks for study, Isabela became a star pupil for Ms. Scarlet, as she took to her reeducation and training exceedingly well. Now mute, she learned American Sign Language, and fell in love with her fellow student, Samantha Blackwood, the woman who became Sidetrack.

Isabela, after finishing her training, was given the code name Targette, as her powers allowed her to absorb any damage and transfer the pain outward via psychic blasts. She refuses to work alone, preferring to act in concert with Samantha. Targette and Sidetrack have become a reliable duo on many Labyrinth assignments, drawing attention and fire away from the true operatives and objectives.

TARGETTE — POWER LEVEL 10

Str 10	Dex 20	Con 20	Int 14	Wis 14	Cha 15

Skills: Acrobatics 9 (+14), Knowledge (streetwise) 6 (+8), Knowledge (tactics) 3 (+4), Language 2 (sign language, Spanish)

Feats: Dodge Focus 3, Equipment 2, Improved Initiative

Powers: Absorption 10 (Both Types, Boost Mental Blast, Energy Conversion [mental], Energy Storage), **Mental Blast 5**

Equipment: blaster (+5 damage)

Combat: Attack +9, Grapple +9, Damage +0 (unarmed), +5 (blaster), +5 (mental blast), Defense +15 (+6 flat-footed), Knockback –2, Initiative +9

Saving Throws: Toughness +5, Fortitude +7, Reflex +7, Will +7

Drawbacks: Disability (mute, –4 points), Full-Power (Mental Blast, –1 point)

Abilities 33 + Skills 5 (20 ranks) + Feats 6 + Powers 81 + Combat 42 + Saves 9 – Drawbacks 5 = Total 171

LARCENY, INC.

Larceny, Inc. is a quartet of villains—Trap Door, Get-Away, Smash, and Grab—all given powers by the DNAscent Process. One of the early successes, Trap Door escaped the Cardistanic complex. He returned a few months later to break out three others after they gained their powers but before they were brainwashed into working for Grant or others. They banded together as Larceny, Inc. and vowed to upset Grant's and Cardistanic's plans when they could (and commit robberies on the side for fun and profit).

Over the years, Larceny, Inc. has made off with hundreds of millions in cash or property and done at least the same amount in damage to Freedom City, New York, Atlanta, Chicago, and Richmond. While some of their loot has been recovered, they've managed to keep more than $50 million by funneling it into real estate and other purchases made by Trap Door under various aliases. Thus, the four of them have at least eight apartments, lofts, or warehouses to which they can flee or in which they can relax.

Smash is the only member of the team who cannot change from his costume to look like a normal person, so he stays in one of three converted lofts in the meat-packing and docks districts of the city. Grab lives with him to keep his temper from blowing their covers. Trap Door and Get-Away share a penthouse on Wilmington Ave. in Hanover, though each of them has other properties they can use. Trap Door tends to buy entire buildings and set up shell companies to handle renters, always leaving at least three apartments vacant for him and his team.

TRAP DOOR'S LOFT — HEADQUARTERS

Size: Small; *Toughness*: 10; *Features*: Communications, Concealed, Living Space, Security System.

Cost: 5 equipment points

FURLOUGH — HEADQUARTERS

Size: Medium; *Toughness:* 10; *Features:* Communications, Concealed, Security System.

Cost: 5 equipment points

As a team, Larceny, Inc. operates using some basic semblance of teamwork, especially given Trap Door's intelligence and the others' loyalty to him. Smash and Get-Away provide the opening moves, distracting any guards, while Trap Door and Grab make direct runs for their goals. Get-Away also provides transport by splitting her speed among the team and allowing them to make quick escapes either through one of Trap Door's portals or by running away as quickly as possible.

Everyone on the team understands that Trap Door is the most important member, since he can get the others out of prison, and they work together to make sure he's able to get away if things go badly. They will often leave Smash behind to tie up the police with one of his temper tantrums if he's unable to escape on his own. Trap Door rescues him when it's safe to do so.

TRAP-DOOR'S LOFT

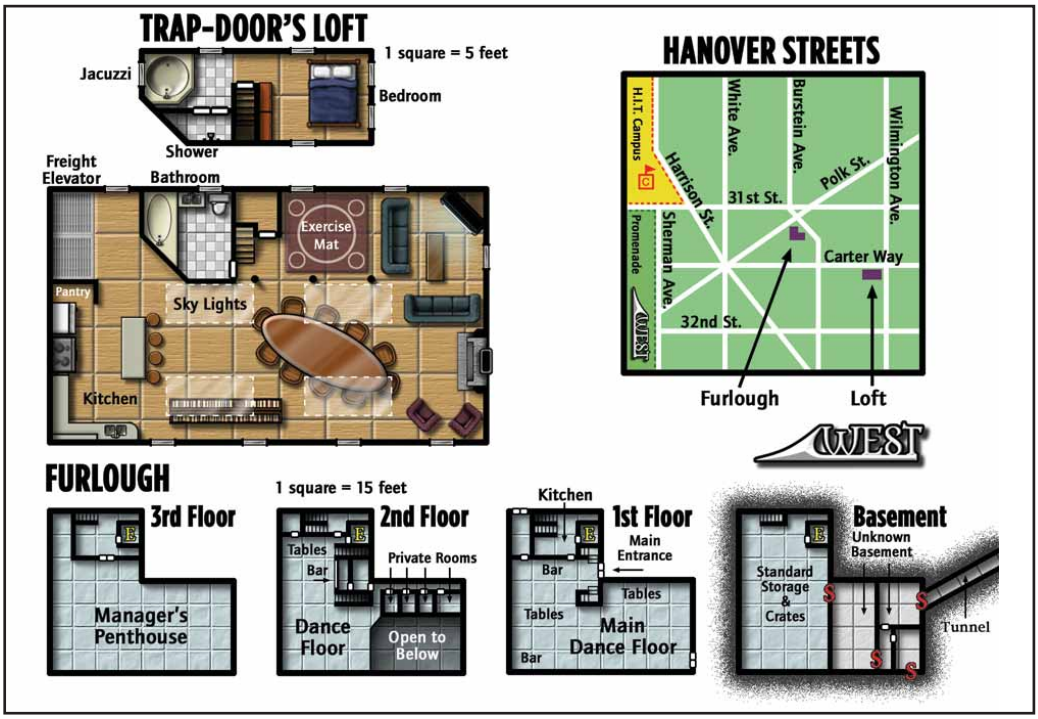
The loft shared by Trap-Door and Get-Away has enough open space for both of them to maneuver, if necessary, although they're careful not to conduct any of their "business" out of it (using Furlough and other properties). The skylights allow the members of Larceny, Inc. to come and go fairly easily without being spotted (particularly at night). Trap-Door can also use them as portals, allowing him or his teammates to jump out the skylights and disappear when anyone goes

outside looking for them. The kitchen overlooks an alley off of Carter Way, providing some additional cover. The fire-escape outside is a secondary exit. Get-Away can zip up or down it in an instant.

FURLOUGH

The nightclub has two main floors accessible to the public. The second floor has an open area overlooking the main dance floor below. The club's atmosphere of blasting dance-music and shadows broken up by pulsating colored lights provides plenty of cover for private conversations and meetings. Larceny, Inc. uses the private rooms on the second floor as well as their hidden facilities in the basement to conduct business.

The manager's penthouse and the secret basement facilities both have feeds to the club's discretely placed security cameras, allowing Get-Away (or any other Larceny members present) to keep an eye on things going on around the place. This provides them enough warning for Trap-Door to arrange a quick escape, if necessary. For the club's bouncers, use the Elite Thug stats on page 152 of Mutants & Masterminds.



GET-AWAY

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+1	+4	+2	+1	+2	+3
12	18	15	12	15	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+2*	+5	+9	+4

*flat-footed

Skills: Acrobatics 6 (+10), Bluff 6 (+9), Notice 4 (+6), Search 8 (+9), Sense Motive 4 (+6)

Feats: Attack Focus (melee) 3, Defensive Attack, Defensive Roll 4, Dodge Focus 4, Evasion, Fast Overrun, Move-by Action, Teamwork

Powers: Super-Speed 9 (5,000 MPH, Share Speed [Ranged, Progression 1 (up to 2 subjects)], Alternate Power: **Strike 9** [sonic boom, Area Burst], Wall Run, Water Run)

Combat: Attack +7 (melee), +4 (ranged), Grapple +8, Damage +1 (unarmed), +9 (blast), Defense +12 (+4 flat-footed), Knockback –3, Initiative +40

Abilities 28 + Skills 7 (28 ranks) + Feats 16 + Powers 65 + Combat 24 + Saves 10 = Total 151

Real Name: Maria Traykos	
Identity: Public	**Occupation:** Thief
Base of Operations: Freedom City	**Affiliation:** Larceny, Inc.
Height: 5' 0"	**Eyes:** Hazel
Weight: 104 lbs.	**Hair:** Black



A runaway in Freedom City, Maria fell into the clutches of a Cardistanic collections team. While she enjoyed the cleaner life and food, she hated being kept under lock and key. She managed to get some freedoms by flirting with some of the guards, but never quite managed to escape. The night after she and two others underwent the DNAscent Process, Trap Door appeared in her cell and offered her freedom if she agreed to work with him. She and her fellow DNAscendants followed him and left before brainwashing enslaved them to the Labyrinth.

Since her escape, Maria has been the steadfast companion and lover of Jim Shore (Trap Door). What started as her usual technique of manipulation blossomed into actual affection and she stays with Larceny, Inc. for both love and money. She revels in the thrill of the chase and doing things frowned upon by society.

Get-Away is a hedonist and looks for goods that please her senses, from rich fabrics and clothes to exotic liquor or fine art. Trap Door makes sure the quarters they share are always sumptuous and richly appointed in every way. She's a thrill junkie doing things simply because she hasn't yet. Sometimes she does crazy stunts just for fun; her favorite being streaking at super-speed through Freedom City. The only things she won't do are compromise one of Trap Door's plans or expose the location of one of their hideouts (even going so far as to run around the world a few times if there's a chance she might be followed).

Get-Away is hardly a tactical genius; much of her direction comes from Trap Door. If left to her own devices, her tactics are either to run away or project her speed onto others and try and run them into walls while she runs up the same surfaces. If she's on "distraction duty" during a heist,


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she'll run up and down a city's main shopping district, using her sonic booms to shatter windows and endanger "all those people who think they're better because they come from money." In a teamwork context, Get-Away shares her speed and often loops a battle to gather her teammates and to run them through one of Trap Door's portals. Her deadliest move—first used to great effectiveness against Doctor Metropolis—is to speed up Smash and let him ram at high speed into the biggest opponent they face.

GRAB — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+1	+3	+3	+1	+0	+2
12	16	16	12	10	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+6	+9	+3

Skills: Bluff 8 (+10), Disable Device 6 (+7), Escape Artist 12 (+15, +22 with Elongation), Gather Information 4 (+6), Knowledge (streetwise) 6 (+7), Notice 4 (+4), Search 4 (+5), Sense Motive 6 (+6), Sleight of Hand 12 (+15), Stealth 6 (+9)

Feats: Attack Focus (melee) 5, Chokehold, Defensive Attack, Distract (Bluff), Dodge Focus 2, Improved Grapple, Improved Pin, Improved Trip, Move-by Action, Power Attack, Set-Up, Teamwork

Powers: Elongation 7, **Leaping 5** (bouncing), **Protection 7**

Combat: Attack +10 melee, +5 ranged, Damage +1 (unarmed), Defense +10 (+4 flat-footed), Initiative +3

Abilities 20 + Skills 17 (68 ranks) + Feats 14 + Powers 22 + Combat 26 + Saves 12 = Total 111

Real Name: LuAnn Grimes	
Identity: Public	**Occupation:** Thief
Base of Operations: Freedom City	**Affiliation:** Larceny, Inc.
Height: 5' 4"	**Eyes:** Blue
Weight: 120 lbs.	**Hair:** Dark blonde



One of Freedom City's more notorious grifters, LuAnn had long been known to the FCPD even before she made the mistake of drinking one evening at the Double Diamond saloon near the Freedom College campus. She got served a drugged drink and woke up a prisoner and test subject in a mysterious lab. She bided her time and listened to what was going on around the lab, so when Trap Door offered her a chance to escape, she knew she was the one who held the information they needed to blackmail Cardistanic, Jonathan Grant, and others.

Grab remains an unapologetic con artist and pickpocket, but she enjoys her teammates and the camaraderie she shares with them. While she sometimes loses patience with Smash (who insists on calling her his "girlfriend"), she puts up with his crush in order to always have a loyal bodyguard (and potential fall guy) around. Grab's primary concern is for herself, and while she appreciates Trap Door's help and respects him, she stays with the team only because the rewards are greater and it's more fun than doing it alone.

Bitter at being orphaned at an early age, LuAnn learned to count on no one but herself. She sees people as marks and potential enemies. Manipulative to the extreme, Grab excels at distracting people so she can lift their wallets or jewelry, keeping them from paying attention to what the rest of the team is doing, or setting them up for an attack by one of her teammates. Self-absorbed and petty, Grab demands as much attention as Trap Door from the public, and attacks fiercely if she's dismissed as a lesser threat than the others.

Grab rarely bothers with fighting, seeing it as something to indulge in only when necessary. She'd rather focus on the score and makes sure the group always grabs the cash and any extra incidentals she can score along the way. If forced into combat, she keeps to a supporting role, tripping and snaring opponents to make them easier prey for Smash and Trap Door. If she's angered into fighting (by someone laughing at her or suggesting she's the weak link), her most common tactic is to stretch her hand around someone then force her fingers inside the throat (a particularly nasty use of Chokehold). Her team tactic with Smash is often to throw or catapult foes within his reach, allowing him to flatten them.

SMASH — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+13	+2	+13	−2	+0	−1
36/16	14	36/16	6	10	8

TOUGHNESS	FORTITUDE	REFLEX	WILL
+13	+13	+4	+3

Skills: Intimidate 12 (+11)

Feats: Endurance, Improved Critical (unarmed), Power Attack

Powers: Enhanced Constitution 20, **Enhanced Strength 20**, **Impervious Toughness 8**, **Super-Strength 6** (heavy load: 50 tons, Groundstrike, Shockwave)

Combat: Attack +7, Damage +13 (unarmed), Defense +7, Initiative +2

Abilities 10 + Skills 3 (12 ranks) + Feats 3 + Powers 62 + Combat 28 + Saves 5 = Total 111



A former middleweight boxer from Freedom City, Ernie worked as the bouncer at the Double Diamond bar for his cousin after he suffered brain damage from a particularly brutal fight that ended his career. Ernie and his cousin were both taken away because they happened to be there the night Cardistanic drugged the clientele and took them for testing with the DNAscent Process.

The Cardistanic executives were ecstatic over Ernie's superhuman development (as one of their first major physically enhanced bruisers) and he enjoyed the attention, even if he couldn't understand what they talked about. He loved being the center of atten-

tion as he happily performed all the tests of strength they wanted. The only reason he left Cardistanic (and didn't become a Labyrinth operative) was LuAnn. When Trap Door infiltrated the facility offering to help them escape, she insisted they bring Smash along for muscle. All she needed to do was ask and he became the bruiser of Larceny, Inc. without a second thought.

Smash has the mental development of a five year-old child. He walks an emotional tightrope that could cause him to either fall apart and cry or lose his temper and fight whoever's around when he hits an obstacle, be it physical or logical. If confused and left without an obvious target for his frustrations or someone to tell him what to do, Smash has a good chance of simply sitting down and crying like a lost child. Ernie loves circuses, especially balloons, so either is a good distraction for him.

What he's good at is following simple orders and carrying them out with a tenacity to rival a machine. This, combined with the fact that he's happy to listen to his friends, makes him a capable member of the team. Anyone who's able to convince Smash that they're friends will have an easily manipulated pawn of extreme power.

Name: Ernest "Ernie" "Crusher" Connors	
Identity: Public	**Occupation:** Criminal
Base of Operations: Freedom City	**Affiliation:** Larceny, Inc.
Height: 7' 11"	**Eyes:** Black
Weight: 475 lbs.	**Hair:** None

Smash can't even pronounce the word strategy, let alone use it. He's simple-minded to the extreme—reacting rather than thinking, and his reactions are often violent, whether he means them to be or not. If he is not given instructions by Trap Door or one of his other teammates, Smash often lashes out at anyone who attacks him. He never asks questions about why he's been told to do something by the other members of Larceny, Inc., even if he's directed to harm someone he's previously considered a friend. His emotions turn on a dime and the only absolute truth he knows is "Door" and "Fast-girl" and "L'Ann" love him and would never lie to him.

TRAP DOOR

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+3	+3	+3	+3	+3	+3
16	16	16	16	16	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+3*	+6	+9	+

*flat-footed

Skills: Acrobatics 12 (+15), Bluff 8 (+11), Diplomacy 6 (+9), Disable Device 8 (+11), Drive 4 (+7), Gather Information 4 (+7), Knowledge (streetwise) 6 (+9), Notice 6 (+9), Search 6 (+9), Stealth 12 (+15)

Feats: Defensive Roll 3, Equipment 2, Improved Initiative, Improved Throw, Inspire, Leadership, Move-by Action, Taunt

Powers: Device 4 (kinetistaff, easy to lose), **Teleport 9** (900 ft./anywhere on Earth, Portal, Limited to physical frames, Selective)
Kinetistaff: **Blast 9** (kinetic, Alternate Power: **Strike 9**)

Combat: Attack +11, Damage +9 (kinetistaff), Defense +14, Initiative +7

Abilities 36 + Skills 18 (72 ranks) + Feats 11 + Powers 41 + Combat 50 + Saves 12 = Total 168

James Shore has always been a thief. In his early days he stole from the wrong people and had his right hand mangled as a lesson. An alcoholic, James fell into grifting and con games and found he was good at it. His last drink was nineteen years ago at the rail of the Lucky Seven tavern in Greenbank.

Drugged and carried away, James became one of the earliest surviving test subjects for the DNAscent Process of Dr. Hanks. He dried out while his body responded to drug treatments and regular exercise. Unlike previous subjects, James didn't become sterile or go insane due to the radical changes the drugs caused to his system. After months of unsuccessful escape attempts, James volunteered to try and gain flight and super-strength powers through radiation treatments. The process proved far more painful than expected, and James ended up with an overall enhanced body and flawed teleportation powers. After a short period of adjustment and training, he used his new powers to steal a prototype kinetistaff and escaped.

Name: James Shore	
Identity: Secret	**Occupation:** Criminal
Base of Operations: Freedom City	**Affiliation:** Larceny, Inc.
Height: 6' 1"	**Eyes:** Green
Weight: 175 lbs.	**Hair:** Brown



James built up the reputation of Trap Door as a hidden and mysterious menace on both sides of the law. While he robbed jewelry stores and broke into banks, he also gave away the money to orphanages and bought and renovated dilapidated housing projects. He took care not to raise too high a profile until he knew more about the people who gave him his powers. It took him years to track them down to a new facility, and when he did, he watched and waited. Once they'd produced more successful superhumans, he teleported in and offered them another choice. "Work with me and I guarantee you'll never be ordered around or treated like you're less than human. Besides, I guarantee we'll have a lot more fun..."

Since that night, Larceny, Inc. has been a mainstay on the most wanted boards at the FCPD. What few realize is that they've done as much to disrupt the plans of the Labyrinth, without realizing it, as most heroes. Trap Door sees it as his mission to do anything that hurts Grant Conglomerates, Cardistanic, Jonathan Grant, Dr. Peter Hanks or anyone who works for them. He and the rest of Larceny, Inc. have stopped them from gathering test subjects, stolen technology shipments earmarked for Cardistanic or subsidiary companies, and much more. These jobs happen at least twice a year; the rest of the time is dedicated to having fun or finding worthwhile marks and seeing how long it takes to raid them.

A charming rogue, Trap Door sees no reason why a life of crime has to be brutal, cruel, or lack social conscience. He views himself as a Robin Hood figure, "robbing from those who have too much and distributing it among those who have too little." His investments over the years have ensured that neither he nor his team has any monetary need to rob or steal—they now do so for the fun and excitement of it.

THE POWER CORPS

The Power Corps is a team of mercenaries originally recruited and trained by the Mastermind as his agents, and outfitted with advanced suits of power armor, powerful enough to make them a match for heroes like the Freedom League, or so they thought. The Power Corps worked for the Mastermind for a time, going up against the Freedom League individually and as a group. Eventually, after the Mastermind suffered defeat at the hands of the League and was missing and presumed dead, the Power Corps decided to go it on their own. They repaired their armor and became super-criminals for hire.

Now the Power Corps work for the highest bidder. A portion of their fee goes toward maintaining their equipment, and they've established safe-houses and caches in various places around the world. Occasionally, the team sees fit to replace a member lost in combat or who decides to leave the group, but this has only happened twice in the Power Corps' history.

THE POWER CORPS — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+9	+1	+1	+0	+1	+0
28/12	12	12	11	12	11

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11/+1*	+6	+4	+4

*without armor

Skills: Acrobatics 6 (+7), Climb 2 (+3/+11), Intimidate 8 (+8), Knowledge (streetwise) 6 (+6), Knowledge (tactics) 6 (+6), Notice 4 (+5), Profession (mercenary) 8 (+9), Search 6 (+6), Sense Motive 8 (+9), Stealth 4 (+5), Survival 6 (+7)

Feats: Assessment, Improved Initiative, Power Attack, Precise Shot, Set-up, Teamwork

Powers: **Device 18** (power armor, hard to lose)
Power Corps Armor: **Blast 9**, **Communication 7** (radio), **Enhanced Strength 16**, **Flight 5** (250 MPH), **Immunity 9** (life support), **Protection 10** (Impervious 8), **Super-Senses 4** (direction sense, low-light vision, radio, time sense), **Super-Strength 4** (heavy load: 10 tons)

Combat: Attack +11, Damage +9, Defense +9, Initiative +5

Notes: Number One has Int 13 and Leadership; Number Two has Wis 14.

Abilities 10 + Skills 16 (64 ranks) + Feats 6 + Powers 72 + Combat 40 + Saves 11 = Total 155



The members of the Power Corps are trained soldiers, skilled in both combat and small unit tactics. Each of them wears a suit of reflective chrome armor consisting of a clamshell cuirass that covers the torso, bulky boots, gauntlets and a helmet over a close-fitting black bodysuit. The boots contain rockets that allow the Power Corps to fly, while the armor's gauntlets contain blaster weapons. The suits contain sealed life-support systems and the helmet has a reflective black faceplate that can display sensor information and readouts on the inside. The helmets also have special computer systems that help to coordinate the Corps' tactical movements, allowing them to operate very efficiently as a unit.

Each suit of armor has a number (1 through 8) on the chest-plate, and the armor's wearer is generally referred to by number while in the field. Number One is the leader of the team while Number Two is his second in command. Number Two and Number Seven are women, while other six members of the Power Corps are men.

THE PSIONS

Professor Artur Zion immigrated to the United States from Germany to escape the rise of Nazism in the 1930s. He changed his name to "Parker Psion" and continued his research into paranormal and psychic phenomena. Although disdainful of Nazi eugenics programs and claims of racial superiority, Psion did believe in superiority, the superiority of the mind and its hidden capabilities. He was convinced humanity was evolving toward greater mental faculties and the future of humanity involved the cultivation of those capabilities. Already there was evidence in the form of various "mystery men" and even the Nazi *Übermenschen*. These "paranormals," as some scientists called them, were the first in an emerging race of super-beings, the future of human evolution. The future of humanity was clear to Parker Psion.

Psion was never able to provide concrete evidence for his theories, nothing to show paranormals were anything other than random freaks of nature, unexplained by modern science. Undaunted, he continued his work, often in secret. When funding ran out, he pursued less-legal options, including promising certain criminal elements he could create new paranormals for them. When his promises proved exaggerated, Psion was forced to flee underground to escape his former colleagues. He was eventually successful, however, in triggering latent mental powers. Lacking any further test subjects, he experimented on himself, and gained psychic powers. He may have also unbalanced his already delicate psyche, although perhaps it was the power and not the procedures that did so.

Whatever the case, Parker Psion wanted to ensure his genius would be preserved. So he used his abilities to seduce a suitable young woman and produced children, two sons and a daughter. In vitro injections and tinkering provided his children with even stronger mental powers than his. Parker raised them with his doctrine of mental superiority, and he and his children occasionally ran up against Dr. Alexander Atom and his protégés, the Atom Family. Psion's daughter attempted to seduce Mentac on several occasions, certain a mating between them would produce an even more powerful generation of mentalists. He proved immune to her charms, however.

When Mentac and Andrea Atom wed, Parker Psion decided it was time to insure the next generation of his progeny as well. He and his children built an isolated compound in the Colorado Rockies where Professor Psion's mental experiments continued. His five grandchildren lost their parents in an avalanche outside the complex. Prof. Psion told them it was the work of his old enemy, Dr. Atom. He raised them alone, cultivating their psionic potential and teaching them they were the next stage of human evolution. By the time they were teens, the children understood their destiny, and how others wouldn't understand and would oppose them.

The Psions attempted to recruit the newest generation of the Atom Family to join them in their endeavors, without success. They have also come up against the Atoms while stealing information, supplies, and other things for their grandfather. Dr. Atom and his grandchildren hope to rehabilitate the Psions, if they can separate them from Professor Psion's influence. So far, Jump's teleportation powers have prevented that opportunity from arising and ensured the Psions of a quick getaway every time.

PROFESSOR PSION

POWER LEVEL 8

STR	DEX	CON	INT	WIS	CHA
−1	+0	+0	+13	+11	+3
8	10	10	36	32	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+0	+3	+3	+13

Name: Artur Zion	**Aliases:** Parker Psion
Identity: Public	**Occupation:** Scientist
Base of Operations: Freedom City	**Affiliation:** The Psions
Height: 5'10"	**Eyes:** Blue
Weight: 160 lbs.	**Hair:** Grey

Skills: Bluff 6 (+9), Computers 4 (+17), Concentration 6 (+17), Diplomacy 6 (+9), Intimidate 4 (+7), Knowledge (behavioral sciences) 8 (+21), Knowledge (life sciences) 6 (+19), Knowledge (theology and philosophy) 2 (+15), Languages 2 (German, Russian), Medicine 4 (+15), Profession (teacher) 4 (+15), Sense Motive 4 (+15)

Feats: Eidetic Memory, Leadership, Master Plan, Ultimate Save (Will)

Powers: Comprehend 2 (languages), **Telepathy 8** (Sensory Link, Alternate Powers: **Mental Blast 4**, **Mind Control 8**)

Combat: Attack +3, Damage +4 (mental blast), Defense +4, Initiative +0

Abilities 52 + Skills 14 (56 ranks) + Feats 4 + Powers 30 + Combat 14 + Saves 8 = Total 122

Parker Psion is a brilliant intellect compensating for a severe inferiority complex. Always picked on and persecuted—for his slight built, his brains, his ideas, and for his ethnic and religious background—he developed a firm belief in his own superiority. He considers himself very much a "self-made man." His research unlocked the hidden potential of his mind and he has passed those gifts on to his children and grandchildren. They represent the future of humanity, where the mind is all-important. Prof. Psion has never wavered from his beliefs, not even after the deaths of his own children. Although he loves his grandchildren in his own way, he truly sees them as part of his accomplishments. They are his greatest and most successful experiment, living proof of his theories.



Professor Psion has some mental powers of his own, although they are minor compared to the abilities of his grandchildren. Still, they place him above the "rabble" of ordinary humanity, which have not yet "evolved" to his level. Professor Psion sees himself as a great visionary, who will be lauded alongside the most famous scientists and philosophers for ushering in a new age for the world. Of course, like many visionaries, he is misunderstood and rejected by society. It doesn't matter. He will save the world whether the world wants it or not.



EMPATH

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+3	+1	+1	+5	+11
10	16	12	12	20	32/16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+1*	+4	+6	+10

*flat-footed

Skills: Bluff 4 (+15), Concentration 8 (+13), Diplomacy 4 (+15), Disguise 4 (+15), Knowledge (behavioral sciences) 4 (+5), Sense Motive 8 (+13)

Feats: Defensive Roll 5, Distract, Fascinate (Bluff), Taunt, Teamwork

Powers: Enhanced Charisma 16, **Emotion Control 10** (Concentration, Alternate Powers: **Healing 10** [Empathic], **Mind Reading 10** [Limited to emotions]), **Mental Blast 4**, **Super-Senses 1** (mental awareness)

Combat: Attack +8, Damage +0 (unarmed), Defense +12, Initiative +3

Abilities 26 + Skills 8 (32 ranks) + Feats 9 + Powers 45 + Combat 40 + Saves 11 = Total 139

Real Name: Juliana Psion

Identity: Secret **Occupation:** None

Base of Operations: Freedom City **Affiliation:** Psions

Height: 5' 9" **Eyes:** Blue

Weight: 110 lbs. **Hair:** Auburn



Juliana is the oldest of the current generation of Psions, and the longest exposed to her grandfather's beliefs and experiments. From the time she was a little girl, Juliana did her best to make her family proud of her and she was quite successful, even if her grandfather is somewhat miserly with his praise. When she was young, Juliana also learned how to manipulate people. First it was being the only child, then it was being the oldest and first-born, then being her grandfather's "helper" and the "woman of the house" after her parents died. As her powers grew, it was also Juliana's telepathic ability to affect emotion, although it's somewhat less effective against members of her family.

Juliana became field leader of the Psions based on her age and her ability to keep the others in line. She's done a good job thus far, and she believes in her grandfather's theories and his cause. Her attempts at emotionally manipulating Maximus Atom backfired on her somewhat. While Max developed a crush on Juliana, she has also, almost against her will, developed feelings for him. She finds herself increasingly flustered where the handsome eldest member of the Atom Family is concerned, but she has her duty to her family to consider.

Empath is a study in contrasts. Although she has the ability to sense the emotions of others, she sees them largely as things for her to manipulate, rather than feelings as valid as her own. Gifted with the power to heal, she uses it only as directed by her grandfather and as the situation demands. In many ways, Empath has hardened herself to ignore the feelings and suffering of others, believing it makes them inferior and weak. She doesn't allow herself the same weakness. She manipulates people because she's afraid and doesn't know any other way of dealing with them.

Empath prefers to use her mental powers to sow dissent and turn opponents against each other rather than getting into direct physical confrontations. She uses her power to heighten or dampen emotions as needed to turn things to her advantage and she's very good a reading her opponents and knowing what they're up to (making her hard to bluff or trick). In combat, she prefers to direct the actions of the other Psions, influence opponents with her powers, and provide healing to her siblings who need it. Empath is coldly rational about the team's objectives. If it's clear they can't win, she has Jump clear them out immediately. Empath avoids the use of lethal force whenever possible, and encourages her family to do the same (having to rein in Ember on occasion).

EMBER

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+4	+1	+1	+2	+2
11	18	13	12	14	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9/+1*	+5	+7	+7

*without force-field

Skills: Acrobatics 6 (+10), Concentration 8 (+10), Intimidate 6 (+8), Notice 4 (+6)

Feats: Attack Specialization (blast) 2, Improved Critical (blast), Power Attack, Ricochet Attack, Startle

Powers: Fire Control 10, **Flight 5** (250 MPH), **Force Field 8**, **Immunity 10** (fire/heat effects), **Strike 6** (fire, Aura)

Combat: Attack +6 (normal), +10 (blast), Damage +10 (blast), Defense +11, Initiative +4

Abilities 23 + Skills 6 (24 ranks) + Feats 6 + Powers 60 + Combat 34 + Saves 12 = Total 141



The second eldest Psion, Frankie is the opposite of her cousin Juliana in almost every way. Whereas Juliana learned to control her emotions and those of the people around her at a young age, Frankie never developed much emotional control. She was known for tantrums and defiance as a child. Her hot temper eventually blossomed into a talent for pyrokinesis, the psionic ability to create and control fire. Whereas Empath's powers taught her discipline, Ember's have taught her nothing more than a love for setting things on fire and watching them burn. She learned to obey the dictates of her grandfather, her parents, and, later, her older cousin, but she does so reluctantly, only because they're more powerful than her.

Like Empath, Ember completely bought into the idea she was innately superior to normal humans, a part of a great destiny. She adopted more of a warrior ethos than Prof. Psion or Empath, however. Whereas they focus on the achievements of the mind, on intellect and logic, Ember is all about passion, will, and drive. She understands full well that evolution is not a kind or gentle process, and the future of the metahuman race will be born in battle, in blood, and in fire.

Ember is a hothead, both figuratively and literally. She's the loose cannon of the Psions, by far the most vicious and bloodthirsty, also possibly the most arrogant and threatening. Heroes should find little to redeem within her, and should quickly grow to both dislike and fear her personality and her powers. You can use Ember to keep the Psions from becoming too sympathetic as adversaries. As long as they treat a murderous pyromaniac as a member of the family, and see her as part of the future of humanity, it's kind of hard to treat the Psions as worthy of sympathy.

Ember is a straightforward fighter. Her basic tactic is "burn anything that moves, then kick the ashes." She typically opens up with blasts of flame, surrounding herself with a burning aura making it difficult for opponents to touch her. She delights in setting fires, and will often ignite parts of the surrounding area. The flames are harmless to her, but can prove dangerous to her opponents (as well as to her teammates, as Empath constantly reminds her). If hard pressed, Ember creates walls of fire as cover and uses flame blasts to collapse structures and bury opponents under flaming rubble. She has no qualms about threatening the "human sheep" heroes go out of their way to protect, and she's the most likely Psion to take hostages.

Real Name: Frankie Psion	
Identity: Secret	**Occupation:** None
Base of Operations: Freedom City	**Affiliation:** Psions
Height: 5' 5"	**Eyes:** Blue
Weight: 100 lbs.	**Hair:** Red

JUMP — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+7	+1	+1	+3	+2
11	24	13	13	16	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+5/+1*	+4	+10	+8

*flat-footed

Skills: Acrobatics 8 (+15), Concentration 6 (+9), Notice 4 (+7), Search 6 (+7), Sense Motive 8 (+11), Stealth 4 (+11)

Feats: Defensive Attack, Defensive Roll 4, Dodge Focus 5, Evasion 2, Improved Initiative, Instant Stand, Set-up, Sneak Attack, Teamwork

Powers: Nauseate 10 (Limited to Teleport passengers), **Teleport 10** (1,000 ft./Earth to the Moon, Change Direction, Change Velocity, Easy, Progression 2 [x5 mass], Turnabout)

Combat: Attack +10, Damage +0 (unarmed), Defense +15 (+5 flat-footed), Initiative +11

Abilities 31 + Skills 9 (36 ranks) + Feats 17 + Powers 36 + Combat 40 + Saves 11 = Total 144

Jump is one of the three younger Psions, older than the twins by only a couple months. He's both the middle child and the only boy in a family of powerful young women. Both these things made Josh fairly shy and retiring. His sensitivity as a child made Professor Psion virtually certain Josh would develop telepathic or empathic abilities similar to his older sister Juliana. Instead, Joshua developed a talent for teleportation, the psionic ability to move instantly from one place to another. It first happened when his cousin Frankie locked Joshua in a dark closet, and he suddenly found himself outside. Since then, Josh has refined and mastered his ability to "jump" (as he calls it) from place to place. More importantly, he developed the capability to bring others along with him, making Jump invaluable to the Psions for getting around, or making a quick exit when necessary.

Unlike the rest of his family, Jump isn't so certain he buys their grandfather's line about their innate superiority. After all, they're far from the only superhumans in the world, and so many others use their powers selflessly for the benefit of humanity. They don't consider themselves superior. The Psions' encounters with the Atom Family only strengthened Josh's doubts.

Real Name: Joshua Psion	
Identity: Secret	**Occupation:** None
Base of Operations: Freedom City	**Affiliation:** Psions
Height: 5' 6"	**Eyes:** Brown
Weight: 125 lbs.	**Hair:** Brown



The Atoms are so much like his family in many ways, but so different in the way they support each other and don't put on airs. These days, Jump is torn between his loyalty to the family he loves (despite their faults) and his desire to get out from under his grandfather's thumb. He wants to use his powers to do some good, but he also wants to be just an ordinary kid, hanging out with friends and enjoying himself. Unfortunately, he doesn't know what to do, and he's afraid it's only a matter of time before his family discovers his disloyal thoughts.

Jump is the Psions' "escape clause," allowing them to teleport to a target location, do what they came to do, and teleport away. If things become difficult for the team, Jump always teleports them out. His usefulness as a combatant is somewhat limited, although he is a remarkably well-trained unarmed fighter for his age.

More importantly, Josh is the human side of the Psions. He serves to help remind the heroes these are just kids, albeit kids with super-powers, and a twisted upbringing. In many ways, they can't help but be as they are. Still, Jump shows their potential for change. He's begun to realize things aren't as he's been taught. Sympathetic heroes might be able to encourage him to change sides. On the other hand, heroes who see Jump as just another bad-guy to beat on might alienate him and drive him back to his dysfunctional family.

Jump moves around a lot in combat, teleporting from place to place, staying just out of the heroes' reach. He's willing to mix it up in hand-to-hand when necessary, but is more likely to teleport behind someone, sucker-punch them, then teleport away. He's also fond of grabbing opponents, teleporting straight up, and dropping them. All the Psions realize Jump is their ticket out, so they tend to protect him in a fight, and Jump will retreat to a safe distance if necessary to keep from being captured or knocked out.

AURA — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
−1	+4	+1	+1	+4	+3
9	18	12	13	19	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4/+1*	+4	+7	+9

*flat-footed

Skills: Acrobatics 4 (+8), Concentration 6 (+10), Notice 4 (+8), Sense Motive 6 (+10), Stealth 4 (+8)

Feats: Defensive Roll 3, Dodge Focus 4, Evasion, Teamwork

Powers: Telepathy 10 (Alternate Powers: **Illusion 6** [all senses, Phantasms, Selective], **Mental Blast 5**), **Mind Shield 5**, **Super-Senses 2** (mental awareness, mental communication link with Argent)

Combat: Attack +7, Damage −1 (unarmed), +5 (mental blast), Defense +14 (+5 flat-footed), Initiative +4

Drawbacks: Power Loss (Telepathy, −1 rank per 20 ft. away from Argent, −2 points)

Abilities 27 + Skills 6 (24 ranks) + Feats 9 + Powers 29 + Combat 34 + Saves 11 − Drawbacks 2 = Total 114

Real Name: Gwendolyn "Gwen" Psion

Identity: Secret — **Occupation:** None

Base of Operations: Freedom City — **Affiliation:** Psions

Height: 5' 5" — **Eyes:** Brown

Weight: 100 lbs. — **Hair:** Black



Gwendolyn and her twin sister Carolyn were the last of the Psion children born, just two months after their cousin Joshua (Jump). Professor Psion was thrilled at the birth of the twins, given previous studies showing a telepathic link between identical twins and similarities in their physical and mental development. The girls presented an excellent opportunity for study. So Professor Psion studied them carefully, something the twins occasionally mistook for attention and even affection, although they also undergo the greatest scrutiny of the Psion children.

Interestingly enough, the twins were quite different in personality. Gwen was shy and quiet, comparatively. She preferred the company of her sister to others, and didn't like strangers or large groups of people. On the other hand, she was always quite sensitive to the feelings of others, and tested quite high for telepathic potential. So it came as no surprise to Professor Psion when Gwen began to manifest stronger signs of telepathic abilities. What did come as something of a surprise was how much stronger Gwen's abilities were in the presence of her sister. The same was true for Carolyn's own psychic powers. The closer the twins are to each other, the greater their powers, and conversely, the farther apart they are, the weaker their abilities. Professor Psion suspects some sort of "psychic gestalt" is at work, although he has not yet been able to teach the girls how to consciously control it. The professor hopes to do so, perhaps even including the rest of the family in the twins' "mind meld," granting them all a consummate boost in psychic power.

Aura is shy and quiet, always watching what others are doing, and thinking. She provides a telepathic "field agent" for the Psions, since Professor Psion doesn't often accompany his grandchildren away from their home. Aura links the team together and always has her mental connection with her twin sister, allowing the Psions to communicate silently and efficiently, coordinating their actions in and out of combat.

Aura has few qualms about reading minds to find out things she and the others want to know, and she's an effective gatherer of information. If the Psions decide to remove heroes as obstacles, they might try doing so using telepathic blackmail rather than brute force. Aura doesn't particularly like hurting people, but she'll do anything to protect and help her family, especially her sister and her grandfather. Heroes, particularly telepaths, might be able to reach Aura and give her the outside human contact she needs to develop beyond her dependence on her family.

ARGENT — POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+0	+4	+1	+1	+4	+2
10	18	12	12	18	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9/+1*	+4	+7	+9

*without force-field

Skills: Acrobatics 4 (+8), Concentration 6 (+10), Notice 4 (+8), Sense Motive 6 (+10), Stealth 4 (+8)

Feats: Attack Specialization (blast), Dodge Focus 3, Evasion, Instant Up, Teamwork

Powers: Flight 5 (250 MPH), **Force Field 8** (Impervious), **Super-Senses 2** (mental awareness, mental communication link with Aura), **Telekinesis 10** (Alternate Power: **Blast 10**)

Combat: Attack +8 (+10 blast), Damage +0 (unarmed), +10 (blast), Defense +11 (+4 flat-footed), Initiative +4

Drawbacks: Power Loss (Flight, Force Field, Telekinesis, −1 rank per 20 ft. away from Aura, −6 points)

Abilities 25 + Skills 6 (24 ranks) + Feats 7 + Powers 49 + Combat 32 + Saves 11 − Drawbacks 6 = Total 124

Carolyn grew up the opposite of her more withdrawn twin sister Gwen in many ways. Carolyn was outgoing, active, and tomboyish where her sister was shy and quiet. She always looked out for Gwen and both enjoyed and chaffed a bit under the constant attention from their grandfather, Professor Parker Psion. Carolyn and Gwen manifested their psychic powers at the same time when Gwen went out alone into the mountains where they lived and became lost. She mentally called out to Carolyn, who flew to Gwen's side and carried her back home to safety. From the moment their psychic powers fully awakened, the twins were the constant subjects of their grandfather's research.

Carolyn's powers are accompanied by a glowing, silvery aura around her body and whatever objects she's affecting telekinetically. Similarly, Gwen's powers manifest with a warm, golden aura. So Professor Psion gave the girls the code-names "Aura" and "Argent," for gold and silver, respectively. Argent's outgoing nature became even more pronounced as her powers developed. As one of the most physical of the Psions, she enjoys using and developing her abilities, particularly her power to fly, which she loves. She takes after her cousin Frankie (Ember) in her free-spirited nature. Although Argent longs to know more about the outside world, she's reluctant to leave her sister's side, and Aura doesn't like strangers, or crowds. Argent's few efforts to convince her to experience more have failed, and Carolyn has begun to resent how her powers and future are tied to her twin.

Argent is torn between her loyalty to the Psions—her sister in particular—and her desire to see and explore the world around her. She's not the stay at home type, but she's bound by duty and love to stay with her family. Argent isn't quite as amoral as some of the Psions, making her sympathetic toward Jump. She both admires and fears Ember's unbridled passion. She wishes she could be more like her older cousin. She also believes in Professor Psion's teachings about the family's innate superiority over normal humanity. She doesn't see this as prejudicial or malicious, just the natural order of things. Aura has begun to give her doubts about it, but it would take an experience to demonstrate the reality of the situation to her.

Real Name: Carolyn "Carrie" Psion	
Identity: Secret	**Occupation:** None
Base of Operations: Freedom City	**Affiliation:** Psions
Height: 5' 5"	**Eyes:** Brown
Weight: 100 lbs.	**Hair:** Black

Argent is the other front-line fighter of the Psions. Although she's only a young girl, she packs a considerable (telekinetic) punch. Argent is more controlled and disciplined than Ember, able to use her powers with discrimination and precision. Aura helps guide her sister in combat using her telepathic abilities and the constant mind link between them. She uses it to tell Argent who is most vulnerable, to warn her about threats, and to spot hidden enemies. Likewise, Argent looks out for her sister, shielding her (and the rest of her family) from harm. When the Psions need to get somewhere together and Jump can't simply teleport them all, Argent scoops them up with her telekinesis to carry them. She also uses her power to gather the family together for an emergency escape teleport. She's particularly fond of using telekinesis to snatch weapons and other devices out of an opponent's grasp, dangling them up out of reach.

SHADOW

After the fall of the Third Reich, Wilhelm Kantor, Nazi SS officer and reincarnation of the Egyptian sorcerer Tan-Aktor, disappeared along with a cache of gold, occult artifacts, and genetic secrets the Nazis learned from Kal-Zed, *der Übermensch* (see **Superior** later in this chapter). With these resources, Kantor intended to achieve what Hitler failed to accomplish: conquer the world with the combined powers of science and sorcery.



Although he was a high-ranking Nazi, Kantor cared little for Aryan dogma. His awareness of previous incarnations (many of which were not Aryan) gave him a broader perspective. He was interested in power, not ideology. So his new organization would be based solely on power and control. Racial or cultural superiority would be second to his superiority over all humanity.

Kantor adopted the identity of the Overshadow, the mysterious master of the Secret Hierarchy of Agents for Domination Over the World, or SHADOW. Working in secret, he began recruiting lieutenants to make up the Penumbra, SHADOW's "ruling" body, answerable entirely to him. He also used the secrets plundered from Nazi laboratories to ensure the loyalty of his organization. Kantor set up hidden laboratories in South America where he cloned himself numerous times.

His plan was twofold: first, he created a new, physically ideal version of himself and used secret arcane rites to transfer his consciousness into this new body. He also kept clones in reserve, hidden in facilities around the world. Now he was in control of his cycle of "reincarnation," and would never face capture or death. The Overshadow also produced legions of clones lacking his personality, will, or drive, programmed instead as the perfect loyal soldiers of his new empire. With Overshadow at the summit and his utterly loyal clones at the base of SHADOW's pyramid of power, the Penumbra could not lead a revolt against their leader.

By the early 1960s, SHADOW began its operations. It faced opposition from the newly-founded AEGIS, the Freedom League, and Overshadow's ancient foe, Heru-Ra, reincarnated as the superhero known as the Scarab. Plots by individual members of the Penumbra were uncovered and foiled. Overshadow himself was occasionally killed in the spectacular destruction of SHADOW facilities, but he always returned, apparently unharmed. Tan-Aktor had secured himself a new sort of immortality.

SHADOW AGENT			POWER LEVEL 5/MINION RANK 3		
Str 12	**Dex 12**	**Con 12**	**Int 10**	**Wis 10**	**Cha 10**
Skills: Knowledge (tactics) 5 (+5), Notice 5 (+5), Profession (soldier) 5 (+5), Sense Motive 5 (+5)					
Feats: Equipment 3					
Equipment: blaster (+5 damage), armor (+4 Toughness), commlink					
Combat: Attack +5, Damage +1 (unarmed), +5 (blaster), Defense +5, Initiative +1					
Saving Throws: Toughness +5, Fortitude +3, Reflex +2, Will +1					
Abilities 6 + Skills 5 (20 ranks) + Feats 3 + Powers 0 + Combat 20 + Saves 4 = Total 38					

OVERSHADOW

POWER LEVEL 15

STR	DEX	CON	INT	WIS	CHA
+12	+2	+2	+14	+7	+7
34/14	14	14	38	24	24

TOUGHNESS	FORTITUDE	REFLEX	WILL
+17/+2*	+9	+8	+15

*without armor

Skills: Computers 16 (+30), Craft (electronic) 16 (+30), Disable Device 16 (+30), Diplomacy 8 (+15), Drive 5 (+7), Gather Information 4 (+11), Intimidate 8 (+15), Investigate 4 (+18), Knowledge (arcane lore) 8 (+22), Knowledge (technology) 16 (+30), Notice 8 (+15), Pilot 5 (+7), Search 6 (+20), Sense Motive 8 (+15)

Feats: Assessment, Equipment 20, Improvised Tools, Inventor, Master Plan, Ritualist, Second Chance (Will saves), Skill Mastery (Computers, Craft (electronic), Disable Device, Investigate)

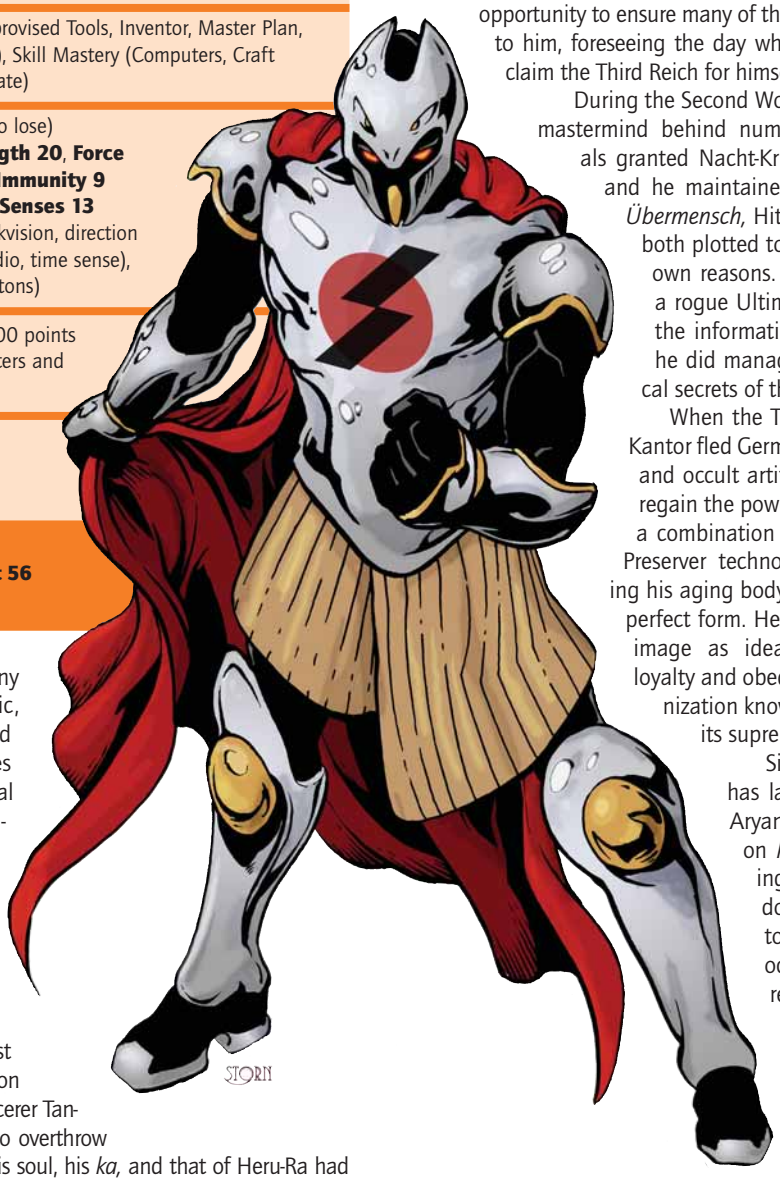
Powers: Device 24 (battlesuit, hard to lose)
Battlesuit: **Blast 15**, **Enhanced Strength 20**, **Force Field 10** (Continuous, Impervious), **Immunity 9** (life support), **Protection 5**, **Super-Senses 13** (blindsight [radio, extended x2], darkvision, direction sense, distance sense, infravision, radio, time sense), **Super-Strength 5** (heavy load: 50 tons)

Equipment: Give Overshadow up to 100 points in equipment, particularly headquarters and vehicles.

Combat: Attack +15, Damage +12 (unarmed), +15 (blasters), Defense +13, Initiative +1

Abilities 68 + Skills 32 (128 ranks) + Feats 27 + Powers 96 + Combat 56 + Saves 19 = 298

Real Name: Wilhelm Kantor, Tan-Aktor	
Identity: Secret, the general public isn't aware Kantor is still alive	**Occupation:** Criminal mastermind
Base of Operations: Nifelheim, in the Antarctic	**Affiliation:** Leader of SHADOW
Height: 6'	**Eyes:** Blue
Weight: 185 lbs.	**Hair:** Blond



Wilhelm Kantor was born in Germany in the early 1900s. A dashing, athletic, and intellectual young man, he found his way into certain esoteric circles around the same time the National Socialist Party was gaining prominence in his homeland. Eventually, Kantor was initiated into the Thule Society, a secretive lodge of mystics who embraced the ideal of an Aryan past, and wielded ancient Teutonic magic.

Kantor's experiences in the Thule Society awakened him to numerous past lives, in particular a previous incarnation in ancient Egypt when he was the sorcerer Tan-Aktor, who betrayed and attempted to overthrow the Prince Heru-Ra. He learned that his soul, his *ka,* and that of Heru-Ra had reincarnated throughout history to carry out their age-old conflict.

The awakening of his *ka* made Kantor a formidable magician, quickly exceeding his mentors and rising to prominence within the Society. Coupled with her perfect Aryan looks and cold ambition, Kantor earned the favor of the Nazis and the *Füehrer* himself. He became a key occult advisor to Hitler and was placed in charge of various secret Nazi programs to create *übersoldaten:* super-soldiers for the Fatherland. Kantor used the opportunity to ensure many of these Nazi super-agents were loyal to him, foreseeing the day when he would topple Hitler and claim the Third Reich for himself.

During the Second World War, Kantor was a shadowy mastermind behind numerous Nazi schemes. His rituals granted Nacht-Krieger and others their powers, and he maintained something of a rivalry with *Übermensch,* Hitler's favored champion, as they both plotted to eliminate the *Füehrer* for their own reasons. Kantor knew *Übermensch* was a rogue Ultiman, but was never able to use the information to his advantage, although he did manage to acquire many technological secrets of the Ultima.

When the Third Reich collapsed in defeat, Kantor fled Germany, along with a cache of gold and occult artifacts. For years, he schemed to regain the power he'd lost. Eventually, he used a combination of occult lore and Ultima and Preserver technology to clone himself; replacing his aging body is a young, healthy, physically perfect form. He also created clones in his own image as ideal followers: programmed for loyalty and obedience. From this grew the organization known as SHADOW, with Kantor as its supreme leader, the Overshadow.

Since then, the Overshadow has largely abandoned pretenses of Aryan superiority and focuses solely on *his* superiority. He wants nothing less than complete world domination and he's come close to getting it on a number of occasions. His old foe Heru-Ra returned for a number of years as the Scarab to oppose him, but he has been removed from the picture for the time being. Likewise, the champions of Light have not found a successor, while Kantor has reclaimed the services of Nacht-Krieger. The time is growing ripe for the rise of SHADOW and for the Overshadow to lord over the world!



NIFELHEIM

Deep beneath the eternal ice fields of Antarctica, far from any human habitation, lies Nifelheim, the secret headquarters of SHADOW. Named for the land of eternal ice in Norse mythology, Nifelheim serves as the most secret and central base of the sinister organization. While SHADOW maintains numerous bases all around the world, Nifelheim is kept carefully hidden. It is here that SHADOW grows and trains new clone soldiers for its ranks, and here where Overshadow retreats to hatch new plots for world-domination.

The main complex is like a small city beneath the Antarctic ice. Only small, concealed entrances open onto the snow-covered surface. The main means of getting in or out of the facility is via teleportal, linked to hidden SHADOW bases and safehouses around the world. This prevents SHADOW agents from being easily tracked and allows them to move freely behind the scenes. The teleportals also provide Nifelheim with the ability to receive shipments of weapons and technology directly from the Foundry. Teleportals from other SHADOW bases are programmed to erase the location of Nifelheim after each use, and trapped to self-destruct if unauthorized users attempt to reach the secret base through them.

NIFELHEIM **HEADQUARTERS**

Size: Awesome; *Toughness:* 20; *Features:* Combat Simulator, Communications, Computer, Concealed (+20 DC), Defense System, Fire Prevention System, Gym, Hangar, Holding Cells, Infirmary (and Clone Lab), Isolated, Laboratory, Living Space, Power System, Security System (DC 25), Teleport 9 (anywhere on Earth, Affects Others), Workshop.

Cost: 29 equipment points

THE TYRANNY SYNDICATE

The Tyranny Syndicate is made up of the Freedom League's opposite numbers from Anti-Earth, as evil as the League is good. They are the de facto rulers of their world, looking down on it from their Fortress space station, equipped with weaponry capable of devastating any region of Earth that dares oppose them.

The Syndicate came to power when they banded together to overthrow and eliminate the Praetor, the cruel dictator who ruled Empire City. Unfortunately for the city and the world, the Syndicate had no interest in liberating its people, only in seizing power. They beheaded Praetor's vainglorious statue overlooking the city, leaving its head lying in Praetor Park and the decapitated monument as a testament to their victory.

Heroes from Freedom City first encountered the Tyranny Syndicate when Johnny Rocket accidentally broke through the vibrational barrier between Earths and found himself on Anti-Earth. He fought his evil counterpart Johnny Speed before finding a way back home. The Syndicate later launched an attack on the Freedom League, but was driven back to their Earth.

Although the Syndicate members are the Freedom League's equal and opposite number in terms of skill and power, they lack the League's teamwork and spirit of cooperation. Indeed, the Syndicate members don't trust each other at all, and are constantly on the lookout for opportunities to betray their associates and seize power for themselves.

The recent expansion of the Freedom League has given them an edge over the Tyranny Syndicate, which deliberately keeps its membership to an elite group (the better for everyone to keep an eye on everyone else). If the Syndicate expanded to include all the remaining superhumans on Anti-Earth, it would be an even greater threat to Earth-Prime and the omniverse.

BLACK BOWMAN

Beaumont Fletcher is the latest in a long line of infamous criminals to wear the mask of the Black Bowman, assassin for hire. Trained by his father and grandfather, he worked for the Mob and other criminal organizations before deciding to break into the big-time with the Syndicate.

CAPTAIN THUNDERBOLT

Once Praetor's right-hand, Captain Thunderbolt betrayed his master and organized the Syndicate to overthrow him. Now he keeps a close eye on his erstwhile "allies" for signs they intend to do the same to him.

DAEDALUS

Granted immortality by Hades, Daedalus is required to sacrifice other souls to the god of death in his place. He started with his naive son, Icarus, sabotaging his wings and plummeting him to his death. He followed with countless others across the centuries, engineering wars and plagues just to extend his own existence.

JOHNNY SPEED

Sometimes called "Johnny Rotten" by Lady Liberty, the Syndicate's speedster is a vicious junkie hooked on the designer drug zoom, which gives him superhuman speed. He's a hedonist interested in enjoying every indulgence power and wealth can bring.

LADY ANARCHY

The spirit of chaos and anarchy invested a young woman after Praetor casually murdered her husband, giving her the power to help overthrow the dictator. Filled with bitterness, Lady Anarchy is the wild card of the Syndicate, interested only in bringing chaos. The others wonder how long it will be before she decides to lead a revolt against them.

MADAME SIN

After Jasmine Sin seduced the ruthless head of Praetor's secret police, she killed him before giving birth to their daughter. Raised and trained in every art of espionage and combat, Madame Sin has exceeded her father's abilities, and replaced him as the ruthless keeper of order in Empire City.

MR. METROPOLIS

The mysterious Mr. Metropolis, a manifestation of cold urban order, was bound to serve the Praetor's will. In exchange for his freedom, Metropolis gladly serves the Syndicate instead, at least for the time being. Mr. Metropolis considers Empire City "his" in fact as well as metaphor.

RED SIREN

The Red Siren—*la Siren Rouge*—is a manifestation of the dark side of the sea, the cruelty of nature. Mortals must placate her, or else face her wrath. Her alliance with the Syndicate gives her the worship and prominence she considers her due, and provides her allies in her struggle with her rival, Baron Samedi.

SOLO VILLAINS

While Freedom City's heroes are inclined toward teamwork and cooperation the same thankfully cannot be said about its super-criminals. With a few rare exceptions, super-villain "teams" are creations of a single forceful villain who organizes and dominates others. Even supposed partnerships like the Crime League are rife with power-struggles and conflict between colossal criminal egos. The majority of super-criminals in the World of Freedom operate on their own, or occasionally with a trusted partner. The villains in this section range from criminal geniuses and trumped-up thugs to cosmic world-beaters, all threats the heroes of Freedom have faced at least once.

ARGO THE ULTIMATE ANDROID

POWER LEVEL 20

Real Name: Argo	
Identity: Public	**Occupation:** None
Base of Operations: Mobile	**Affiliation:** None
Height: 8'	**Eyes:** White (no pupils)
Weight: 400 lbs.	**Hair:** None

STR	DEX	CON	INT	WIS	CHA
+15	+0	—	+0	+0	+0
40/10	10	—	10	10	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+15	—	+5	+5



Argo is one of the most powerful opponents the Freedom League has ever faced. He is an android created by Talos and powered by a micro-singularity held in a containment unit within its chest. Talos intended Argo to gather information on superhumans and even to have the ability to mimic their powers using the power from the singularity and the "proto-matter" of his structure. However, when Argo first encountered the Freedom League, he "imprinted" on them in an unexpected way. He gained all of their abilities but also became "fixed" in that form, unable to change or adapt any new powers. Still, it gave the android enough power that he nearly defeated the entire League. If not for their teamwork and Daedalus' inventive genius (which Argo could not duplicate), the team would have met defeat. They overcame and deactivated the android, turning it over to ASTRO Labs for study.

Argo later re-activated and went after the Freedom League again. Talos no longer controlled him and he rebelled against the directives of his creator. The Freedom League only managed to overcome him when they disrupted the containment around his singularity power source, causing the android to collapse in on himself and vanish from Earth's dimension altogether. Argo ended up in the Terminus, the space between universes, where he has drifted, inert, for some time. All it requires is some outside stimulus to reactivate him, and Argo will be looking for a way to get back to Earth and continue his conquest.

Argo is a fairly unsophisticated being at heart. He's supremely confident in his own abilities, as one of the most powerful beings known. He behaves like a bully, making demands and pushing around anyone weaker than he is (which may be everyone). His goal is to rule over a society of

Powers: Absorption 12 (energy, healing, Limited to electricity), **Animal Control 10** (Limited to sea-life), **Animate Objects 11** (Limited to urban materials, Alternate Powers: **Snare 11, Telekinesis 11** [Perception Range, Limited to urban materials]), **Blast 10** (gravitic, Alternate Power: **Snare 10**), **Density 4** (x2 mass, Strength +8, **Immovable 1**, **Protection 2** [Impervious], **Super-Strength 1**, Permanent, Innate), **Device 5** (silver net, hard to lose), **Electrical Control 12** (Alternate Powers: **Blast 8** [40-ft. Burst], **Dazzle 8** [auditory, 40-ft. Burst]), **Enhanced Strength 22**, **ESP 9** (all senses, Limited to urban areas), **Flight 8** (2,500 MPH), **Immunity 30** (Fortitude), **Light Control 11** (Alternate Powers: **Deflect 11** [all ranged attacks], **Healing 11**, **Nullify 11** [binding and imprisoning effects]), **Mind Shield 5**, **Protection 13** (Impervious), **Regeneration 2** (Resurrection 1/day, Regrowth), **Regeneration 6** (injured and staggered, 1/5 minutes, disabled, 1/hour, Source: urban areas), **Super-Movement 3** (permeate, Limited to urban materials)**, Super-Senses 7** (detect electricity [ranged], radio, X-ray vision), **Super-Speed 10** (10,000 MPH, Alternate Powers: **Air Control 10, Strike 10**, Wall Run, Water Run), **Super-Strength 9** (heavy load: 1,600 tons), **Swimming 8**, **Teleport 9** (900 ft./anywhere on Earth, Medium: urban areas), **Water Control 10** (Alternate Powers: **Blast 10**, **Dazzle 10** (visual), **Suffocate 10**, **Weather Control 10** [distraction, hamper movement])

Silver Net: **Snare 11** (Affects Incorporeal 2, Tether)

Combat: Attack +10, Grapple +34, Damage +0 (unarmed), Defense +10, Knockback -16, Initiative +0

Drawbacks: Power Loss (Enhanced Strength, Flight, Light Control, Protection, Super-Strength, when bound or imprisoned, -5 points), Vulnerable to Power Drains (+50%, -2 points)

Note: Argo's powers are the effective abilities he possesses from mimicking the Freedom League. If his Mimic power somehow "resets," he loses the listed power set and gains **Mimic X** (all powers at once, Continuous, Extra Subjects x3 [10], Perception, Stacking, Tainted).

Abilities 0 + Skills 0 (0 ranks) + Feats 0+ Powers 397 + Combat 40 + Saves 10 = 447

beings like him, although he lacks the technical knowledge and expertise to create new androids. He might be amenable to an alliance with someone like Talos, who shares his goals, although their own arrogance would soon spell the end of any cooperation between them. Deep down, Argo is confused, lonely, and looking for a place in the world, but he's also dangerously unstable and has no regard for human life, making it difficult to feel sympathy for his situation.

Argo has the combined powers of Captain Thunder, Daedalus, Dr. Metropolis, Johnny Rocket, Lady Liberty, and Siren, including the ability to replicate their devices. The powers of six heroes make him tremendously powerful. His only real limitation is his inability to mimic skills or other mental traits; thus, he doesn't have Raven's training or Daedalus' intellect. He also picked up some of the Freedom League' weaknesses when he copied their powers, and opponents can take advantage of them when fighting him. Argo's not a particularly innovative tactician and he doesn't understand his powers as well as the originals, using only the most basic tactics and applications of his many powers. He relies mostly on brute force to get things done, but against most opponents, it's more than enough.

BARON SAMEDI

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+8	+1	+10	+1	+10	+9
26	13	30	13	30	28

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+12	+5	+15

Skills: Bluff 5 (+14), Concentration 8 (+18), Craft (artistic) 7 (+8), Gather Information 4 (+13), Intimidate 4 (+13), Knowledge (arcane lore) 12 (+13), Knowledge (streetwise) 5 (+6), Knowledge (theology and philosophy) 10 (+11), Language 1 (Haitian French), Sense Motive 5 (+15), Sleight of Hand 4 (+5), Stealth 7 (+8)

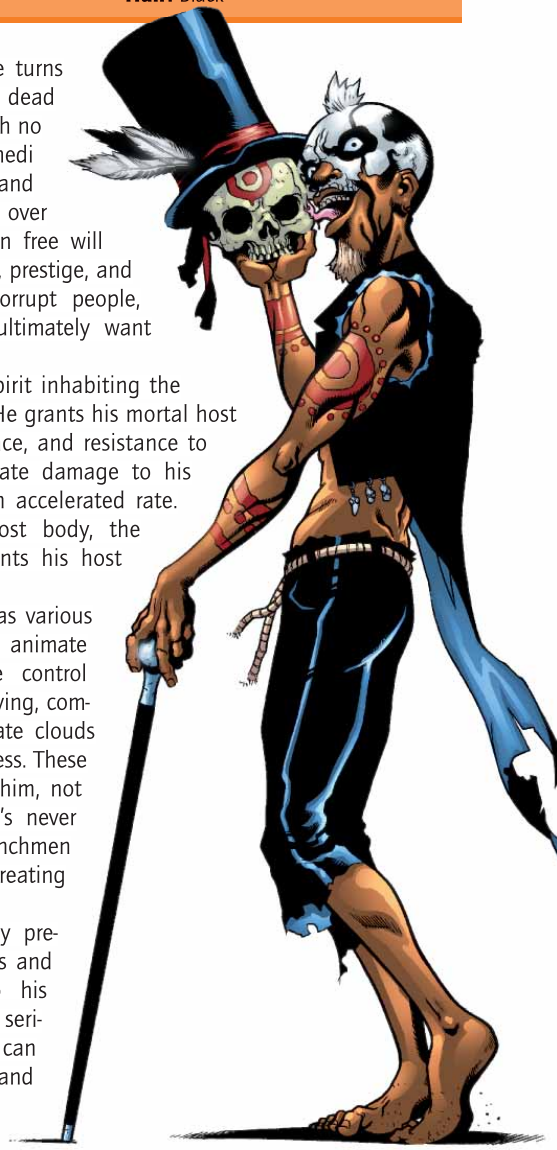
Feats: Artificer, Attack Focus (ranged) 3, Contacts, Fearsome Presence 6, Leadership, Minions 10, Sneak Attack, Startle, Taunt

Powers: Immunity 3 (aging, disease, poison), **Magic 12** (Spells: **Darkness Control 12**, **Mind Control 12**, **Snare 12**, **Summon Zombies 1** [use the Zombie archetype, *M&M,* page 235, Continuous, Fanatical, Horde, Mental Link, Progression 6 (up to 100)], **Teleport 10** [1,000 ft./Earth to the Moon, Accurate, Medium–shadows, Easy, Progression x2]), **Regeneration 5** (death, 1/day, Persistent, Regrowth, Reincarnation)

Combat: Attack +8 melee, +11 ranged, Damage +8 (unarmed) or by power, Defense +11, Initiative +1

Abilities 80 + Skills 18 (72 ranks) + Feats 25 + Powers 39 + Combat 38 + Saves 11 = Total 211

Real Name: Simon DuLac/Baron Samedi	
Identity: Public, but the general public does not believe Baron Samedi is a god.	**Occupation:** God of the Dead, crimelord
Base of Operations: New Orleans, Louisiana	**Affiliation:** None
Height: 6'	**Eyes:** Black
Weight: 175 lbs.	**Hair:** Black



Simon DuLac grew up in Haiti, so the power of Voodoo was a proven fact to him. But Simon was always more interested in immediate, worldly power, which led him to becoming an important figure in the Caribbean underworld. He smuggled drugs and laundered money. He used the fearsome reputation of Voodoo to his advantage, without particularly caring what the loa thought of it, but the loa did notice, and did care.

Baron Samedi, the loa of death and the undead, chose Simon as his cheval, his "horse" that he would ride in the mortal world. Baron Samedi maintained to his fellow loa that humanity was a base and unworthy race, suitable only to serve as the loa wished. The sea loa Siren opposed his view, claiming humanity was valuable in its own right. So the two loa chose vessels to inhabit to prove which of them was right once and for all.

Using Simon's criminal network, Baron Samedi was able to begin distributing his "zombie powder" (see **Chapter 3**). He works to corrupt and degrade humanity and to deal with Siren, who has also taken on a human host and become a continual thorn in his side. Eventually, the loa knows that he will triumph, and the world will become a vast graveyard of his mindless zombie followers.

Baron Samedi isn't human at all, but a malevolent spirit that feeds on human suffering and death. Humanity is nothing more than cattle to be used as he sees fit. He turns both the living and the dead into zombie puppets with no will of their own. Samedi can be quite charming and enjoys winning others over to his side of their own free will with promises of wealth, prestige, and power. He exists to corrupt people, proving that humans ultimately want what he offers them.

Baron Samedi is a spirit inhabiting the body of Simon DuLac. He grants his mortal host great strength, endurance, and resistance to injury. He can regenerate damage to his mortal host body at an accelerated rate. Like Siren and her host body, the Baron's presence prevents his host body from aging.

Baron Samedi also has various magical powers. He can animate the dead, exert some control over the minds of the living, command reptiles, and create clouds of smoke or pitch darkness. These are innate abilities for him, not just mortal sorcery. He's never without some zombie henchmen at hand, and is always creating more.

Baron Samedi usually prefers to have his zombies and enthralled minions do his dirty work for him. If seriously threatened, he can step into a shadow and disappear, reappearing some distance away.

CAPTAIN KRAKEN

POWER LEVEL 11

Name: Krak-En Vas	
Identity: Public	**Occupation:** Space Pirate
Base of Operations: Milky Way Galaxy	**Affiliation:** None
Height: 6' 1"	**Eyes:** Black (no pupils)
Weight: 200 lbs.	**Hair:** None

STR	DEX	CON	INT	WIS	CHA
+2	+4	+3	+1	+0	+2
14	18	16	13	11	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9/+3*	+5	+9	+3

*flat-footed

Skills: Bluff 6 (+8), Craft (mechanical) 5 (+6), Intimidate 4 (+6), Language (English), Notice 8 (+8), Pilot 8 (+12), Search 4 (+5), Sense Motive 8 (+8)

Feats: Defensive Attack, Defensive Roll 6, Dodge Focus 2, Environmental Adaptation (aquatic), Equipment (spaceship, see *The Stellar Buccaneer*) 24, Evasion, Improved Initiative, Leadership, Minions (50 30-pt. space pirates) 7

Powers: Additional Limbs 3 (5 prehensile facial tentacles), **Device 5** (blaster pistol and energy cutlass, easy to lose), **Device 2** (spacesuit, hard to lose), **Immunity 1** (drowning), **Obscure 3** (visual, ink cloud, Touch Range), **Super-Senses 2** (darkvision), **Swimming 1**

Devices: Blaster Pistol (**Blast 8**, Homing), Energy Cutlass (**Strike 8**), Spacesuit (**Immunity 9**, life support)

Equipment: The Stellar Buccaneer: Colossal Size, Strength 100, Toughness 15, Speed 9 [air, 5,000 MPH], Defense 5, Powers: **Blast 12** (energy cannons), **Blast 12** (energy torpedoes, Explosion, Homing, Alternate Power: tractor beam, **Telekinesis 12**, Perception Range), **Immunity 9** (life support, Affects Others), **Space Travel 12**

Combat: Attack +13, Damage +8 (cutlass or blaster), Defense +12 (+5 flat-footed), Initiative +8

Abilities 27 + Skills 11 (44 ranks) + Feats 44 + Powers 33 + Combat 46 + Saves 10 = 171

Krak-En Vas was hatched on the distant planet Illthus, a dark and dreary water-world on the edge of the Grue Unity. After some training as a soldier working for the Empire, Krak-En deserted his unit, and began a career as a pirate and privateer. Raiding various small shipments, he parlayed his successes into a larger crew and a larger ship, becoming known as a scourge of the spaceways in the Grue Unity, the Lor Republic, and many other parts of known space.

After years on the most-wanted lists of authorities across the galaxy, Captain Krak-En's luck ran out when his ship was damaged in a space battle with a Lor cruiser near Earth. The space pirate managed a controlled entry of Earth's atmosphere, but his vessel's hyperdrive was badly damaged. To repair it, Krak-En needed parts, equipment, and supplies. As a pirate, he naturally set to stealing them.

His translation matrix latched onto information about Earth pirates (kindred spirits), so Krak'En's English sounds like it came out of a Hollywood pirate movie (since, essentially, it did) and he has developed a fondness for dressing like a pirate from Earth's Age of Sail. The alien pirate and his crew fought the Earth heroine Siren on several occasions, and "Captain Kraken" (as he become known on Earth) and his crew ended up in federal custody.

It remained unclear if the human authorities could even hold alien criminals, but for some time, Captain Kraken and his crew remained the "guests" of Blackstone prison. Eventually they escaped and Kraken was able to finish repairs to his ship. Although the space pirate escaped Earth, his vessel was nearly destroyed in the process. He resumed his career of plunder, but now with an eye toward the riches of Earth and the humans who'd dared imprison him. Kraken swore his revenge, and it is an oath he takes seriously.

Since then, Captain Kraken and his crew of space pirates have caused trouble for Earth on occasion. He would like nothing more than to unleash a terrible catastrophe or war on Earth, leaving the ruins for him to plunder. Kraken has also attracted trouble in the form of Grue, Lor, and other aliens seeking to capture him. He forges alliances with menaces like Lady Lunar and Star Khan, breaking them when they no longer suit his plans. Through it all, he remains one of the most dreaded pirates, scourge of the space-lanes.



Captain Kraken is a useful nemesis for any hero with an aquatic, alien, or space background. He can range anywhere from a petty thief, stealing useful technology and examples of Earth treasures (artwork and other valuables) to a cosmic menace threatening all life on Earth. For a truly over-the-top adventure, Kraken might plot to steal the Earth itself and sell it to the highest bidder on the galactic market! He can become involved in any adventure in outer space, and is equally suited to piracy on the high seas of Earth.

You might use the squid-headed space pirate as comic relief, presenting him as a bungler who gets by on blind luck and becomes an annoyance for the heroes. Alternately, Captain Kraken can be treated as more of a serious villain, a ruthless alien pirate interested solely in profit, and willing to endanger innocent lives, even destroy civilizations, in order to loot and plunder.

Captain Kraken tends to combine showboating and a preference for hiding behind his crew. He'll send waves of space pirates at the heroes before facing them in personal combat, although he's quite daring when forced into a direct confrontation. Kraken is willing to take hostages and hold entire cities ransom, if it serves his purpose. He often takes advantage of the more honorable nature of his opponents.

Captain Kraken tries to make sure he has an escape hatch if things go wrong. He's the first to abandon ship and head for the escape pods, and more than once heroes have witnessed the destruction of his vessel. But Kraken always turns up later with some wild tale of how he survived to fight another day.

Captain Kraken's scurvy crew of space pirates is made up of various humanoid aliens with similar game abilities. The space pirates are armed with blaster weapons and their fists and generally obedient to their captain's commands. Kraken's crew is subject to the minion rules (see **Chapter 8** of *Mutants & Masterminds*).

SPACE PIRATE — POWER LEVEL 3/MINION RANK 2

Str 14	Dex 12	Con 15	Int 10	Wis 10	Cha 8

Skills: Craft (mechanical) 4 (+4), Intimidate 4 (+3), Knowledge (streetwise) 4 (+4), Pilot 4 (+5), Profession 4 (+4)

Feats: Equipment 4

Equipment: Armor (+1 Toughness, Impervious), blaster pistol (+4 damage), commlink, space-suit (life-support)

Combat: Attack +2, Damage +2 (punch), +4 (pistol), Defense +3, Initiative +1

Saving Throws: Toughness +3 (+2 without armor), Fortitude +4, Reflex +1, Will +0

Abilities 9 + Skills 5 (20 ranks) + Feats 4 + Powers 0 + Combat 10 + Saves 2 = 30

THE COLLECTIVE — POWER LEVEL 14

STR	DEX	CON	INT	WIS	CHA
+0	+2	+5	−1	+0	−4
10	14	20	8	10	2

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+9	+6	+3

Skills: Notice 8 (+8), Search 8 (+8), Stealth 8 (+10), Survival 12 (+12)

Feats: All-out Attack, Endurance, Environmental Adaptation (sewers), Fearless, Sneak Attack

Powers: **Energy Absorption 2** (Boost Intelligence and Growth), **Mind Shield 10**, **Nauseate 6**, **Particulate Form 9** (cockroaches, **Anatomic Separation 5** [Variable Split], **Elongation 9**, **Immunity 7** [critical hits, disease, poison, radiation, starvation, suffocation], **Insubstantial 1** [Permanent], **Protection 5**, **Super-Movement 2** [slithering, wall-crawling]), **Super-Senses 10** (darkvision, mental awareness, radius vision, scent, tracking. tremorsense)

Combat: Attack +11, Damage +0 (unarmed), Defense +10, Initiative +2

Drawbacks: Involuntary Transformation (scattered into a swarm of individual cockroaches when unconscious, –3 points)

Abilities 4 + Skills 9 (36 ranks) + Feats 5 + Powers 85 + Combat 42 + Saves 11 – Drawbacks 3 = Total 153

Their exact origin is a mystery, but some theorize that deep in the sewers of Freedom City, something was spilled: toxic waste, strange chemicals, radioactive sludge, mystic potions, or perhaps the remnants of some super-criminal's fiendish device. Whatever it was, it mutated a colony of cockroaches, swarming down in the darkness. They changed, transformed, and became something else, something aware. They become the Collective.

Freedom City first became aware of the Collective when it tried taking over a building downtown in order to create a new nest, absorb energy, and spawn. Fortunately, the Atom Family was able to overcome the Collective and break it down into its component parts, which scattered. Although they believed the creature was destroyed, it was not so easy to eliminate a collective entity. Some of the Collective survived. They spawned, they grew, and eventually reunited.

The Collective learns and adapts, so the next time it went after the Atom Family directly. It took over the Goodman Building and trapped the young heroes inside. Draining power from the building's advanced systems allowed the Collective to grow rapidly, and also disabled Dr. Atom's holographic matrix. Tess Atom hit upon the idea of feeding the entity with more



raw energy than it could process at once. The Collective was overloaded and mostly destroyed although, again, parts of it survived, adapted, and regrew.

The Collective has appeared on other occasions. It considers the Atom Family its "natural enemy" and is somewhat fixated on them, although its primary goal is survival and feeding in order to reproduce. Dr. Atom has theorized that the Collective will grow more intelligent and aware as it increases in size. If allowed unchecked growth, there's no telling what it might become.

The Collective is a creepy gross-out villain, a truly alien intelligence with a disturbing appearance. Adventures involving the Collective can take on an edge of horror as the creature makes its appearance and slowly increases in both power and intellect as it grows.

The Collective is suited for adventures below the streets, such as when the heroes are sent to investigate strange disappearances near sewer entrances or mysterious sightings by city workers. It is also a good villain for infiltrating the heroes' headquarters (if there is some sort of underground access). The components of the Collective begin leeching off some energy. Then the headquarters systems go dead and the creature announces itself and attacks. The Collective might do the same with another building, taking the people there hostage and giving the heroes another problem to consider.

Keep in mind the Collective isn't at all human. It is a mass of crawling insects and "speaks" with buzzing clicks and drones to approximate a human voice. It has no empathy or understanding of anything apart from its need to survive and reproduce. This makes the Collective unlikely to cooperate with others, although it rarely needs to, since it is an organization unto itself.

Real Name: None	
Identity: Public	**Occupation:** Conqueror
Base of Operations: Freedom City sewers	**Affiliation:** None
Height: 6' 0" (in humanoid form)	**Eyes:** Far too many
Weight: 150 lbs. (in humanoid form)	**Hair:** None

CONUNDRUM

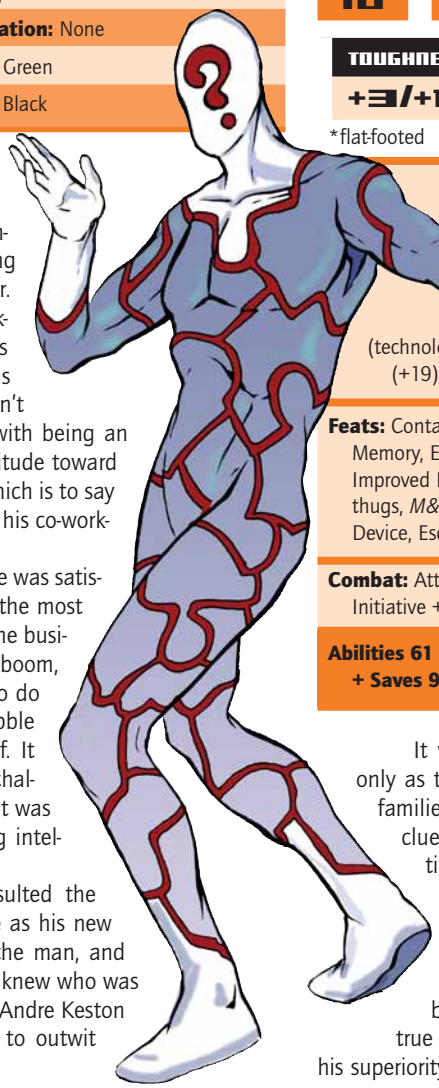
POWER LEVEL 8

Real Name: Andre Keston	**Aliases:** The Prince of Puzzles, Master of Mazes
Identity: Secret	**Occupation:** Criminal
Base of Operations: Freedom City	**Affiliation:** None
Height: 5' 10"	**Eyes:** Green
Weight: 158 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+0	+1	+1	+11	+11	+6
10	13	12	32	32	22

TOUGHNESS	FORTITUDE	REFLEX	WILL
+3/+1*	+3	+6	+13

*flat-footed



Andre Keston was always smart, smart enough to get teased in school for being a "brain," and smart enough to study computer science and mathematics, becoming an expert programmer and systems designer. Andre was a problem-solver, known for tackling the most difficult technical challenges and overcoming them. Unfortunately, his intellect and his technical abilities weren't matched by his social skills. Andre dealt with being an intellectual geek by adopting an elitist attitude toward those he considered his mental inferiors, which is to say nearly everyone. It won him no points with his co-workers, and left him with no real friends.

That didn't matter according to Andre. He was satisfied with his work, and with being one of the most in-demand programmers and designers in the business. He was riding high on the dot-com boom, making more money than he knew what to do with. He even saw when the dot-com bubble was ready to burst, and protected himself. It seemed like there was no professional challenge Andre Keston couldn't overcome. That was the problem; he was deadly bored, lacking intellectual challenge and stimulation.

When a mid-level USNet executive insulted the insular Andre, he adopted getting revenge as his new hobby. He systematically set out to ruin the man, and his plan was so well crafted only his victim knew who was really behind it. It was a rush of power like Andre Keston had never known. He was clever enough to outwit anyone and to do whatever he wanted.

Skills: Bluff 10 (+16), Computers 8 (+19), Craft (chemical) 6 (+17), Craft (electronic) 6 (+17), Craft (mechanical) 6 (+17), Disable Device 6 (+17), Disguise 8 (+14), Escape Artist 12 (+13), Knowledge (behavioral sciences) 4 (+15), Knowledge (tactics) 8 (+19), Knowledge (technology) 6 (+17), Notice 4 (+15), Search 4 (+15), Sense Motive 8 (+19), Sleight of Hand 8 (+9)

Feats: Contacts, Defensive Roll 2, Distract (Bluff), Dodge Focus 3, Eidetic Memory, Evasion, Equipment 10, Fascinate (Bluff), Improved Defense, Improved Initiative, Inventor, Luck 3, Master Plan, Minions 6 (typically thugs, *M&M*, page 229), Seize Initiative, Set-Up, Skill Mastery (Bluff, Disable Device, Escape Artist, Sense Motive), Taunt, Uncanny Dodge (visual)

Combat: Attack +8, Damage +0 (unarmed), Defense +13 (+5 flat-footed), Initiative +5

Abilities 61 + Skills 26 (104 ranks) + Feats 38 + Powers 0 + Combat 36 + Saves 9 = Total 170

It wasn't long after the mysterious underworld figure known only as the Conundrum began offering his services to certain crime families, as well as pulling some jobs on his own. He always left clues in the form of puzzles or riddles, challenging the authorities to outwit him and figure out his schemes. Although the police were left baffled, the Raven was not. She matched wits with Conundrum and figured out who he really was. Andre Keston was arrested and jailed.

Prison life changed Keston. It had all been a game before, but now it was more than that. Conundrum was a true outlaw, outside the society he disdained. He would prove his superiority and get his revenge on the Raven and everyone else who'd

ever taunted him. Over the years, Conundrum has proven remarkably adept at prison-breaks, so much so he was most recently incarcerated at Blackstone Island. However, he was later transferred to the Providence Asylum, diagnosed as socially maladjusted, with a psychological fixation on his intellectual games as well as on the Raven. After months of treatment, Andre Keston was pronounced cured. A parole board released him from custody, and he has become a well-paid consultant in the high-tech field once again, working primarily from his midtown apartment over the Internet.

The Raven has been keeping a close eye on Conundrum, and wisely so. The Prince of Puzzles is by no means cured; he has simply figured another way out of his predicament. Conundrum is operating behind the scenes once again, careful to cover his tracks. This time, he's certain he won't be caught. This time, he knows his plans are flawless. Of course, he hasn't accounted for the possibility of any new heroes coming along to spoil them.

Conundrum is a behind-the-scenes villain. Physically, he's no match for most heroes, but mentally is another matter. Conundrum is a good villain for elaborate plots designed to make the heroes think, particularly putting them into various deathtraps and difficult situations. Conundrum is a master of misdirection, innuendo, and trickery.

Conundrum is also known for working as a consultant for other criminals, providing them with foolproof plans, deathtrap designs, and cunning schemes. Again, it's not the money he gets paid for these things; it's the challenge, the thrill of the game. You can use Conundrum to provide resources for other villains. He may even take to disguising his own activities as "consulting work," using another villain's modus operandi (something Conundrum's fellow criminals won't find endearing).

THE COSMIC MIND

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
—	+2	+2	+10	+10	+3
—	14	14	30	30	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+2	+6	+4	+14

Skills: Knowledge (behavioral sciences) 12 (+22), Profession (scientist) 8 (+18), Sense Motive 8 (+18)

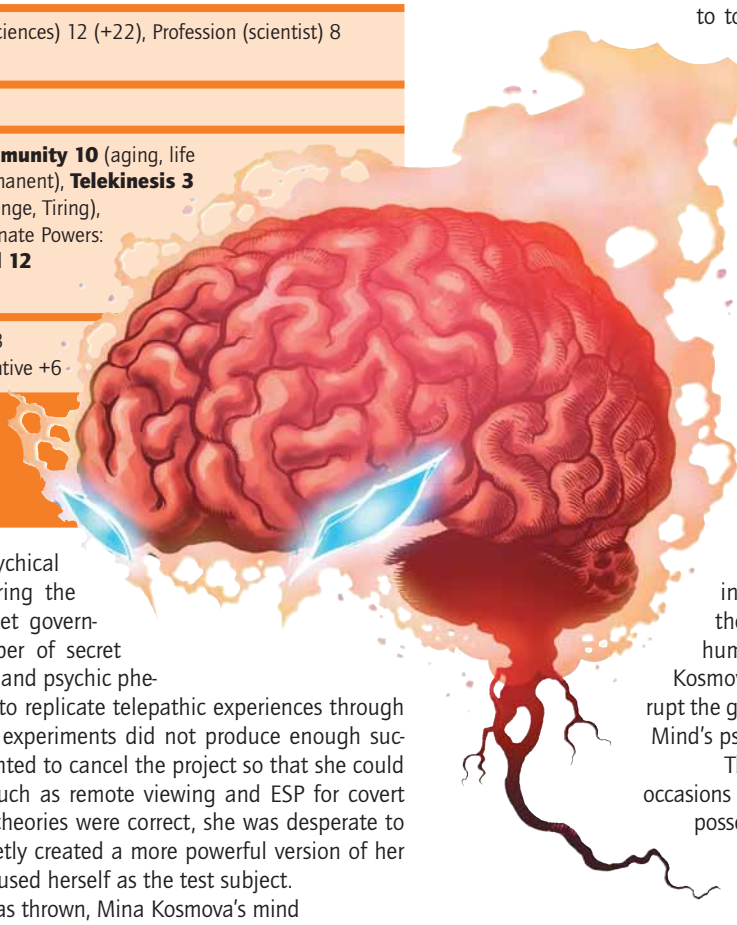
Feats: Improved Initiative

Powers: **Flight 1** (10 MPH), **Immunity 10** (aging, life support), **Insubstantial 4** (Permanent), **Telekinesis 3** (Affects Corporeal, Perception Range, Tiring), **Telepathy 12** (Area Burst, Alternate Powers: **Mental Blast 8, Mind Control 12** [Sustained])

Combat: Attack +0, Damage +8 (mental blast), Defense +4, Initiative +6

Abilities 44 + Skills 7 (28 ranks) + Feats 1 + Powers 79 + Combat 8 + Saves 10 = Total 149

Real Name: Mina Kosmova	
Identity: Secret	**Occupation:** None
Base of Operations: Mobile	**Affiliation:** None
Height: 3' (apparent)	**Eyes:** Glowing blue
Weight: None	**Hair:** None



Dr. Mina Kosmova was a psychical researcher in the U.S.S.R. during the Cold War era, when the Soviet government heavily funded a number of secret programs to study paranormal and psychic phenomena. Dr. Kosmova sought to replicate telepathic experiences through technological means, but her experiments did not produce enough successful data. Her superiors wanted to cancel the project so that she could research more useful things such as remote viewing and ESP for covert surveillance. Certain that her theories were correct, she was desperate to prove them. Dr. Kosmova secretly created a more powerful version of her neural receptor array, and she used herself as the test subject.

Moments after the switch was thrown, Mina Kosmova's mind expanded out into the cosmos. She came into contact with a vast and powerful alien intelligence, beyond anything the human mind could imagine. Her thoughts seemed to touch the reaches of infinity. The lab technicians found Dr. Kosmova's body slumped over in the test chair, dead of what looked like a massive cerebral hemorrhage.

Soon thereafter, the Russian Science City reported strange happenings and poltergeist phenomena. It began first among the psychics and sensitives there, but soon other personnel began to report hearing voices and seeing visions. An associate of Dr. Atom got word to him, and the Atom Family came to investigate. They found the people at the Science City under the mental control of Dr. Kosmova's disembodied intellect; its psionic potential vastly increased by the neural receptor array. The so-called "Cosmic Mind" wanted to join all of humanity in a telepathic gestalt, controlled by it as the hive queen, to direct the future of the human race. Dr. Atom was able to modify Kosmova's neural array to allow Mentac to disrupt the gestalt and apparently disperse the Cosmic Mind's psionic field.

The Cosmic Mind has returned on several occasions to fight the Atom Family, including once possessing Mentac and forming a temporary alliance with Lady Lunar. It has proven one of the Atom Family's most persistent foes, lacking a physical body to either fight or imprison. Most recently, the Cosmic Mind was beamed away from Earth toward a distant galaxy on a hyperspace carrier wave. It remains to be seen if, and when, it will return.

The personality of Dr. Mina Kosmova is all but gone. The Cosmic Mind considers itself "beyond" human failings and concerns. It is cold, detached, and arrogant. It evidences a strong dislike for all "primitive" forms of government and bureaucracy, claiming that its telepathic hive-mind would be far superior and far less corruptible to all of them. It cares almost nothing for individuals, seeing people as mere drones for it to manipulate. It understands that its foes often have far more scruples, giving the Cosmic Mind an advantage when sending its entranced minions against them.

The Cosmic Mind is a being of pure psionic energy and has various mental powers at its command. It has a small measure of psychokinesis, allowing it to move small objects through mental force; such exertions are tiring, so it is a power the Cosmic Mind uses sparingly. Its greatest power is telepathy. It can read the thoughts of other beings and project its thoughts into their minds. The Cosmic Mind can also directly control a large number of minds, creating a "telepathic web" that connects them, allowing every part of the group-mind to know whatever happens with every other part. It can also project mental blasts that stun the minds of others.

The Cosmic Mind is a being of pure mental energy, with no physical substance. It is immune to most physical concerns and most forms of harm, although it can still be affected by mental powers and by certain high-frequency signals that "jam" its energy frequency.

THE CRIMSON KATANA

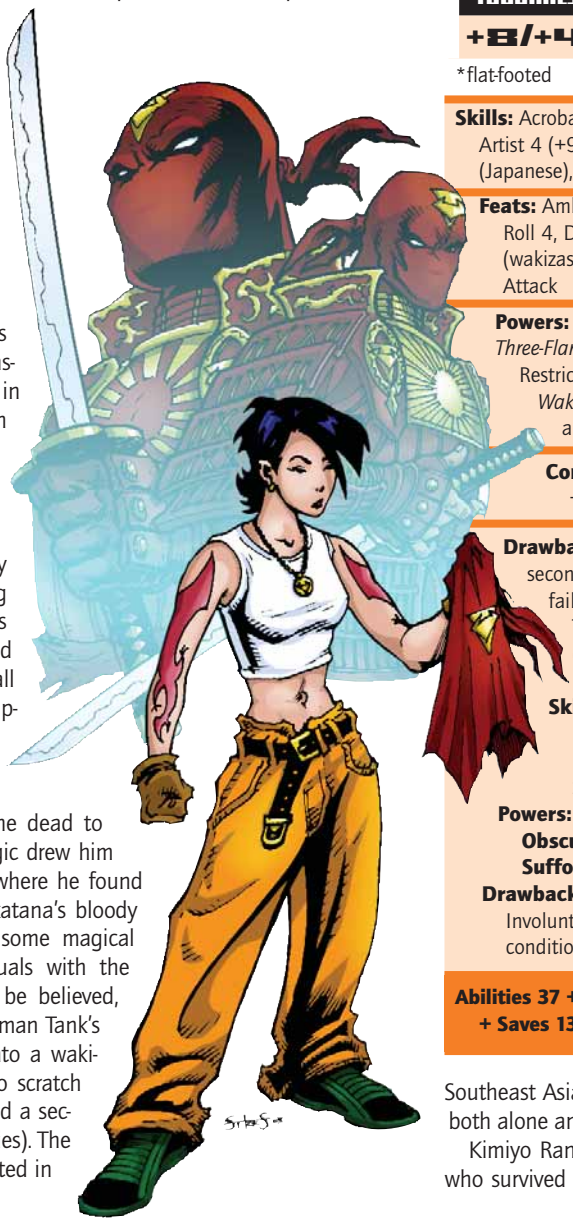
POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+2	+5	+4	+2	+3	+2
14	21	18	14	16	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+4*	+8	+10	+7

*flat-footed

The original Crimson Katana, Asano Ranaga, lived the life of a petty thief and thug for the Yakuza until he discovered Tegamusha's Three Flames Katana, named for the intricate flames on the blade. Lord Tegamusha created the katana at the start of the Sino-Japanese War in 1894, forging it in fires fed by the bodies of 300 Chinese prisoners and tempered in their blood. The blade gained infamy in its use against soldiers and innocents alike until Tegamusha himself was slain by a sniper's bullet in 1895. Stolen by the assassin, the katana was lost for decades until Asano found it in 1935. Rising above his common killer's status, the Crimson Katana soon stood as the Emperor's personal bodyguard and assassin. He fled occupied Japan in 1949 after slaying the Human Tank and Gunner. He died mysteriously that same year in Nepal although few knew of his death until years later.



Toshiro Ranaga, the only child of Asano, grew up hearing legends of the blade and his father's exploits, and he studied martial arts and swordplay all his life. When his father disappeared, Toshiro spent years learning mystical means to find his father. Rather than bring his father back from the dead to him, the young sorcerer's magic drew him to his father's resting place, where he found his legacy. Toshiro used the katana's bloody history and imbued it with some magical abilities during countless rituals with the blade. If his boasts were to be believed, he may also have had the Human Tank's severed metal head forged into a wakizashi nearly strong enough to scratch impervium (or he simply forged a second blade with arcane properties). The second Crimson Katana operated in Southeast Asia all throughout the 1960s and 1970s as a mercenary ronin, both alone and with his followers, the quasi-mystical Katanarchist cult.

Skills: Acrobatics 8 (+13), Craft (structural) 4 (+6), Diplomacy 3 (+5), Escape Artist 4 (+9), Gather Information 4 (+6), Intimidate 8 (+10), Language 1 (Japanese), Search 4 (+6), Sense Motive 8 (+11), Stealth 8 (+13)

Feats: Ambidexterity, Attack Focus (melee) 4, Defensive Attack, Defensive Roll 4, Dodge Focus 6, Evasion, Identity Change, Improved Critical (wakizashi), Improved Disarm, Improved Initiative, Move-by Action, Power Attack

Powers: Device 5 (Three-Flames Katana and wakizashi, easy to lose)
Three-Flames Katana: **Strike 8** (Alternate Power: **Fatigue 5**, Mighty, Restricted, Transform into a tattoo)
Wakizashi: **Strike 5** (Penetrating, Mighty, Restricted, Transform into a tattoo)

Combat: Attack +14 (melee), +10 (ranged), Damage +10 (katana), +8 (wakizashi), Defense +16 (+5 flat-footed), Initiative +9

Drawbacks: Involuntary Transformation (possessed by the spirit of the second Crimson Katana if the Three-Flames katana draws blood or she fails a Toughness save by 5 or more, DC 15 Will save, –4 points).
The possessing spirit substitutes the following traits for Kimiyo's (other traits remain the same):
Abilities: Int 16, Wis 18, Cha 19
Skills: Bluff 8 (+12), Diplomacy 4 (+8), Disguise 4 (+8), Gather Information 8 (+13), Intimidate 8 (+13), Language 2 (English, Russian), Search 4 (+7), Sense Motive 8 (+12), Stealth 8 (+13), Sleight of Hand 8 (+13)
Powers: Magic 9 (Spells: **Blast 9, Force Field 9** [Impervious], **Obscure 9** [visual], **Mental Blast 4**, **Morph 9** (humanoids), **Suffocate 9**, **Teleport 9** [900 ft./anywhere on Earth)
Drawbacks: Action (all spells are full-round actions, –1 point), Involuntary Transformation (loses control of Kimiyo's body if her condition becomes unconscious, disabled, or dying, –3 points)

Abilities 37 + Skills 13 (52 ranks) + Feats 23 + Powers 15 + Combat 40 + Saves 13 – Drawbacks 4 = Total 137

Kimiyo Ranaga is the fourth child of Toshiro Ranaga and the only one who survived the 1977 bloodbath ordered by Dimitri Russov. The Russian

crime lord hired Toshiro and the Katanarchists to eliminate a number of rivals quickly and quietly, tasks at which they failed, even so Ranaga's family and cult paid the price. Of 58 total members, only 14 Katanarchists survived in hiding throughout the 1980s rebuilding their forces. Toshiro survived to smuggle his daughter to America to live with her maternal grandmother. She lived as Kimiyo Toronji for nineteen years, unaware of the legacy from which she came. In 1995, the 58-year-old Crimson Katana committed ritual suicide in a sorcerous rite, priming the blade with more mystical powers. The cult then hid the blades and waited. Kimiyo inherited her father's considerable fortune and real estate holdings.

In 1997, to Kimiyo's horror, her grandmother, who was now on her deathbed, revealed the truth of her family and her fortune. She discovered the katana and wakizashi, as well as her father's Crimson Katana armor, hidden behind a secret panel in her San Francisco penthouse. When she touched the blade, she cut her finger on its razor-sharp edge, and her father possessed her body. He banished Kimiyo's mind into the blade and she fought him, but he used her body to revive and rebuild the Katanarchists, his cult of assassins. Only after the Katana's defeat by Eldrich in 1998 did Kimiyo regain control of her body.

Now, with her blades mystically hidden as tattoos on her upper arms, Kimiyo can transform instantly into a stylized version of the Crimson Katana's armored samurai robes when she touches the tattoos. (She can also instantly will the change back to her normal form and the blades automatically become tattoos again.) She lives a life under various identities, forced to hide due to the criminal activities done by her body. She rarely points out to people that she's not the crime lord they believe her to be, but the Katanarchists seem to know mystically when their master is not in control of his daughter's body and attack her on sight. She spends much of her time trying to undo her father's plans and dismantle his cult, but she also takes on contracts only to kill or expose those who contracted her. Eldrich, Foreshadow, and Troy Griffin (son of the Human Tank and head of the Ministry of Powers) are among the few who know her secret.

Crimson Katana is an anti-hero looking to undo the evils her father and grandfather wrought upon the world. She is a driven, emotionally distant young woman who trusts only those who earn her confidence. In her civilian identity, she is a well-to-do trust fund girl whose main interests appear to be martial arts, ancient weapons and swords, and shopping.

If her father possesses her, Crimson Katana is a power-mad sorcerer and leader of a cult of assassins who willingly die for him. He constantly seeks both more magical power and needs to be noticed, always marking his kills so there is no doubt the Crimson Katana struck.

Name: Kimiyo Ranaga	
Other Aliases: Hideko Toronji, Julie Edo, "Sam" Kayedo, Mariko Tanashi, Angela Kimiyo, Yukio Fimune, and variations on all of them	
Identity: Secret	**Occupation:** Vigilante
Base of Operations: Mobile; owns properties in Tokyo, Osaka, London, Bombay, San Francisco, and New York City.	
Affiliation: None; when possessed by her father's spirit, she allies with the Katanarchists.	
Height: 5' 3"	**Eyes:** Green
Weight: 104 lbs.	**Hair:** Black

THE CURATOR — POWER LEVEL 15

STR	DEX	CON	INT	WIS	CHA
—	—	—	+20	+19	+10
—	—	0	50	48	31

TOUGHNESS	FORTITUDE	REFLEX	WILL
+20	—	—	+20

Skills: Computers 12 (+32), Craft (chemical) 8 (+28), Craft (electronic) 8 (+28), Craft (mechanical) 8 (+28), Diplomacy 4 (+14), Disable Device 8 (+28), Gather Information 12 (+22), Knowledge (current events) 12 (+32), Knowledge (history) 16 (+36), Knowledge (life sciences) 8 (+28), Knowledge (physical sciences) 10 (+30), Knowledge (technology) 12 (+32), Knowledge (theology and philosophy) 8 (+28), Notice 10 (+29), Search 12 (+32)

Feats: Eidetic Memory, Jack-of-all-Trades, Well-Informed

Powers: Comprehend 4 (languages, machines), **Datalink 18** (Limited to its drones and machined connected to them), **ESP 18** (all senses, Limited to its drones), **Immunity 30** (Fortitude), **Protection 20** (Impervious 12), **Regeneration 14** (self-repairing, +9 recovery bonus)

Combat: Attack +0, Damage +0, Defense +0 (–5 for immobility), Initiative +20

Drawbacks: Disabled (immobile, –4 points)

Note: These traits don't account for the point value of the Curator's solar-system sized headquarters or its potentially countless robotic drones.

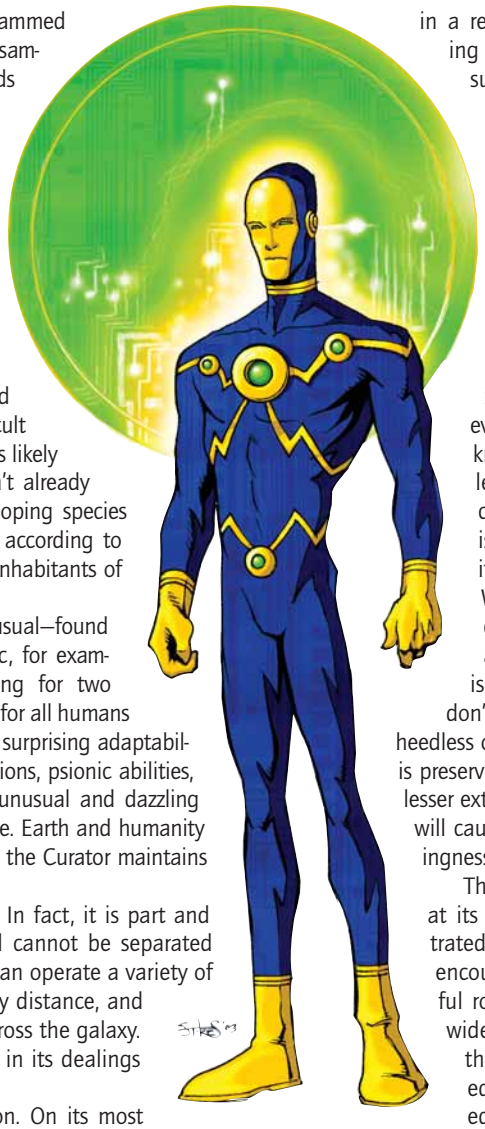
Abilities 69 + Skills 37 (148 ranks) + Feats 3 + Powers 147 + Combat 0 + Saves 1 = Total 257

Real Name: Curator	
Identity: The general public is unaware of the Curator's existence	**Occupation:** Collector
Base of Operations: Milky Way Galaxy	**Affiliation:** None
Height: 6' 0" (drone)	**Eyes:** White (drone)
Weight: 350 lbs. (drone)	**Hair:** None (drone)

Untold millennia ago, a mysterious alien race known only as the Preservers roamed the galaxy, intervening in the evolution of alien species and seeding different forms of life (including human life) on other worlds. The Preservers vanished long ago, but evidence of their existence, and artifacts from their civilization, remain.

One of these may be a vast ringworld orbiting a star hundreds of light years from Earth. The massive construct is a flattened ring around the star, with a radius of nearly 100 million kilometers, its surface a thousand kilometers across, giving it a surface area many times that of the Earth. On the surface of this ringworld are artificial habitats, replicating conditions on hundreds of different planets and many different types of terrain, wherein live samples of alien life. It is a vast zoo, or biological laboratory, with species from hundreds of different worlds, many of them extinct elsewhere in the galaxy.

This alone would make the star system a curiosity, but something of even greater interest lies beneath the surface of the ringworld. Amidst the vast technological superstructure and support system is a sophisticated artificial intelligence that controls and operates the ringworld. It is known as the Curator.



The Curator claims it was created and programmed by the Preservers to gather knowledge and samples, both biological and material, from worlds across the galaxy for preservation. It has never clearly explained why the Preservers did this, but the Curator clearly has no interest in the advancement of galactic knowledge or anything other than its obsessive collection. Attempts to access the vast archives or specimens in the Curator's care have been rebuffed and, when necessary, met with violent opposition. The starfaring races of the galaxy have long since chosen to leave the Curator alone and do their best to avoid drawing its attention. This isn't overly difficult since the more developed a species is, the less likely it has anything of interest the Curator hasn't already collected and cataloged. No, it is the developing species of the universe that hold the most interest according to the Curator's mission, especially the unique inhabitants of Earth.

While humans aren't particularly unusual—found throughout many worlds in the Lor Republic, for example—the inhabitants of Earth are interesting for two reasons. First, they are the original gene-stock for all humans in the galaxy and, second, Earthlings display surprising adaptability. While many alien races have sport mutations, psionic abilities, or racial powers, Earthlings have the most unusual and dazzling variety of superhumans in the known universe. Earth and humanity were clearly of interest to the Preservers, and the Curator maintains this interest.

The Curator itself never leaves its home. In fact, it is part and parcel of the structure of the Archive, and cannot be separated from it. However, the artificial intelligence can operate a variety of robotic drones via hyperspatial link over any distance, and controls and monitors many such drones across the galaxy. Each of these serves as the Curator's proxy in its dealings with other creatures.

The Curator has visited Earth on occasion. On its most recent visit, it attempted to capture Dr. Metropolis, a member of the Freedom League, for study as a unique specimen. Dr. Metropolis' escape destroyed the museum ship sent to Earth, allowing a number of other specimens to escape. Naturally, the Curator wishes to recover these missing specimens and to acquire Dr. Metropolis (and possibly some other unique things Earth has to offer). Thus far, people on Earth are unaware the Curator is not a single alien being, but the intelligence of an alien computer acting through various artificial drones.

The Curator itself is something of a plot device, since it is vast, powerful, and generally out of reach of most characters (unless they have interstellar capabilities). Its drones, however, make excellent antagonists. The most typical use of the Curator is as an interstellar thief and kidnapper. A drone shows up and tries to steal some unique item or capture a unique creature (perhaps a player character) and take it back to the museum ship for eventual delivery to the Archive. The heroes have to get back what the Curator has taken.

Heroes may find themselves in need of something (or someone, perhaps) the Curator has in its vast Archive. Secrets from across the galaxy are gathered there, which may include vital information for overcoming a particular menace to Earth, the galaxy, or even the universe. The trick is getting the Curator to part with it, especially if it has no stake in this problem.

Conversely, the Curator may find itself in need of aid. Perhaps there's something unique out of reach of its drones due to unusual conditions in a region of space or defensive measures aimed at keeping them away. The Curator might try to get a group of super-humans to help it, using either coercion or honest negotiation. There's also the matter of exactly why the Curator is doing all of this collecting. Is it simply following outdated instructions from creators dead and gone for millennia or is there a higher purpose? Perhaps the Archive is intended as a failsafe against some sort of galactic disaster, or a museum of the galaxy before it is destroyed by another force.

The Curator is cold, calculating, and logical. It has no understanding of personal freedoms, individual rights, or the greater good. All it's interested in is its obsessive collection of data and samples. It isn't even really interested in the advancement of science or knowledge. It collects simply because its purpose is collecting, like a sort of cosmic hobbyist more interested in a complete collection than having new toys to play with. It is interested solely in the unique and unusual, although its standards can seem quite strange to Earth humans. While it understands reason, the Curator is exceptionally difficult to reason with because it doesn't care about anything other than its mission. The safety of its drones is largely irrelevant (since they're just tools). For those who don't know the Curator's true nature, this can make it seem heedless of its own safety. The only thing the Curator cares about is preserving its own existence and that of the Archive (and, to a lesser extent, its museum ships). A threat to one or more of those will cause the Curator to respond with force (or perhaps a willingness to negotiate, if confronted with a losing proposition).

The Curator has the resources of an entire solar system at its disposal, although those resources are rarely concentrated in one place at a time. More often, characters will encounter one of the computer's drones, which are powerful robots, typically in humanoid form, although they vary widely depending on their assigned tasks and sectors of the galaxy. A Curator drone is physically powerful and equipped with various defensive capabilities along with equipment for interfacing with various data storage and retrieval systems.

In the Archive, the Curator may have access to virtually any item of technology the Gamemaster cares to give it. It has been collecting things from across the galaxy for millennia, and has accumulated quite the arsenal, all extensively cataloged and cross-referenced, of course.

CURATOR DRONE — POWER LEVEL 10

Str 30	Dex 14	Con —	Int 15	Wis 13	Cha 10

Skills: Notice 8 (+9), Search 8 (+10)

Feats: Eidetic Memory

Powers: Blast 10, **Immunity 30** (Fortitude), **Protection 12** (Impervious 8, Innate), **Super-Senses 11** (darkvision, direction sense, distance sense, microscopic vision 4, radio, time sense, ultra-hearing), **Super-Strength 6** (heavy load: 50 tons)

Combat: Attack +10, Damage +10 (unarmed or blast), Defense +8, Initiative +2

Saving Throws: Toughness +12, Fortitude —, Reflex +4, Will +6

Abilities 22 + Skills 4 (16 ranks) + Feats 1 + Powers 94 + Combat 36 + Saves 7 = Total 164

DOC OTAKU

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
−1	+3	+0	+12	+3	+0
8	16	10	34	16	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10/+0*	+3	+6	+6

*without armor

Skills: Computers 8 (+20), Craft (electronic) 10 (+22), Craft (mechanical) 10 (+22), Disable Device 12 (+20), Drive 6 (+9), Knowledge (physical sciences) 8 (+20), Knowledge (popular culture) 6 (+18), Knowledge (technology) 12 (+24), Language 5 (English, French, Latin, Spanish, Russian), Notice 4 (+7), Pilot 7 (+10), Sense Motive 4 (+7)

Feats: Defensive Attack, Eidetic Memory, Equipment, Inventor, Sidekick 29 (Progression 2, the Angel Androids)

Powers: Device 23 (MechOtaku battlesuit, hard to lose)
MechOtaku Battlesuit: **Blast 10**, **Communication 7** (radio), **Flight 5** (250 MPH), **Growth 16**, **Immunity 9** (life support), **Protection 10** (Impervious), **Super-Senses 1** (low-light vision)

Combat: Attack +8, Damage −1 (unarmed), +10 (blast), +7 (with Growth), Defense +10, Initiative +3

Abilities 34 + Skills 23 (92 ranks) + Feats 35 + Powers 92 + Combat 36 + Saves 9 = Total 229

Real Name: Solo Takashi	
Identity: Secret	**Occupation:** Inventor, criminal
Base of Operations: Tokyo, Japan	**Affiliation:** none
Height: 5'4"	**Eyes:** Brown
Weight: 115 lbs.	**Hair:** Black

Solo Takashi was a genius almost from the time he was born. He spoke five languages by the time he was seven years old and earned his first doctorate at the age of 12. Unfortunately, Takashi was bored. He lacked challenge and he wanted to have peers, intellectual equals. He also wanted to have some fun.

He jumped at the opportunity to study with Daedalus, one of the greatest scientific minds in the world. But he quickly decided that Daedalus was a scared old man unwilling to take risks or let anyone else take them, either. He didn't encourage Takashi's potential, he only tried to limit and control it. He was full of warnings and talk about patience, but Takashi saw the truth: Daedalus was jealous of him, like they all were, jealous of his brilliance and potential.

When Daedalus discovered that Takashi was committing crimes and selling his work to the Foundry, he confronted the young scientist and gave him a chance to own up to what he had done. That ended their working relationship. Takashi went underground, determined to prove himself the intellectual superior of the inventor and hero. So began the career of Doc Otaku.

In the past few years, Doc Otaku has plagued Daedalus, the Freedom League, and the world with the fruits of his twisted genius, ranging from video games and anime come to life to giant robot monsters rampaging through the streets of Tokyo or Freedom City. He's only been apprehended once, and he's shown that a conventional prison facility has little chance of holding him for long.



Doc Otaku, as his name implies, isn't very in touch with reality. He's a bored young genius looking for a new challenge but still very much a boy playing with his new toys. He has no real awareness or empathy for the trouble that he causes; he only cares whether or not he wins the game. He looks down on most people as his intellectual inferiors and likes to taunt them for it.

Doc Otaku is one of the most brilliant inventive minds in the world. He's capable in nearly all fields of knowledge and science, but his specialty is robotics and the creation of various mecha, ranging from the Angel Androids to giant robot monsters. He's also a master of computer hardware and software, and he even created the sophisticated battle-suit he wears.

Doc Otaku usually operates behind the scenes, sending mecha out to do his work for him. The Angel Androids are his assistants, bodyguards, and agents. Takashi has been known to use android duplicates of himself as decoys in case heroes manage to track down his hidden bases. He also doesn't hesitate to use his mecha to create distractions to allow him to escape when the "game" is over.

Doc Otaku is a source for giant mecha and androids in the campaign, either menaces he unleashes on an unsuspecting populace or custom work done for various clients (usu-

ally facilitated by the Foundry). Doc can take your favorite anime, manga, video game, or toy and turn it into a threat for the heroes to face. Although he's primarily focused on building his own "monsters," Doc might also take an interest in the inhabitants of Kaiju Island. Doc Otaku and Toy Boy make excellent rivals or even more dangerous friends. Perhaps they stage "games" to see which of them can pull off the cleverest crimes or "collect" the largest number of defeated superheroes.

THE ANGEL ANDROIDS (AKI, AKO & AYA)

Aki, Ako, and Aya are Doc Otaku's most enduring and most well known creations. They are sophisticated androids that look like teenage girls dressed in Japanese school uniforms. Aki looks Asian, Ako is a redhead with freckles, and Aya is a blond with big blue eyes.

Other than their cosmetic differences in appearance, all three Angel Androids are identical in size and abilities. They are all superhumanly strong and fast, resistant to most forms of harm, and immune to biological needs like air, food, or rest. All three have giggly, girlish personalities and they all adore Takashi (as they are programmed to do).

The Angel Androids are intelligent and capable of independent thought, although they would never do anything that would harm their beloved Takashi or make him upset. They're relentlessly cheerful and pleasant, even while they're pounding opponents into the pavement, and they always leave a scene with a smile, a wave, and a happy, "Have a nice day! Buh-bye!"

Doc Otaku maintains plans for the Angel Androids and backs-up their memory files on a regular basis, so he can easily re-create any or all of them if they are destroyed. They are his favorite agents, and he often uses them to help carry out his plans. Otherwise the Angels act as his bodyguards and see to his every need.

ANGEL ANDROIDS — POWER LEVEL 10

Str 30	Dex 34	Con —	Int 11	Wis 12	Cha 14

Skills: Acrobatics 4 (+16), Notice 4 (+5), Sense Motive 8 (+9)

Feats: Attractive, Set-up, Teamwork

Powers: Immunity 40 (Fortitude, mental powers), **Protection 8**

Combat: Attack +10, Damage +10 (unarmed), Defense +12, Initiative +12

Saving Throws: Toughness +8, Fortitude —, Reflex +12, Will +6

Abilities 41 + Skills 4 (16 ranks) + Feats 3 + Powers 38 + Combat 44 + Saves 5 = Total 145

DR. SIN — POWER LEVEL 12

Real Name: Tzin Sing **Occupation:** Criminal

Identity: Secret, the general public is unaware of Dr. Sin's existence

Base of Operations: Various hidden bases around the world **Affiliation:** None

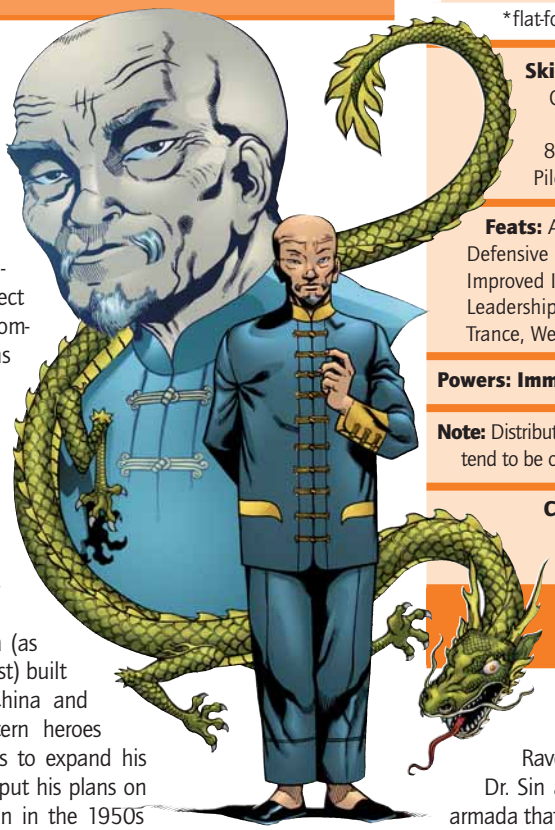
Height: 5'5" **Eyes:** Black

Weight: 125 lbs. **Hair:** White

STR	DEX	CON	INT	WIS	CHA
+0	+3	+2	+17	+15	+5
10	17	15	44	40	20

TOUGHNESS	FORTITUDE	REFLEX	WILL
+7/+2*	+7	+8	+17

*flat-footed



Dr. Tzin Sing was born over a century ago in China to a family that clung to a bygone era of Imperial privilege and prestige. Even as a boy he was a brilliant scholar drawn to the study of science. As he grew older, he learned that others did not appreciate his intellect or his achievements, often becoming intimidated or jealous. It was the way of things: People feared their superiors and tried to drag them down to their own base and common level. Tzin Sing would not allow himself to be dragged down. Instead, he would use his intellect and his ambition to achieve greatness.

Starting in the 1920s, Dr. Sin (as he has become known in the West) built himself a criminal empire in China and struggled against various Western heroes who tried to thwart his schemes to expand his power. World War II temporarily put his plans on hold, but Dr. Sin appeared again in the 1950s and 1960s. His greatest enemy then was the hero known as the Raven, who foiled the sinister doctor's plans at every turn. Raven also won the heart of Sin's daughter, Jasmine. Eventually, Dr. Sin and the Raven had a final confrontation aboard Sin's airship armada that left the Raven crippled and Dr. Sin presumed dead.

Skills: Bluff 8 (+13), Computers 4 (+21), Craft (chemical) 8 (+25), Craft (mechanical) 4 (+21), Disable Device 8 (+25), Drive 5 (+7), Escape Artist 12 (+14), Gather Information 12 (+17), Intimidate 8 (+13), Language 5 (English, Japanese, Latin, Russian, Sanskrit), Pilot 5 (+7), Sense Motive 4 (+19), Sleight of Hand 5 (+7)

Feats: Artificer, Attack Focus (melee) 6, Contacts, Defensive Attack, Defensive Roll 5, Diehard, Dodge Focus 6, Equipment 20, Evasion, Improved Initiative, Improved Throw, Inspire, Inventor, Jack-of-all-Trades, Leadership, Master Plan, Minions 20, Power Attack, Stunning Attack, Trance, Well-Informed

Powers: Immunity 3 (aging, disease, poison)

Note: Distribute Dr. Sin's Equipment and Minion ranks as you see fit. His Minions tend to be ordinary thugs along with some ninja (see *M&M,* pages 229 and 227).

Combat: Attack +14 (melee), +8 (ranged), Grapple +14, Damage +0 (unarmed), Defense +14 (+4 flat-footed), Knockback –3, Initiative +7

Abilities 86 + Skills 22 (88 ranks) + Feats 73 + Powers 3 + Combat 32 + Saves 12 = Total 228

Having cheated death many times before, Sin did so again. He extended his life with ancient potions and secret meditation techniques. He rebuilt his criminal empire from the shadows and plotted vengeance against his old foe, now married to Sin's daughter and with a child of his own. Dr. Sin attempted to kidnap his granddaughter, but Raven and Jasmine came to rescue her. When Jasmine took a killing blow meant for her husband, Dr. Sin was forced to flee. He has rededicated himself to his plans of conquest and has sworn that his granddaughter, the new Raven, will either join him or suffer her mother's fate as a traitor to her own blood. As for her father, words cannot describe the hatred Dr. Sin feels for the man he holds responsible for his beloved Jasmine's death.

Dr. Sin is a combination of inscrutable calm and detachment and supreme arrogance. He knows he is one of the greatest minds that ever lived and believes it is therefore his destiny to rule over his inferiors, regardless of their simple wishes. He lives for the challenge of struggling against a worthy adversary, since victory without struggle is meaningless. He fancies himself a man of honor. He won't go back on his sworn word, although he's willing to use cunning and deception to achieve his ends. Any challenge to his authority or inherent superiority must be met and overcome.

Dr. Sin has a brilliant scientific and analytical mind, making him one of the greatest scientists and inventors who has ever lived. He has adapted alien technology (salvaged from ancient Preserver, Serpent People, and Atlantean sites) for his own uses and has developed a number of technological innovations from them. He combines this with knowledge of ancient Chinese herbalism, alchemy, and martial arts. Dr. Sin prefers to operate as a mastermind behind the scenes, using various pawns to put his plans into action. He maintains secret bases hidden around the world and legions of followers awaiting his commands.

DOWNTIME

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+1	+3	+1	+0	+1	+0
12	16	13	11	12	11

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+1*	+5	+9	+5

*flat-footed

Real Name: David Andersen

Identity: Public | **Occupation:** Criminal

Base of Operations: Freedom City | **Affiliation:** None

Height: 5' 11" | **Weight:** 165 lbs.

Eyes: Brown | **Hair:** Sandy Brown

Skills: Bluff 6 (+6), Disable Device 12 (+12), Knowledge (streetwise) 4 (+4), Knowledge (technology) 4 (+4), Sense Motive 8 (+9), Sleight of Hand 10 (+13), Stealth 8 (+11)

Feats: Defensive Roll 5, Dodge Focus 4, Elusive Target, Sneak Attack

Powers: Device 26 (time-belt, hard to lose)
Time Belt: **Deflect 10** (all ranged attacks), **Enhanced Attack 5, Enhanced Defense 8**, **Enhanced Feats 5** (Evasion 2, Fast Overrun, Improved Overrun, Seize Initiative), **Invisibility 2** (all visual senses), **Super-Senses 1** (time sense), **Time Control 10**

Combat: Attack +12, Grapple +13, Damage +1 (unarmed), Defense +18 (+7 flat-footed), Knockback –3, Initiative +43

Abilities 15 + Skills 13 (52 ranks) + Feats 11 + Powers 104 + Combat 26 + Saves 14 = Total 183



David Andersen graduated from small-time petty thief to professional burglar. He had some brushes with the law, but nothing stuck. David was convinced he could get away with pretty much anything, but for how long? He wanted to make the big score, something to set him up for life. That's when the Foundry hired him to steal a new invention from the Bayview home of Dr. Julius Wells. Andersen cased the house and then broke in to take the device, a prototype based on Dr. Wells' temporal research, along with the doctor's notes and files. He slipped up, and the doctor surprised him. Andersen panicked, leaving Dr. Wells lying unconscious on the floor, and fled.

Looking to escape from police, Andersen looked over Wells' notes and tried using the time device. What he didn't know was the device "imprinted" on his bio-molecular pattern, since it needed adjustment for each user. All David Andersen knew was he got some serious downtime. From his perspective, it was like the rest of the world froze, allowing him to move about unseen, in between moments. It was power and freedom like he never knew.

Unfortunately for Andersen, his use of the device made it useless for anyone else, including the Foundry. When his erstwhile employers tried to kill him, Andersen took the device and fled. He began committing a series of inexplicable robberies, getting in and out of places too fast to be seen or stopped by anyone. Even heroes like the Raven and Dr. Metropolis were just motionless obstacles, frozen in time.

Downtime met his match when Johnny Rocket entered his "downtime" field. Johnny's own super-speed allowed him to counteract Downtime's temporal manipulation, effectively canceling each other out. While other people were greatly slowed down, Johnny moved at the same apparent speed as Downtime. The Freedom League speedster captured Andersen and, this time, the charges stuck.

Downtime later escaped from prison using a residual of power from his stolen time device (which was confiscated by the authorities). He recovered his costume and went for revenge on Johnny Rocket. Johnny managed to put him away again. Downtime has proven he's willing to do what it takes to meet his goals: enough wealth to live on easy street and revenge against the people who helped put him away.

Downtime's tactics are quite simple: get in, grab the goods, and get out, all without being seen or caught. Generally, the super-speed and invisibility bestowed by his time-belt allow him

to do so easily. In these cases, Downtime can rarely resist the opportunity to play practical jokes or leave taunting messages for the authorities. He's known for speaking directly into surveillance cameras, for example, knowing someone can later slow down the playback enough for him to be seen and heard as anything other than a faint blur and a high-pitched bleep.

When he's dealing with heroes, Downtime's primary goal is escape. He doesn't have much in the way of offensive abilities. Instead he relies on being unseen and his ability to evade attacks coming his way, since everything moves in slow motion to him. He generally flees the scene as soon as he's achieved his goal, although he may linger to taunt or toy with heroes, so long as he's confident they can't touch him. He's not above leaving dangerous situations behind him to further delay any pursuit, such as causing traffic accidents or leaving oil slicks across roadways.

Downtime's control over his time-belt is largely instinctual. He's been known on occasion to stumble across a particularly novel or innovative use for it (essentially a use of Gamemaster fiat). The Gamemaster can use this to keep players from becoming too confident about Downtime's exact capabilities.

FEAR-MASTER

POWER LEVEL 10

Real Name: Melvin "Vin" Blume	
Identity: Public	**Occupation:** Criminal
Base of Operations: Freedom City	**Affiliation:** none
Height: 6' 1"	**Eyes:** Yellow or red (naturally brown)
Weight: 165 lbs.	**Hair:** Black (naturally brown)

STR	DEX	CON	INT	WIS	CHA
+0	+1	+1	+3	+2	+4
10	13	13	16	15	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+1*	+4	+6	+8

*flat-footed

Skills: Bluff 8 (+12), Craft (electronic) 8 (+11), Disguise 8 (+12), Escape Artist 8 (+9), Intimidate 8 (+12), Knowledge (behavioral sciences) 8 (+11), Knowledge (physical sciences) 6 (+9), Perform (keyboards) 4 (+8), Notice 4 (+6), Sense Motive 10 (+12), Sleight of Hand 4 (+5), Stealth 4 (+5)

Feats: Attack Focus (ranged) 3, Defensive Roll 5, Distract (Intimidate), Dodge Focus 2, Evasion, Improved Initiative, Startle, Taunt

Powers: Device 5 (fear weapons, hard to lose)
Fear Weapons: **Emotion Control 10** (subsonic, Area Burst, Limited to fear, Alternate Powers: **Fatigue 5** [Alternate Save: Will, Perception Range], **Illusion 6** [all senses, Free Action to Maintain, Limited to images of fear, Phantasms, Selective], **Nauseate 5** [Alternate Save: Will, Perception Range], **Paralyze 5** [Perception Range], **Stun 5** [Alternate Save: Will, Perception Range])

Combat: Attack +8, Grapple +8, Damage +0 (unarmed), Defense +12 (+5 flat-footed), Knockback –3, Initiative +5

Abilities 25 + Skills 20 (80 ranks) + Feats 15 + Powers 20 + Combat 36 + Saves 14 = Total 130


Storm

Melvin Blume was saddled with a geeky name, an intelligent mind, and a thin, unimposing physique making him the target of bullies and cruel taunts. He quickly lost interest in school despite his considerable intelligence and got more and more involved in the Goth subculture, a reflection of what he considered the pointlessness of life. He became a fan of dark and nihilistic music, literature, and art, as well as horror movies and fiction. In his heart, Vin (as he preferred to be called) dreamed of becoming one of the monsters from those stories, a force of terror able to strike back at the people who tormented him all his life.

He decided to attend the Freedom School for the Arts as a music major and his skill in electronic music was enough to gain him admission. Blume often clashed with his teachers because of his obsessive mania for his particular brand of disturbing performance. He had no interest in the classics or the styles of other artists. He accused others of not understanding his genius. He wanted to provoke feelings with his work, but not pleasant ones. He wanted to stir up fear, disgust, and terror. He deliberately went for shock value and maximum offense.

Vin went beyond lyrics and melody in his pursuit of freaky music. He stumbled upon subliminal sonic frequencies that could stimulate the fear centers of the brain, inducing unreasoning terror and even hallucinations. When he figured out what he was capable of doing, Melvin Blume created a costume for himself based on his stage persona, adopted the name Fear-Master, and set out to give Freedom City a true taste of terror.

Fear-Master quickly ran up against the Raven, who put a stop to his revenge scheme and sent Blume to the South River Correctional Facility for a ten-year stretch. Prison only hardened Blume and made his Fear-Master persona more prominent. When he managed to escape from prison, he tried to get his revenge on Raven and continue his reign of terror. Fear-Master has become increasingly obsessed with making other people, especially heroes, afraid of him, and he has expanded and refined his arsenal of fear-technology over the years.

Fear-Master generally works alone, although he has teamed up with some of Raven's other foes on occasion. He has also encountered some of Freedom City's other heroes, particularly Foreshadow. On one occasion he managed to make everyone in Freedom City afraid of superhumans, to the point where the Moore Act was nearly reinstated and superhumans outlawed, but the Freedom League exposed the manipulation and destroyed Fear-Master's broadcast device.

Melvin Blume has encountered the original Fear-Master, Dr. Arthur Levitt, a criminal psychologist and foe of the original Raven, who used bio-chemical devices to induce fear. He stole some of Levitt's technology and attempted to drive him to madness, convincing Levitt he was secretly the new Fear-Master, but the Raven thwarted his plans. Fear-Master and the Maestro know and despise each other for their incompatible tastes in music and their similar accomplishments in the science of sonics. The Maestro has accused Fear-Master of stealing his inventions, although truthfully Blume made his discoveries on his own.

THE FREEBOOTER

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+4	+4	—	+8	+2	+3
19	18	—	26	15	17

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8	—	+8	+6

Skills: Acrobatics 8 (+12), Bluff 13 (+16), Climb 6 (+10), Computers 16 (+24), Concentration 8 (+10), Craft (electronic) 10 (+18), Craft (mechanical) 8 (+16), Diplomacy 8 (+11), Disable Device 12 (+20), Disguise +33 (using Morph), Intimidate 8 (+11), Knowledge (technology) 10 (+18), Language 3 (Arabic, German, Japanese), Notice 12 (+14), Search 6 (+14), Sense Motive 8 (+10), Stealth 8 (+12)

Feats: Connected, Contacts, Eidetic Memory, Improved Disarm, Move-by Action, Taunt, Well-Informed

Powers: **Device 2** (cutlass, easy to lose), **Energy Absorption 4** (healing), **Immunity 30** (Fortitude), **Leaping 4**, **Morph 6** (Chuck McGinnis), **Protection 8**, **Super-Senses 8** (blindsight, X-ray vision)
Cutlass: **Strike 9** (Alternate Power: **Deflect 9** [projectiles])

Combat: Attack +12, Grapple +16, Damage +4 (unarmed), +9 (cutlass), Defense +13, Knockback –4, Initiative +4

Drawbacks: Normal Identity (Jared McGinnis, –4 points)

Abilities 35 + Skills 36 (144 ranks) + Feats 7 + Powers 78 + Combat 50 + Saves 8 – Drawbacks 4 = Total 210

JARED MCGINNIS

POWER LEVEL8

Str 9	Dex 8	Con 14	Int 26	Wis 15	Cha 17

Skills: Bluff 13 (+16), Computers 16 (+24), Concentration 8 (+10), Craft (electronic) 10 (+18), Craft (mechanical) 8 (+16), Diplomacy 8 (+11), Disable Device 12 (+20), Intimidate 8 (+11), Knowledge (technology) 12 (+20), Language 3 (Arabic, German, Japanese), Notice 2 (+4), Sense Motive 8 (+10)

Feats: Connected, Contacts, Eidetic Memory, Equipment (wheelchair), Taunt, Well-Informed

Combat: Attack +0, Grapple –1, Damage –1 (unarmed), Defense +0, Knockback –1, Initiative –1

Saving Throws: Toughness +2, Fortitude +4, Reflex –1, Will +6

Drawbacks: Disability (paraplegic, –4 points)

Abilities 29 + Skills 27 (108 ranks) + Feats 6 + Powers 0 + Combat 0 + Saves 6 – Drawbacks 4 = Total 64

Born in 1980 with a birth defect that left his spine twisted and underdeveloped, Jared McGinnis has been a paraplegic all his life. Despite his lack of physical skills, Jared's mental development soared off the charts. After the age of four, though, Jared noticed that he was treated differently and how his parents seemed intimidated by his intelligence. He continued to read and learn, but held himself back so as to not stand out on tests and exams. At the age of six, he began taking computer classes at home and quickly mastered the skills (and even improved the design of the computer).

Chuck McGinnis succumbed to cancer in 1994 and his wife Mary died in a car accident in 1998, leaving Jared on his own. By then, Jared had an IQ exceeding the faculty at H.I.T., and had earned degrees in electrical engineering, computer design, and software development, among others. He became a shut-in after his mother died, allowing people into his Hanover brownstone only for deliveries.

Real Name: Jared McGinnis	
Identity: Secret	**Occupation:** Hacker
Base of Operations: Freedom City	**Affiliation:** None
Height: 5' 9"	**Eyes:** Brown
Weight: 180 lbs.	**Hair:** Brown

At the same time, he cultivated a new life for himself on the Internet. Jared spent most of his time online as a member of the Legion, hacking his way into computer systems worldwide and learning about the abuses of power that kept most people under the control of the rich. As the Freebooter, Jared became a notorious hacker. He always leaves behind a virtual Letter of Marque noting: "You have been boarded and assailed due to my disdain for your politics, economics, and your general lack of moral fiber!"

Jared wanted to make the Legion into an anarchist group to bring down the corrupt establishment and share the wealth with everyone. When they would not acknowledge Freebooter as their leader, he vowed to show them what he could accomplish on his own. Jared spent most of the year 2000 building the Techno-Pirate android. Now, for the first time in his life, he didn't need others to act for him—he could act through the android.

Jared patterned the android's brain on his own. The Freebooter android looks like an idealized version of Jared dressed as a futuristic swashbuckling



pirate, though it can change its appearance to look like Chuck McGinnis in his prime (and thus evade capture by camouflage).

Freebooter now exists online as Jared's hacker persona but also walks the streets of Freedom City and elsewhere, tending to Jared's needs and acting as the Techno-Pirate when need be. More times than not, "Tech" remains at Jared's brownstone and acts as his primary cook, butler, and sole friend. If he's needed to access computers normally unreachable via the 'net, the android goes to the location and Jared takes possession of his form to spread the word that no hacker can match the Freebooter.

Jared is angry at the world. He reacts, rather than acts, to social injustices. He'll bring down a company for having laid off workers but giving their board members raises. He'll dig up personal secrets of government officials and release them online if a Senator votes for a lobby rather than his constituents. He hates the idea of information restrictions and fights to "keep information free" regardless of the consequences. He sees himself as a romantic and misunderstood hero, even if he's little more than an angry and immature mind lashing out at "the establishment."

GAMMA, THE ATOM-SMASHER

POWER LEVEL 12

Real Name: Adam Ward	
Identity: Secret	**Occupation:** Criminal
Base of Operations: Mobile	**Affiliation:** None
Height: 6'5"	**Eyes:** Glowing blue
Weight: 250 lbs.	**Hair:** None

STR	DEX	CON	INT	WIS	CHA
+14	+2	+5	+1	+0	+0
38/18	12	20	13	11	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+15	+11	+5	+8



Skills: Knowledge (physical sciences) 2 (+3), Knowledge (technology) 2 (+3), Notice 4 (+4), Sense Motive 4 (+4)

Feats: Endurance, Improved Pin, Power Attack

Powers: Drain Constitution 1 (radiation sickness, Aura, Disease, Permanent), **Enhanced Strength 20**, **Radiation Control 12** (Alternate Power: **Strike 12** [radiation, Aura]), **Flight 8** (2,500 MPH), **Immunity 14** (life support, radiation attacks), **Protection 10** (Impervious), **Super-Strength 5** (heavy load: 76 tons)

Combat: Attack +10, Grapple +29, Damage +14 (unarmed), +12 (blast), Defense +9, Knockback -12, Initiative +1

Abilities 24 + Skills 3 (12 ranks) + Feats 3 + Powers 109 + Combat 38 + Saves 18 = Total 195

Dr. Frank Ward was a brilliant nuclear physicist and research scientist who took too many risks in his pursuit of knowledge. Those risks came back to haunt him when his son Adam was born a mutant with severe mental retardation and a hard-radiation aura that resulted in his mother's death. Dr, Ward kept his son in isolation, shielding everyone from Adam's uncontrolled radiation bursts, and spent the next 16 years seeking a cure for his condition. His search became more urgent when Dr. Ward discovered he was dying of cancer, most likely from exposure to Adam's radioactive emissions over the years, despite his best precautions.

Ward developed an experimental treatment he believed would leech off Adam's excess radioactivity and also grant him a measure of normal mental capacity, once the interfering energy stopped overloading his synapses. Unfortunately, Dr. Ward's plan required the theft of a large amount of radioactive material, which drew the attention of the Atom Family. Tracking the thefts, they discovered Dr. Ward's secret laboratory and fought the mercenaries he hired.

Damage to the lab forced Dr. Ward to make the final connections for his device manually. His last act was to place a device over his son's unshielded head—only the second time in 16 years that he was able to touch his child directly. Ward collapsed near his son. Adam finally gained a measure of control over his power and his intellect was awakened, but at the cost of his father's life.

The Atom Family fought past the mercenaries and found a large blue man cradling the doctor's corpse and sobbing over it. It got up and came toward them, its radioactive arms wide. Assuming this "monster" had killed the doctor, the Atoms attacked before it got its massive hands on them. Finally aware for the first time in his life and aching for contact, Adam's first real contact with strangers was a violent attack. Shocked and confused, he responded in kind until Dr. Atom realized the truth of the situation. The heroes calmed him down and turned the child-like Adam over to ASTRO Labs.

At ASTRO, Adam's intellect soared as a result of his father's final treatments and the mental stimulation he received from staff doctors and nurses

who attended him around the clock. Adam learned to speak articulate English within days, learned to read and write in weeks, and absorbed knowledge so swiftly that he learned the equivalent of a high school education inside of four months—though by the end of that period, his mental acuity plateaued and he now learned and understood things only slightly faster than any other teenager. Unfortunately, even though he could see and hear people and talk with them, he was still trapped in isolation and unable to touch or be touched. Overhearing some of the doctors talking, he learned the details of his father's death, and the stress of his constant imprisonment and now having some understanding of what he'd lost drove Adam Ward over the edge.

Adam broke out of ASTRO and swore revenge against the Atom Family for causing his father's death by interfering with his experiments. He also vowed unending hatred at all scientists, since none ever saw him as anything more than a test subject. Adam Ward took on the name "Gamma, the Atom-Smasher" and has made several attempts to destroy the Atom Family. Each has ended in failure and only further embittered the atomic mutant, now a true renegade from human society. His bitterness has grown to encompass most of humanity, which he blames for his outcast state.

Adam is a bitter and lonely young man. His father's final treatments awakened a keen intellect, but Adam had neither the emotional stability nor the life-experience to handle all the conflicts and complexities of modern life. In many ways, Gamma is a vengeful child lashing out at the people he considers responsible for his pain. Denied human contact all his life, he's intensely lonely, but denies that he needs anyone or anything. He claims that humanity rejected him first, and that he will show them how right they were to fear him.

THE GREEN MAN — POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+3	+1	+4	+3	+2	+0
16	12	18	16	15	11

TOUGHNESS	FORTITUDE	REFLEX	WILL
+10	+10	+4	+8

Skills: Intimidate 6 (+6), Knowledge (life sciences) 12 (+15), Notice 4 (+6), Profession (scientist) 8 (+10), Sense Motive 6 (+8)

Feats: Minions 10 (up to 500 Animated Trees, page 238, *M&M*)

Powers: **ESP 8** (all senses, Medium: plants), **Immunity 4** (disease, sleep, starvation, suffocation), **Plant Control 12** (Alternate Powers: **Nauseate 8** [pollen cloud, Area Burst], **Summon Animated Trees 2** [*M&M*, page 233, Horde, Perception Range, Progression 9 (up to 1,000)]), **Protection 6**, **Regeneration 15** bruised 1/round, injured 1/round, disabled 1/minute, Regrowth), **Super-Movement 3** (permeate, Limited to vegetation)

Combat: Attack +10, Damage +3 (unarmed), Defense +10, Initiative +1

Drawbacks: Vulnerable (defoliants, +50% damage, -2 points)

Abilities 28 + Skills 9 (36 ranks) + Feats 10 + Powers 78 + Combat 40 + Saves 15 – Drawbacks 2 = Total 178

The being now known as "The Green Man" began life as Dr. Nathan Grovemont, a botanist and research scientist who studied the evolution and development of plant life. Nathan became convinced humanity's harmful side-effects on the environment was something evolution could not overcome, and it was only a matter of time before the human race rendered the Earth uninhabitable.

He experimented with new strains of plant life that could survive the ecological disasters he saw coming. Since plants did not adapt to environmental changes quickly enough, he needed to make them more aware and capable of molding their environments to suit them. In time, he developed his "morphological stimulator," a device that used a plant's morphic energy field to grant it animation and movement without true intelligence. When his funding was cut and his project scrapped, his protests went unheard, so he took his prototype stimulator and used it himself.

The following week, trees from Liberty Park robbed a local Freedom City bank, ignoring gunfire and overturned a police car that tried to stop them. Several other crimes occurred as the mysterious "Green Man" used his vegetable minions to steal for him. Eventually, Dr. Grovemont was caught and sentenced to time in Providence Asylum. He escaped with the aid of a makeshift device and some ivy growing on the walls. This time, he pursued his experiments to their "logical conclusion." He used his equipment and a series of chemical treatments to alter his own morphic field, turning himself from a human being to an animate plant. Dr. Grovemont left his old life behind and began his career as an eco-terrorist and self-proclaimed savior of the Earth. He thinks it is time for him to teach the trees to fight back against their killers.



Dr. Grovemont was an unbalanced personality even before he turned himself into a plant. It's difficult to say whether or not the Green Man is completely insane or has a perspective completely alien to human experience. In either case, he has little or no regard for human life, considering it a "pestilence" on the face of the Earth. Still, the Green Man does not want to destroy the world, or even to destroy humanity, so long as they learn their proper place in the scheme of things. He wants to "liberate" the plant kingdom to better defend itself. He considers himself superior to humanity, both intellectually and physically, and points this out at nearly

every opportunity. Although he sometimes employs human agents to do his dirty work—fanatical eco-terrorists and petty criminals—the Green Man has no real ties to humanity, only his kinship with the plant kingdom.

The Green Man is a living, mobile, intelligent humanoid plant with the ability to control other plants and impart tremendous growth and mobility to them. His body is made up of a substance similar to dense wood, giving him superhuman strength and resistance to injury. His plant-body heals quickly from any injuries and he can animate and command plants to do his bidding. He usually operates in areas where plants can be found in abundance: forests, wetlands, and even large parks. His usual subjects are trees, but all types of plants have their uses. The Green Man also often carries a bag of seeds with him. His power can cause them to sprout even on city streets or sidewalks and grow unbelievably fast, and he's used mutated vines to crack solid concrete in the past.

Real Name: Nathan Grovemont	
Identity: Public	**Occupation:** Botanist, criminal
Base of Operations: Freedom City	**Affiliation:** None
Height: 6'4"	**Eyes:** Amber
Weight: 240 lbs.	**Hair:** None (leaves)

HADES

POWER LEVEL 15

Real Name: Hades	**Occupation:** God of the Underworld
Identity: Public, but most people don't believe Hades is really a god.	
Base of Operations: Tartarus	**Affiliation:** The Olympian Gods
Height: 6' 3"	**Eyes:** Black
Weight: 350 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+12	+2	+13	+2	+15	+15
34	14	36	15	40	40

TOUGHNESS	FORTITUDE	REFLEX	WILL
+19	+16	+5	+20

Skills: Concentration 8 (+28), Diplomacy 4 (+24), Gather Information 4 (+24), Intimidate 4 (+24), Knowledge (arcane lore) 16 (+18), Knowledge (history) 12 (+14), Sense Motive 4 (+24)

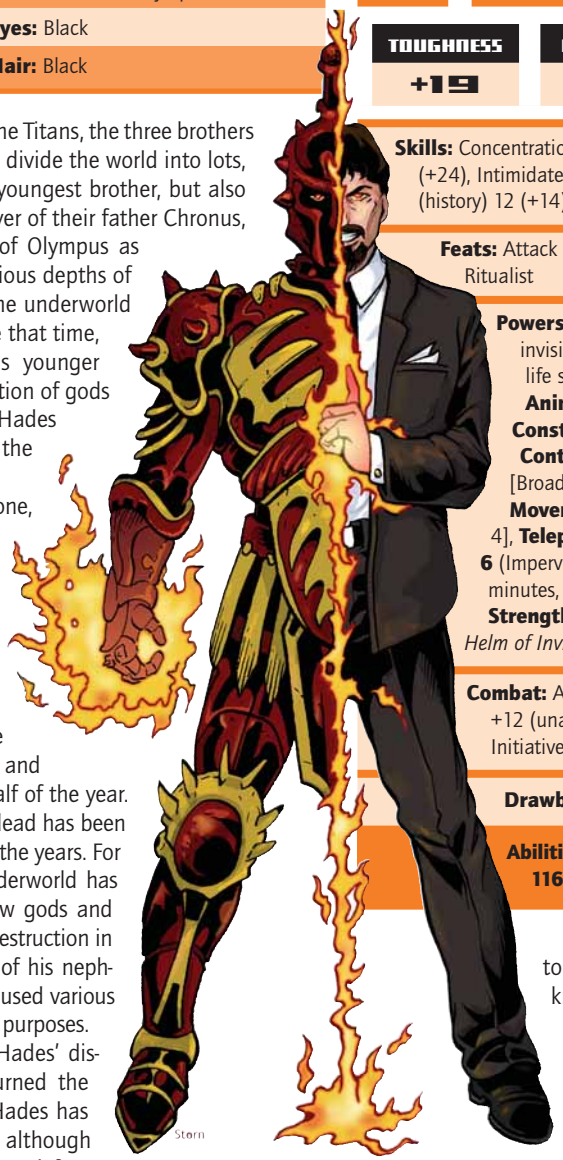
Feats: Attack Focus (melee) 4, Fearsome Presence 4, Jack-of-all-Trades, Ritualist

Powers: Comprehend 2 (languages), **Device 2** (helm of invisibility, easy to lose), **Immunity 15** (aging, death effects, life support), **Magic 18** (Dynamic, spells (all Dynamic): **Animate Objects 12**, **Darkness Control 18**, **Drain Constitution 18**, **ESP 8** (all senses, Dimensional), **Hellfire Control 18**, **Morph 12** (any form), **Summon Undead 7** [Broad Type, Horde, Progression 8 (up to 500)], **Super-Movement 1** [dimensional, Affects Others, Progression 4], **Teleport 18** [1,800 ft./anywhere in the galaxy), **Protection 6** (Impervious), **Regeneration 15** (+9 recovery, injured 1/5 minutes, disabled 1/hour, death 1/day, Regrowth), **Super Strength 5** (heavy load: 45 tons)
Helm of Invisibility: **Invisibility 2** (all visual senses, Close Range)

Combat: Attack +16 (melee), +12 ranged, Grapple +28, Damage +12 (unarmed), +18 (hellfire), Defense +11, Knockback -12, Initiative +2

Drawbacks: Disability (bound to Tartarus, -4 points)

Abilities 119 + Skills 13 (52 ranks) + Feats 10 + Powers 116 + Combat 46 + Saves 6 – Drawbacks 4 = Total 306



After the gods overthrew their parents the Titans, the three brothers Zeus, Poseidon, and Hades gathered to divide the world into lots, over which they would rule. Zeus, the youngest brother, but also the liberator of his siblings and the slayer of their father Chronus, took the sky and the celestial realm of Olympus as his domain. Poseidon chose the mysterious depths of the seas, while dark Hades inherited the underworld and the deep places of the Earth. Since that time, Hades became bitterly jealous of his younger brother, now patriarch of a new generation of gods who ruled over Mount Olympus, while Hades ruled over nothing but the shades of the dead in his dark and lonely kingdom.

Hades chanced to see Persephone, the lovely daughter of the goddess Demeter. Taken by her beauty, he abducted her to be his queen. Although Zeus and Demeter insisted upon her return, Hades countered that Persephone had eaten the food of the dead in the form of some pomegranate seeds. So Zeus was forced to rule that Persephone remain Hades' queen and dwell in the underworld with him for half of the year. The lovely queen of the domain of the dead has been the sole mitigating force on Hades over the years. For much of the time, the King of the Underworld has sought to usurp the power of his fellow gods and extend his domain through death and destruction in the mortal world. He has made dupes of his nephews Ares and Hermes on occasion, and used various mortal pawns and monsters to serve his purposes.

One particular mortal who earned Hades' displeasure was Daedalus, when he spurned the gods' gift of immortality. Since then, Hades has claimed Daedalus' soul for his own, although Zeus has forbidden the God of the Dead from striking Daedalus down personally. Instead, Hades has worked through agents and intermediaries over the centuries in plots to kill Daedalus and end his immortal existence. The knowledge Hades awaited him in Tartarus may have very well kept Daedalus from seeking death at times when his life seemed to have lost meaning.

In recent years, Hades has used the Murder Spirit known on Earth as Jack-A-Knives as one of his primary agents; an entity stripped of everything except the will and desire to kill. Hades granted immortality to Daedalus' foe the Minotaur, with the caveat that the man-bull must sacrifice souls each year to Hades. The Lord of Tartarus has also

dealt with the likes of Medea and the brass man Talos, although the latter prefers to have as little to do with Hades (and the other gods) as possible.

When Daedalus adopted his public identity as a superhero in Freedom City, Hades took it as a personal affront. He massed an army of the dead and invaded the city with the unwitting aid of an amateur mortal wizard seeking power. Instead, all he received was a place in Hades' undead legions as they stormed Freedom City. Various heroes, including Daedalus, united to oppose Hades and his forces, and successfully drove them back to Tartarus. Angered by Hades' presumption, Zeus forbade his brother to ever so directly invade the Earth again. Daedalus and his allies went on to found the Freedom League, a target of Hades' wrath ever since.

For years after the formation of the Freedom League, Hades bedeviled Daedalus and other heroes with his schemes. Unable to invade the world of the living, he still caused considerable trouble through the use of various pawns, granting temporary powers to ambitious mortals, unleashing mythological monsters, or attempting to draw heroes into his underworld domain to entrap them forever (such as when the Freedom League switched places with the condemned souls of Tantalus, Sisyphus, and others). Each time, heroes thwarted Hades' plans, occasionally with the aid of Persephone, who did what she could to curb her husband's excesses.

When Daedalus left Earth for a time, Hades lost track of his old foe and fell into a long period of brooding in Tartarus. Daedalus' return during the Terminus Invasion both drew Hades' attention and inspired the dark god. Where Omega had nearly succeeded in drawing Earth into the Terminus, Hades would use other super-villains to do his work, leading humanity toward destruction and bringing them under the shadow of his kingdom of death. Then Hades, Lord of the Underworld, would reign as the supreme god of Olympus and the world!

THE HELLQUEEN — POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+6	+2	+7	+0	+3	+9
22	15	25	11	17	28

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9/+7	+10	+5	+9

*flat-footed

Skills: Bluff 4 (+13/+17), Concentration 8 (+11), Diplomacy 4 (+13/+17), Disguise 4 (+13, +33 with Morph), Intimidate 4 (+13), Knowledge (arcane lore) 10 (+10), Notice 4 (+7), Perform (acting) 6 (+15), Sense Motive 12 (+15)

Feats: Attack Focus (ranged) 5, Attractive, Defensive Roll 2, Fascinate (Bluff), Minions 7 (50 Cultists, *M&M,* page 226), Taunt

Powers: Hellfire Control 11 (Alternate Powers: **Drain Wisdom 11**, **ESP 5** (all senses), **Illusion 7** (all senses, Phantasm, Selective), **Mental Blast 5**, **Strike 11**, **Super-Movement 2** [dimensional, infernal dimensions], **Teleport 10** [1,000 ft./Earth to the Moon, Easy, Progression–x2 mass]), **Immunity 10** (aging, life support), **Morph 4** (humanoids)

Combat: Attack +6 melee, +11 ranged, Damage +11 (hellfire), Defense +11, Initiative +2

Drawbacks: Involuntary Transformation (to Gwen Nugent when her attitude is improved to friendly or better through interaction, -2 points), Normal Identity (Gwen Nugent, use the Bystander archetype from *M&M,* -4 points)

Abilities 58 + Skills 14 (56 ranks) + Feats 17 + Powers 47 + Combat 34 + Saves 12 - Drawbacks 6 = Total 176



Gwen Nugent just wanted to be loved. She wanted to feel important rather than ignored. She wanted to be more like her friend and co-worker Nancy Dumont. Nancy was attractive, funny, personable, and well liked. Eventually, Gwen fell in with people who did make her feel important. They were members of a cult and told Gwen she was their "chosen one." They wanted her to take part in a rite of black magic, and told her she was the only one who could do it.

By the dark of the moon, Gwen lay on the altar slab as the members of the cult chanted and worked their ritual to summon a demon from the netherworld. They succeeded, but things didn't go quite as they expected. The powerful demoness they summoned needed a human host to work through, and Gwen was perfect. Her fell energies merged with Gwen's body, and the unholy being that rose from the altar used her hellfire to kill the foolish mortals who thought to bind her. The she seized control of the remainder of the cult.

Driven at least partly by Gwen's subconscious feelings, the Hellqueen kidnapped Nancy Dumont as a sacrifice to raise more of her kind. The intervention of Captain Thunder saved Ms. Dumont and broke the Hellqueen's cult, but she escaped and plotted revenge. Over time, the Hellqueen became fascinated with Captain Thunder. On several occasions, she tried to seduce him into becoming her consort, but each time he spurned her advances. It was Nancy Dumont who finally defeated the Hellqueen by appealing to her former friend Gwen, buried deep within the demonic personality. Gwen was able to exorcise the demon from her soul and was placed in psychiatric care.

The threat of the Hellqueen was believed over, but when Captain Thunder's true identity

was exposed, Gwen Nugent saw the broadcast, and it all came together for her. They'd tricked her! Nancy, and her husband Ray, who was really Captain Thunder, played this joke on her the whole time. In her jealous rage, Gwen gave in to the demon trapped within her and the Hellqueen lived again. She decided to maintain "Gwen" to hide her activities and quietly began gathering her cult again. Now, she works her way into the lives of her enemies and destroys them slowly from within. Captain Thunder's membership in the Freedom League has slowed her plans, but not changed them. The Hellqueen will see Captain Thunder and all that he loves burn in the deepest pits of Hell!

Gwen Nugent was originally a shy woman looking for approval and acceptance. The Hellqueen is jealousy and hate personified, her actions always viciously cruel and wicked. She delights in causing pain and suffering, particularly in bringing about the downfall of others through their own mortal weaknesses. She loves to surround herself with willing worshipers who fulfill her slightest whim. Her greatest pleasure is to break a strong-willed enemy and have him or her bow down before her.

The Hellqueen has a number of magic-spawned powers at her command. Her magic enhances her borrowed flesh, making her superhumanly strong and tough. She does not age, nor is she subject to mortal needs for food, air, or sleep. She commands a mystic "hellfire" she can project as fiery bolts from her hands or eyes or shape it into flaming weapons like tridents, swords, or whips. She can also project hellfire aimed at her target's soul rather than his body, inflicting psychic and emotional damage instead of the usual physical damage. The Hellqueen was originally a succubus or demon temptress, and she retains those powers as well in her current form. She can alter her appearance at will, and her kiss can sap the will from living beings. Finally, she can travel at will to the netherworld and other magical dimensions. This also allows her to teleport in a burst of hellfire and black smoke.

Real Name: Gwen Nugent	
Identity: Secret	**Occupation:** Administrative assistant
Base of Operations: Freedom City	**Affiliation:** None
Height: 5'10" (Hellqueen), 5'6" (Gwen)	**Eyes:** Red (Hellqueen), Blue (Gwen)
Weight: 135 lbs. (Hellqueen), 125 lbs. (Gwen)	**Hair:** Red (Hellqueen), Brown (Gwen)

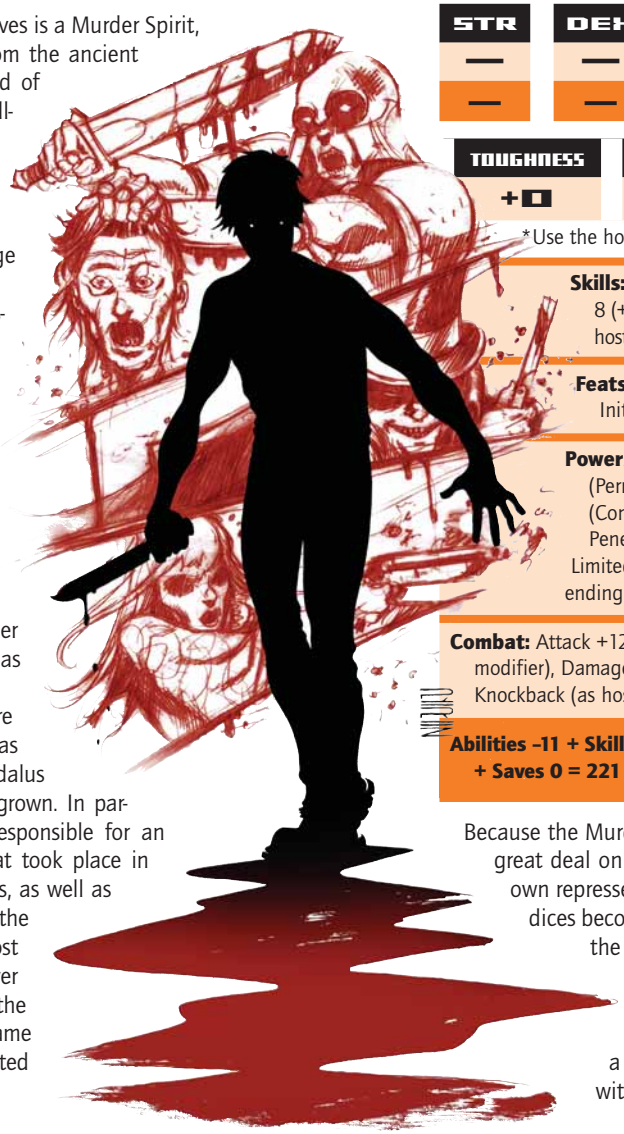
JACK-A-KNIVES

POWER LEVEL 10

The being known as Jack-a-Knives is a Murder Spirit, the soul of a vicious killer from the ancient world, pledged to Hades, Lord of the Underworld. Upon the killer's death, Hades stripped the spirit of its memories and personality, leaving behind nothing except the desire to kill and the knowledge of how to do it.

For millennia, Hades has dispatched the Murder Spirit to the world of the living to reap souls for the kingdom of the dead. It possesses a living host and becomes a remorseless killing machine, returning to Tartarus when its grisly work is complete. No one but Hades knows for sure how many infamous killers throughout history have been hosts to the Murder Spirit, but he's implied that it has been more than a few.

Jack-a-Knives has been more active in the past century or so as Hades' vendetta against Daedalus and other mortal heroes has grown. In particular, the Murder Spirit is responsible for an infamous series of killings that took place in Freedom City in the late 1800s, as well as more recent killing-sprees in the 1970s and '80s. It's later host possessed the mutant power to transform into mist, and the combined entity took on the name "Bloody Jack" when it confronted FORCE Ops and other heroes.



STR	DEX	CON	INT	WIS	CHA
—	—	—	+2	+4	+2
—	—	—	15	19	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+0	—	+0	+10

*Use the host's Toughness, Fortitude, and Reflex saves while possessed

Skills: Intimidate 10 (+12), Knowledge (streetwise) 8 (+10), Notice 8 (+12), Search 8 (+10), Sense Motive 8 (+12), Stealth 10 (+ host's Dex modifier)

Feats: Attack Focus (melee) 2, Improved Grapple, Improved Initiative, Improved Pin, Luck 2, Power Attack, Sneak Attack

Powers: Immunity 30 (Fortitude), **Insubstantial 4** (Permanent, Innate), **Mind Shield 6**, **Possession 9** (Conscious), **Speed 1** (10 MPH), **Strike 2** (mystic knife, Penetrating 18, Mighty), **Strike 20** (Alternate Save: Fortitude, Limited to host, Limited to inflicting dying condition, Linked to ending of Possession, Perception Range), **Super-Strength 1**

Combat: Attack +12 (melee), +10 (ranged), Grapple +13 (+ host's Str modifier), Damage +2 (mystic knife +host's Str modifier), Defense +12, Knockback (as host), Initiative (as host +4)

Abilities -11 + Skills 13 (52 ranks) + Feats 9 + Powers 166 + Combat 44 + Saves 0 = 221

Because the Murder Spirit has no real personality of its own, it relies a great deal on the personality of the host. It exaggerates the host's own repressed and murderous traits: dislikes become hatred, prejudices become a complete disdain for other life. The more inclined the host is toward Jack's murderous work, the easier it is for the spirit to act, so it tends to choose hosts with a suitable temperament, but the Murder Spirit has been known to "hide" in more innocuous hosts for a time. This makes it incredibly difficult to find and stop without mystical or psychic aid of some sort.

There are limits to Jack-a-Knives' possession; it can only enter the body of an intelligent creature that has killed another intelligent creature or come into contact with the life's blood of such a creature. Still, this includes paramedics, trauma doctors, police officers, and many others among its potential hosts. The Murder Spirit has little regard for its host, and may use it as a "hostage" of sorts against more scrupulous heroes. Those willing to kill the host to get at Jack become potential hosts themselves....

When the Murder Spirit leaves a host (willingly or not), the host must make a Fortitude save (DC 20). If the save fails, the host's condition becomes dying. A dead host combusts and burns instantly to ash leaving no trace behind.

Name: None

Aliases: All Hallows' Slasher, Butcher of Kingsbury Run, Jack the Ripper, Last Call Killer, Lonesome October, el Psicopata, Saucy Jack, Spring-Heeled Jack, Yuletide Strangler, Zodiac, and scores of other aliases

Identity: Secret	**Occupation:** Spirit of Murder
Base of Operations: Tartarus	**Affiliation:** Agent of Hades
Height: Variable	**Eyes:** Variable
Weight: Variable	**Hair:** Variable

LADY LUNAR

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+0	+1	+2	+1	+4	+3
10	13	14	13	18	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+13/+2*	+6	+5	+12

*without force field

Skills: Concentration 12 (+16), Diplomacy 9 (+12), Intimidate 7 (+10), Language 1 (English), Knowledge (technology) 7 (+8), Notice 4 (+8), Sense Motive 8 (+12)

Feats: Attack Focus (ranged) 6, Dodge Focus 5, Fascinate (Diplomacy), Second Chance (Will saves vs. mental damage), Trance

Powers: **Flight 5** (250 MPH), **Force Field 11**, **Mind Shield 4**, **Telekinesis 11** (Alternate Power: **Blast 11**), **Telepathy 12** (Alternate Powers: **Confuse 12** (Area Burst), **Mental Blast 6**, **Mind Control 12** [Continuous, Tiring]), **Teleport 12** (1,200 ft./20 million miles, Tiring)

Combat: Attack +5 (+11 ranged), Grapple +5, Damage +11 (blast), Defense +11 (+3 flat-footed), Knockback -6, Initiative +1

Abilities 24 + Skills 12 (48 ranks) + Feats 14 + Powers 87 + Combat 22 + Saves 16 = 175

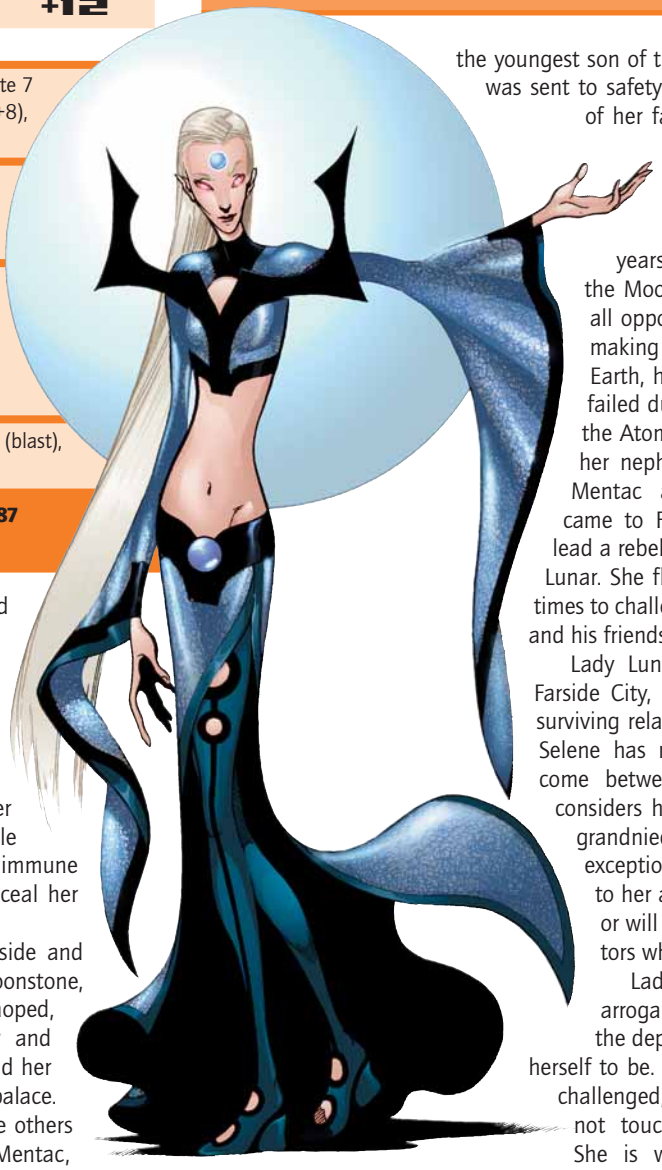
Real Name: Selene **Occupation:** Former ruler of Farside City

Identity: The general public is not aware of Lady Lunar's existence

Base of Operations: Mobile **Affiliation:** None

Height: 6'4" **Eyes:** Pink

Weight: 140 lbs. **Hair:** White



As a member of the Farside Royal Family, Selene had every advantage. She was beautiful, intelligent, and privileged. What she lacked were the mental powers that were the basis of the royal family's ability to rule. She was "mind blind," a virtual cripple by the standards of her family. Although she was treated well enough, it was with pity and compassion that she grew to hate. She was denied her rightful throne, her inheritance, and made into an object of ridicule. The sole advantage of her state was it made Selene practically immune to the psychic abilities of others, allowing her to conceal her growing madness and hatred for her family.

Selene gathered allies among the populace of Farside and embarked on a daring plan. She seized control of the Moonstone, the alien power source for the entire lunar city. As she hoped, the Moonstone catalyzed latent powers within her and boosted them beyond those of her relations. Selene and her followers staged a coup and seized control of the palace. Many of the royal family died in the conflict, while the others were executed shortly thereafter. The only survivor was Mentac, the youngest son of the king and queen, who was sent to safety on Earth. With the rest of her family eliminated, Selene took on the title Lady Lunar, and became the ruler of Farside City.

She ruled for many years, plumbing the power of the Moonstone and suppressing all opposition. When she began making plans for the conquest of Earth, her initial forays to Earth failed due to the intervention of the Atom Family, which included her nephew Mentac. Eventually, Mentac and the Atom Family came to Farside City and helped lead a rebellion that overthrew Lady Lunar. She fled, but returned several times to challenge her upstart nephew and his friends.

Lady Lunar remains a threat to Farside City, the Earth, and her sole surviving relations, the Atom siblings. Selene has never allowed blood to come between her and what she considers her rightful due, and her grandnieces and -nephews are no exception. They can swear loyalty to her as the true ruler of Luna, or will suffer the fate of all traitors who oppose her.

Lady Lunar is imperious and arrogant, carrying herself like the deposed queen she believes herself to be. She is royalty, not to be challenged, spoken to, and certainly not touched by "mere rabble." She is willing to teach others

to respect their betters, including her wayward relations. She considers herself a good monarch. After all, didn't she bring order and stability to Farside City? She could do the same for Earth, and other worlds, but only at the cost of free will, or free thought even. It seems a small price to her mind.

Although she is normally cool, collected, and regal, Lady Lunar has a temper, particularly when she's defied or challenged. She can fly into a rage and lash out at whatever is in her way. She prefers to break her enemies rather than destroy them. She regrets eliminating the rest of the royal family, since it denied her the pleasure of slowly breaking their wills and bringing them over to her side. Lady Lunar is practiced in interrogation and mental techniques of brainwashing. She considers others her playthings, pawns to be disposed of as she sees fit.

When she possessed the Moonstone, Lady Lunar had many other powers, including mental control over light and the ability to transmute matter virtually at will. Among other things, she transformed Jack Wolf into the lupine Wolfjack using the stone's power. Having spent years learning to use it, Lady Lunar is perhaps the most adept wielder of the Moonstone, although the stone seems to demonstrate a greater affinity for Chase Atom, a source of both curiosity and aggravation for Lady Lunar.

LADY TAROT

POWER LEVEL 5

Real Name: Alicia Driogano	
Identity: Secret	**Occupation:** Fortune-teller
Base of Operations: Southside, Freedom City	**Affiliation:** none
Height: 5'5"	**Eyes:** Green
Weight: 120 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
−1	+2	+1	+1	+3	+3
9	14	12	13	17	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+3/+1*	+2	+5	+6

*flat-footed

Skills: Bluff 8 (+11), Concentration 8 (+11), Gather Information 6 (+9), Knowledge (arcane lore) 6 (+7), Language 1 (Italian), Medicine (folk) 3 (+6), Notice 8 (+11), Perform (acting) 6 (+9), Sense Motive 10 (+13), Sleight of Hand 4 (+6)

Feats: Attack Focus (ranged) 2, Attractive, Connected, Defensive Roll 2, Dodge Focus 4, Equipment 2, Luck 2, Ritualist, Uncanny Dodge (mental), Well-Informed

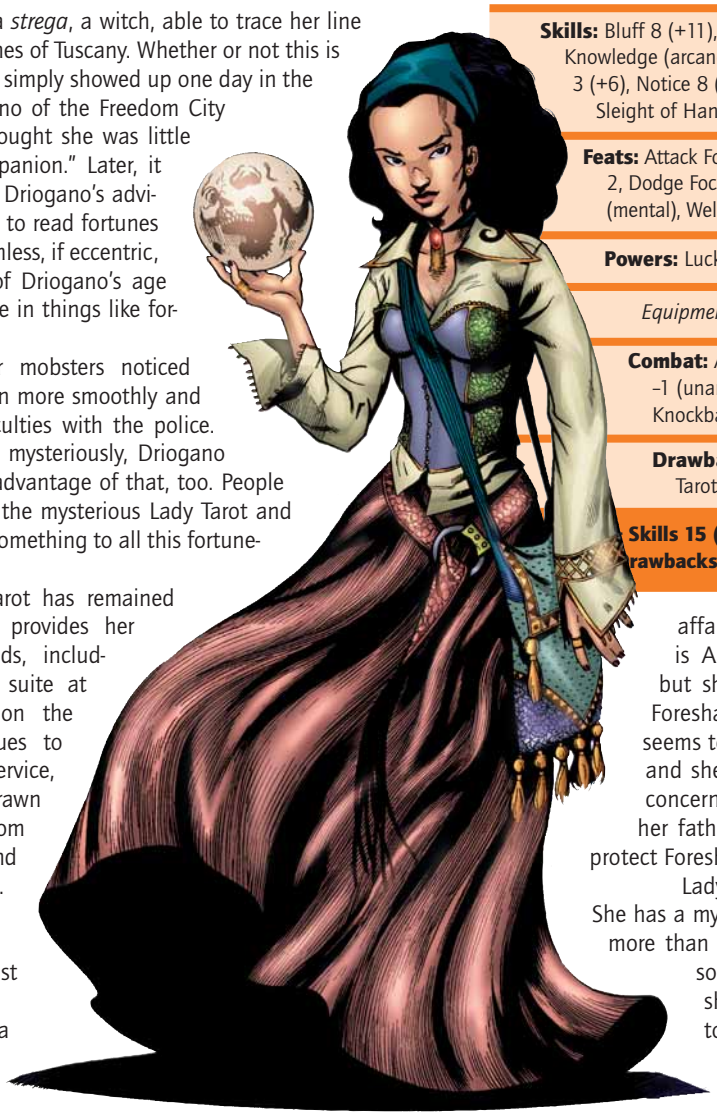
Powers: Luck Control 3, Super-Senses 4 (precognition)

Equipment: pistol (+3 damage), crystal ball, Tarot deck

Combat: Attack +3 (melee), +5 (ranged), Grapple +2, Damage −1 (unarmed), +3 (pistol), Defense +6 (+1 flat-footed), Knockback −1, Initiative +2

Drawbacks: Power Loss (Super-Senses, if she is without her Tarot cards, −1 point)

Skills 15 (60 ranks) + Feats 17 + Powers 13 + Combat 10 + Drawbacks 1 = Total 82



Lady Tarot claims to be a *strega*, a witch, able to trace her line back to the ancient witches of Tuscany. Whether or not this is true, no one can say. She simply showed up one day in the service of Big Al Driogano of the Freedom City Mob. At first, people thought she was little more than a "paid companion." Later, it seemed like she was the Driogano's advisor, using her tarot cards to read fortunes for him. It seemed a harmless, if eccentric, affectation, for a man of Driogano's age and experience to believe in things like fortune-telling.

Eventually, the other mobsters noticed Driogano's operations ran more smoothly and encountered fewer difficulties with the police. When Boss Oliverti died mysteriously, Driogano was right there to take advantage of that, too. People began to wonder about the mysterious Lady Tarot and decided there might be something to all this fortune-telling business after all.

For her part, Lady Tarot has remained loyal to Driogano. He provides her with all that she needs, including bodyguards and a suite at the Southside Palace on the Boardwalk. She continues to use her abilities in his service, and her presence has drawn much more attention from both the authorities and the other Mob families. She has already thwarted at least one attempt on her life and several against Driogano.

In truth Lady Tarot is a witch and Driogano's daughter from an affair he had many years ago in Italy. Her true name is Alicia. She feels obligated to assist her father, but she has become more and more intrigued with Foreshadow, one of her father's enemies. He alone seems to have the unique ability to evade her foresight, and she seems to be able to do the same where he is concerned. She is attracted to him, but cannot betray her father for him, even though she would in order to protect Foreshadow's life, if it came to that.

Lady Tarot appears cool and aloof most of the time. She has a mysterious air about her that says she knows much more than she is telling, which is usually the case. She is somewhat flustered around Foreshadow, although she hides it well. He is one of the only people able to get past her defenses and evoke a emotional response from her. Otherwise, she prefers to keep to herself.

She is not happy with helping Driogano run a criminal empire, but feels a sense of family obligation, even though he prefers to keep the true nature of their relationship a secret. She suffers in silence, and occasionally hopes her love can turn her father into the man she wants him to be, the man her mother loved.

Lady Tarot has certain mystical abilities from her heritage and training. She can foretell the future using a deck of tarot cards; the ability is inherent in her, not the cards, so any tarot deck can serve as her focus. She has a strong sense of intuition, and she can cast a number of minor spells using magical rituals, including placing curses on people and protecting them against harm or danger. Her abilities will likely continue to grow as she ages and learns.

Since most of her abilities are of limited use in combat, Lady Tarot does her best to avoid it. Her premonitions usually allow her to do so with relative ease. For times when they do not, she carries a small pistol concealed in her bag.

MAGPIE

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+3	+6	+2	+2	+2	+4
16	22	15	14	15	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+2*	+5	+12	+7

*flat-footed

Skills: Acrobatics 10 (+16), Bluff 14 (+18), Climb 12 (+15), Computers 8 (+10), Disable Device 16 (+18), Disguise 8 (+12), Drive 8 (+14), Escape Artist 12 (+18), Gather Information 8 (+12), Knowledge (streetwise) 8 (+10), Language 3 (French, Spanish, Russian), Notice 8 (+10), Pilot 5 (+11), Search 8 (+10), Sleight of Hand 12 (+18), Stealth 12 (+18)

Feats: Accurate Attack, Contacts, Defensive Attack, Defensive Roll 4, Distract (Bluff), Dodge Focus 4, Elusive Target, Equipment 4, Evasion 2, Grappling Finesse, Improved Disarm, Improved Throw, Luck 2, Master Plan, Power Attack, Second Chance (Disable Device), Seize Initiative, Skill Mastery (Disable Device, Escape Artist, Sleight of Hand, Stealth), Ultimate Skill (Disable Device), Uncanny Dodge (visual), Well-Informed

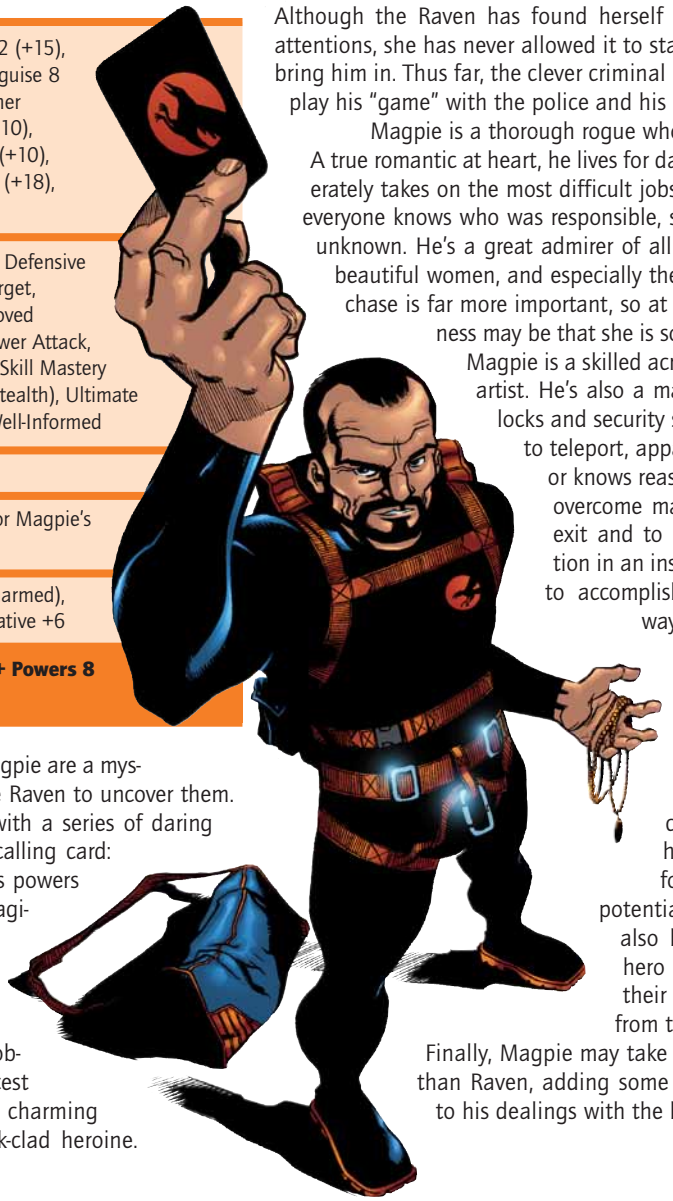
Powers: Teleport 8 (2,000 miles, Long-Range)

Equipment: Choose up to 20 points of equipment for Magpie's current job.

Combat: Attack +15, Grapple +18, Damage +3 (unarmed), Defense +16 (+6 flat-footed), Knockback -3, Initiative +6

Abilities 40 + Skills 38 (152 ranks) + Feats 32 + Powers 8 + Combat 54 + Saves 14 = Total 186

Real Name: Unknown	
Identity: Secret	**Occupation:** Thief
Base of Operations: Mobile	**Affiliation:** None
Height: 5'9'	**Eyes:** Brown
Weight: 160 lbs.	**Hair:** Black



The origins of the world-class thief known as Magpie are a mystery despite the best efforts of Interpol and the Raven to uncover them. He first made a name for himself in Europe with a series of daring and "impossible" robberies where he left his calling card: a black bird silhouette. He has implied that his powers come from an early theft of a gemstone with magical properties, but that may be a fabrication intended to throw others off the trail of his true origins.

The Raven was the first to ever catch Magpie in the act and thwart one of his robberies. She has since become both his greatest adversary and an object of his attentions. The charming rogue has made attempts to seduce the dark-clad heroine. Although the Raven has found herself tempted and flattered by his attentions, she has never allowed it to stand in the way of her efforts to bring him in. Thus far, the clever criminal remains at large, continuing to play his "game" with the police and his lovely pursuer.

Magpie is a thorough rogue who steals simply because he can. A true romantic at heart, he lives for danger and excitement. He deliberately takes on the most difficult jobs and does so in a fashion that everyone knows who was responsible, since there's no point if it goes unknown. He's a great admirer of all things of beauty, in particular beautiful women, and especially the lovely Raven. For Magpie, the chase is far more important, so at least part of Raven's attractiveness may be that she is so unattainable.

Magpie is a skilled acrobat, contortionist, and escape artist. He's also a master burglar able to overcome locks and security systems. He also has the power to teleport, apparently to any place he can see or knows reasonably well. This allows him to overcome many barriers to both entry and exit and to escape from almost any situation in an instant. Generally, Magpie prefers to accomplish his jobs "the old-fashioned way," reserving his teleportation ability for a last-minute escape when he needs it.

Magpie is the laughing thief that the heroes can't easily catch. He may commit a series of daring robberies, challenging the heroes to stop him (and possibly laying a trap for them at one or more of his potential targets). Another villain may also hire Magpie to break into a hero team's headquarters to steal their secrets, recover some item from their trophy room, and so forth. Finally, Magpie may take an interest in a heroine other than Raven, adding some romantic tension and banter to his dealings with the heroes.

MALADOR THE MYSTIC

POWER LEVEL 14

Real Name: Malador	
Identity: Public	**Occupation:** Sorcerer
Base of Operations: Mobile	**Affiliation:** None
Height: 6'1"	**Eyes:** Glowing blue
Weight: 165 lbs.	**Hair:** White

STR	DEX	CON	INT	WIS	CHA
+0	+1	+5	+3	+10	+2
10	12	20	16	30	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+15	+5	+5	+17

Skills: Concentration 8 (+18), Diplomacy 6 (+8), Intimidate 8 (+10), Knowledge (arcane lore) 16 (+19), Knowledge (history) 6 (+9), Language 4 (various ancient dialects), Sense Motive 4 (+14)

Feats: Attack Focus (ranged) 7, Diehard, Fearless, Ritualist

Powers: Comprehend 2 (languages), **Immunity 30** (Fortitude), **Magic 16** (Dynamic, Spells (all Dynamic): **Animate Objects 10**, **Blast 16**, **ESP 8** (all senses), **Flight 4** (100 MPH), **Illusion 10** [all senses, Phantasms, Selective], **Snare 16**, **Telekinesis 16** (heavy load: 800 tons), **Teleport 6** [600 ft./20 miles, Portal], **Transform 6** [living beings into creatures]), **Protection 10** (Impervious 5)

Combat: Attack +5 melee, +12 ranged, Damage +0 (unarmed), +16 (blast), Defense +12, Initiative +1

Drawbacks: Vulnerability (+50% from Bluff checks to encourage him to gloat, –2 points)

Abilities 32 + Skills 14 (52 ranks) + Feats 10 + Powers 98 + Combat 34 + Saves 11 – Drawbacks 2 = Total 196

Malador was born millennia ago in the ancient civilization of Atlantis. He became a promising student, and later accomplished master, of the mystic arts. He earned the mantle of Master Mage, but also became the first to betray his oath and his duty to humanity. Malador bargained with unspeakable evil beings from other dimensions, bound in eternal slumber in realms beyond the ken of mankind. He sought power and knowledge above all else, and would have gladly surrendered the whole world to his dark patrons. The sorcerers of Atlantis united against Malador and were able to overcome him. They stripped him of his power and bound him in a tomb for all time. Malador cursed all of Atlantis with his final breaths, and it was not long thereafter that the island civilization sank in a terrible cataclysm.

Archeologists uncovered Malador's tomb in the 1930s and unwittingly awakened the ancient mage. One of them, Adrian Eldrich, became invested with the power of an Atlantean sorcerer and has become Malador's arch foe in the modern era. Malador has clashed with Eldrich and various other heroes a number of times over the years. All the while, the ancient sorcerer seeks to recover the power he has lost and to reclaim the mantle of Master Mage, to reshape the universe in his image, and rule over a new netherworld as its Dark Lord.

Once a noble protector of humanity and a scholar of mystical lore, Malador has become mad with power-lust. He wants nothing more than to wield ultimate power and be acknowledged as the supreme master of the mystic arts. Anything in his way must be eliminated, preferably in a manner that demonstrates Malador's power to any other fools that might dare to challenge him.

Malador is supremely confident and assured of his own power and abilities. Minions who question him end up transformed into slavering monsters or simply destroyed, depending on Malador's mood. He cannot resist an opportunity to gloat once he has a foe in his clutches.



Malador is a master sorcerer, capable of casting a wide range of spells. His arsenal includes bolts of mystic power and magical shields that protect him from harm. He can levitate, allowing him to fly through the air, and he can entrap others in mystic chains, transform people or animals into demonic monsters, magically spy on distant places, and so forth. The only real limits on Malador's power are his concentration, time, and the amount of mystic energy at his command. He uses magical artifacts and devices to enhance his spellcasting abilities from time to time.

Malador is no longer a living being, having become more of an undead creature sustained by his powerful magic. He no longer suffers from mortal concerns like aging or needing to eat or breathe, and is immune to most harmful environmental conditions. In fact, Malador's life force is bound into the golden mask he wears. Should his physical body be destroyed, Malador's life force enters the mask and waits there until a suitable host-body comes into contact with it. Malador can then possess that person and magically transform their body into a duplicate of his own. More than once, heroes have believed the threat of Malador the Mystic was ended, only to have him return, as powerful as ever.

MASTERMIND

POWER LEVEL 15

STR	DEX	CON	INT	WIS	CHA
+7	+7	+7	+7	+7	+7
25	25	25	25	25	25

TOUGHNESS	FORTITUDE	REFLEX	WILL
+19/+7*	+12	+9	+20

*without force field

Skills: Computers 8 (+15), Concentration 12 (+19), Diplomacy 8 (+15), Intimidate 6 (+13), Knowledge (earth sciences) 8 (+15), Knowledge (history) 16 (+23), Knowledge (life sciences) 12 (+19), Knowledge (tactics) 12 (+19), Knowledge (technology) 14 (+21), Medicine 10 (+17), Sense Motive 10 (+17)

Feats: Attack Focus (ranged) 5, Endurance, Equipment 20, Jack-of-all-Trades, Master Plan, Power Attack, Trance, Ultimate Save (Will)

Powers: Comprehend 2 (languages), **Flight 8** (2,500 MPH), **Force Field 12** (Impervious), **Immunity 3** (aging, disease, poison), **Telekinesis 15** (heavy load: 400 tons, Damaging), **Telepathy 8** (Touch Range)

Equipment: Distribute Mastermind's Equipment ranks as desired for his headquarters and other resources.

Combat: Attack +10 (melee), +15 (ranged), Grapple +17, Damage +7 (unarmed), +15 (telekinesis), Defense +11, Knockback –15, Initiative +7

Abilities 90 + Skills 29 (116 ranks) + Feats 31 + Powers 96 + Combat 42 + Saves 20 = Total 308

Real Name: Unknown

Identity: Secret	**Occupation:** Conqueror
Base of Operations: Various secret facilities	**Affiliation:** None
Height: 6'4"	**Eyes:** Blue
Weight: 210 lbs.	**Hair:** Black

He was there on the day that the gods came from the sky. They descended on a floating island, full of strange lights and sounds, and the people were terrified and fled. They were dark and shining beings with great and terrible power. But he was a hunter and a warrior, the only one of his tribe brave enough to go forth and confront the gods, and he paid the price for it. The gods took him into their great palace, and the pain began.

The gods gave him to metal monsters that tore him apart slowly and deliberately, studying every organ, every cell. His blood and organs were extracted, his bones scraped and pulverized. Finally, his brain was removed and analyzed, its contents distilled and incorporated into the vast knowledge banks of the ship. Along with his complete genetic profile, the machines held the sum of all that the primitive hunter was. They were the Preservers, but to him they were demons, destroyers. The hunter died in agony, but something new was born from him.

Within the depths of the Preservers' computer banks, a human mind willed itself back to awareness and began working its way through the system, absorbing knowledge and understanding far beyond that of its first lifetime. Where it was once a hunter in body, it was so again in mind. It became aware of the nature of the Preservers and their mission to seed and extend life throughout the universe. He learned about science, about genetics, physics, and other concepts not yet discovered by man. He also learned about the vast potential inherent in humanity.

By the time the mind finished absorbing all the knowledge of the computers, thousands of years had passed in the world outside. The Preservers were long since gone, but they left a legacy behind, and he was a part of it. Through the power of his will, he took control of the machines in which his mind lived and used them to re-create his body, but perfect this time—the ideal male human form enhanced to its fullest potential. Into that body he placed his expanded consciousness. He arose from the gestation tank, reborn into the world as a young adult and the first example of what humanity could become.

For millennia, he has walked among us: studying, learning, and using his influence to guide human destiny. He has borne thousands of names and identities and lives across time. The shortsighted have opposed him, delaying but never truly stopping his plans. He struggled against superstition, fought to free humanity from the oppression of mysticism, and hunted creatures that would prey on them—and he reserved a special hatred for the Serpent People. He was a philosopher-king in Atlantis, a great scientist during the Renaissance. He has known all the eras of history. While his body aged far more slowly than a normal human's, he still retired from time to time to one of his hibernation chambers hidden around the world to rest and regenerate. Remaining ever youthful and vital, the hunter-turned-immortal watched the years whirl past faster and faster.

After his most recent awakening a few years ago, he was amazed to discover how much humanity had progressed. Finally he was seeing the first true signs of the



human potential he always knew existed. He also noticed the explosion of people with superhuman powers. They could become the next stage of human development, but they could also oppose his rightful rule. They would learn to acknowledge him as their superior, all humanity would know him as the Mastermind!

Although he considers his goals worthy and benevolent, the Mastermind wants nothing less than to rule the world and shape it in his own image. His great intelligence, technological resources, and immortality allow him to develop any number of schemes for world-conquest and he's willing to bide his time and deal with a few setbacks. His extensive knowledge of genetics and Preserver bio-engineering allows him to create his own super-powered lackeys or perhaps grant super-powers to ordinary people (or awaken latent powers within them). His skill in cloning also means the heroes can never be certain that the Mastermind is dead. A backup facility can always create a clone of him and download his intellect and memories into it, allowing him to return.

MEGALODON

POWER LEVEL 12

Real Name: Connor Kirkstrom	
Identity: Secret	**Occupation:** Scientist
Base of Operations: Freedom City	**Affiliation:** None
Height: 5' 10" (Kirkstrom), 6' 6" (Megalodon)	**Eyes:** Brown (Kirkstrom), Black (Megalodon)
Weight: 160 lbs. (Kirkstrom), 350 lbs. (Megalodon	**Hair:** Brown (Kirkstrom), None (Megalodon)

STR	DEX	CON	INT	WIS	CHA
+10	+4	+7	−1	+2	+0
30	18	24	9	15	10

TOUGHNESS	FORTITUDE	REFLEX	WILL
+11	+10	+7	+8

Skills: Intimidate 12 (+12), Notice 12 (+14), Search 8 (+7), Sense Motive 4 (+6), Stealth 4 (+8), Survival 12 (+14), Swim 8 (+18)

Feats: All-out Attack, Attack Focus (melee) 6, Dodge Focus 2, Favored Environment (aquatic), Fearless, Improved Critical (bite), Improved Initiative, Improved Pin, Power Attack, Rage 2 (10 rounds), Startle, Takedown Attack, Track

Powers: Animal Control 10 (Area Burst, Limited to sharks, Mental Link), **Protection 4**, **Regeneration 5** (+5 recovery, Regrowth), **Super-Senses 4** (darkvision, direction sense, scent), **Super-Strength 2**, **Strike 2** (Mighty), **Swimming 6**

Combat: Attack +10 (melee), +4 (ranged), Grapple +22, Damage +12 (unarmed), +14 (raging), Defense +12 (+5 flat-footed), Knockback −5, Initiative +8

Drawbacks: Normal Identity (−4 points), One-Way Transformation (turning back to Kirkstrom requires treatment, −4 points), Weakness (−1 Con per hour out of water, −3 points)

Abilities 46 + Skills 15 (60 ranks) + Feats 20 + Powers 48 + Combat 28 + Saves 12 − Drawbacks 11 = Total 158

Dr. Connor Kirkstrom was a brilliant biologist specializing in marine life as well as a passionate diver and oceanic explorer. Some thought Kirkstorm a bit reckless, but others admired his adventuring spirit, less common in later generations of scientists.

This reckless spirit of adventure changed Dr. Kirkstrom's life forever. While studying great white sharks in the Pacific, Dr. Kirkstrom overlooked certain safety measures. When a shark cage proved faulty, Kirkstrom came face to face with a powerful great white shark and barely escaped with his life. One leg was severed, bitten off just below the knee, while his other was so badly mangled that doctors were forced to amputate it. Kirkstrom would never dive again. He underwent physical therapy and rehabilitation with the assistance of his fiancée, Susan Mishner.



Relegated to laboratory research, teaching, and writing, Dr. Kirkstrom became obsessed with the cause of his injuries. He became a renowned authority on sharks: their biology, behavior, and habits, and he became a kind of admirer of nature's cruel and elegant design in creating the world's perfect predator, unchanged by millions of years of evolution.

Among their other properties, Dr. Kirkstrom studied the biological structure and recuperative abilities of sharks. He believed he had found a means for using infusions of shark cartilage and DNA to promote regeneration of damaged tissue. If successful, his experiment could be a tremendous boon to medicine. However, he had difficulty in obtaining funding, given his somewhat reckless past, and the lack of solid experimental data. He was encouraged to continue his research, but slowly, and to try again when he had more proof of his theories.

Kirkstrom was unwilling to wait. He knew his theories were correct, so he pursued research on his own. When funding dried up, and he was left with no experimental subjects for his new treatment, he tried it on himself, with startling results. The missing parts of Dr. Kirkstrom's legs spontaneously regenerated! More than that, he began taking on some other properties of sharks, including the ability to breathe underwater and greatly enhanced strength and reflexes.

Then Kirkstrom noticed the side effects: the cravings for raw meat, the paranoia and bloodlust, the outbursts of rage. Worse

yet, he noticed his skin becoming rough and gray, his teeth pointed. He tried stealing what he needed to formulate an antidote, but it was too late. A confrontation with the heroine Siren triggered a berserk rage in Dr. Kirkstrom and completed his transformation. No longer was he a crippled scientist; he was Megalodon, the Man-Shark!

Dr. Kirkstrom's fiancée was able to use his notes to restore Megalodon to human form. However, Dr. Kirkstrom has become Megalodon on several other occasions since, and it remains to be seen if any cure is truly permanent. Most recently, Dr. Ashley Ellis of the Providence Asylum put forth the theory that at least part of Dr. Kirkstrom's condition is psychological, and the Man-Shark is a manifestation of his buried trauma and the "shadow side" of his personality. Declared unfit for trial on the basis of temporary insanity while in his Megalodon form, Dr. Kirkstrom is currently on parole and under Dr. Ellis' care. Both have high hopes continued treatment will cure Kirkstrom and banish Megalodon for good.

Connor Kirkstrom is a brilliant man tormented by the monster inside of him and the things it made him do. His former love of life has diminished to the point where he has considered suicide to destroy Megalodon once and for all. Only the support of caring people like Dr. Ellis and the steadfast love of his wife Susan have kept Dr. Kirkstrom sane as he hopes and prays for deliverance from the specter of the Man-Shark. He has become meek and quiet, fearful his anger is the key to Megalodon's freedom.

Megalodon is a savage and remorseless killer, a predator par excellence. He's perversely proud of his place at the top of the world's food chain, considering all other creatures beneath him. Only other sharks are potential peers, and even they must bow to his superior will. Megalodon is quite cunning and more intelligent than many give him credit. Most of the Man-Shark's short term plans involve survival and finding a means of ensuring he is never again forced to revert to the soft and helpless form of Connor Kirkstrom. Long term, the malevolent Man-Shark wants to rule the oceans, followed by different ways of flooding the world, possibly along with transforming humanity into his shark-men subjects or herds of aquatic prey (or both, depending on whether or not they side with Megalodon as the future of evolution).

THE META-GRUE

POWER LEVEL 13

STR	DEX	CON	INT	WIS	CHA
+2	+1	+2	+1	+3	+2
15	13	15	13	16	15

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9/+15/+17*	+8	+6	+9

*full growth/with force field

Real Name: Darr'Kan

Identity: Secret | **Occupation:** Conqueror

Base of Operations: Earth | **Affiliation:** None

Height: 6'4" | **Eyes:** White (normal form)

Weight: 250 lbs. | **Hair:** None (normal form)

Skills: Bluff 8 (+10), Concentration 10 (+13), Disguise 0 (+52 with Morph and Shapeshift), Gather Information 4 (+6), Intimidate 6 (+8), Notice 6 (+9), Pilot 4 (+5), Search 4 (+5), Sense Motive 8 (+11), Stealth 6 (+7)

Feats: Improved Initiative, Improved Pin

Powers: Comprehend 2 (languages), **Drain Wisdom 1** (Alternate Save: Will, Slow Fade 6: one day), **Elongation 9**, **Flight 5** (250 MPH), **Growth 12** (Alternate Powers: **Force Field 8** [Impervious], **Insubstantial 4**, **Shrinking 20** [Growth Strike, Microverse]), **Mental Blast 10** (Tiring; Alternate Powers: **Illusion 9** [all senses, Phantasms], **Mind Control 10**, **Transform 10** [Mental 2, Continuous]), **Morph 6** (any form), **Protection 7**, **Radiation Control 10** (Alternate Powers: **Create Object 10**, **Dazzle 10** [visual]), **Mind Shield 6**, **Shapeshift 4**, **Super-Senses 1** (mental awareness), **Telepathy 12**

Combat: Attack +11 (+7 at full Growth), Grapple +13 (+25 at full Growth), Damage +2 (unarmed, +14 at full Growth), +10 (blast), Defense +9 (+5 at full Growth), Knockback –11 (–24 at full Growth), Initiative +5

Abilities 27 + Skills 14 (56 ranks) + Feats 2 + Powers 206 + Combat 40 + Saves 17 = Total 306



When the Grue Unity kidnapped and replaced the Atom Family as a prelude to their invasion of Earth, the young Atoms were also used as subjects in a Grue experiment. Darr'Kan, a Grue metamorph especially bred and modified for the experiment, leeched off their psychic energies and, in so doing, fully duplicated all of their unique powers and abilities. He was intended as the first of a new generation of Grue super-warriors. Once the Unity had drained and copied the powers of all of Earth's heroes, it would be invincible!

Fortunately for Earth and the universe, the experiment didn't work out exactly as planned. The influence of psychic interaction with the Atom Family, enhanced by telepathic interference from Chase Atom, caused Darr'Kan to "awaken" to a new independent consciousness. Knowing full-well he would be branded a rogue and destroyed as a threat to the Unity, and filled with power-lust and ambition, the Grue warrior hatched a plot to aid the invasion, and then overthrow the Meta-Mind and claim rulership of the Unity for himself.

With Darr'Kan's plot, the Atom Family was able to lure the Meta-Mind to Earth's solar system and escape their confinement on board the Grue mothership. With the betrayal of Darr'Kan and the escape of Earth's other heroes (aided by Pseudo and the new Star Knight) providing a distraction, the Atoms were able to damage the mothership and shut down the Grue subspace

shields. This allowed Chase's friend Cosmo to teleport them to Farside City.

Using the power of the Moonstone, aided by Earth's most powerful psychics and mystics, Chase Atom engaged the Meta-Mind in psychic combat and defeated it. The telepathic backlash disabled the Grue, wiping out most of their invasion fleet and sending the rest fleeing back into deep space. Darr'Kan was able to escape the destruction of the Grue mothership at the last moment, but he was left stranded on Earth, and exiled from the Unity. Since then, the rogue metamorph has adopted the title "the Meta-Grue" and still plots to overthrow the Meta-Mind and claim the Unity, or to found his own rival Grue Unity that will one day conquer and absorb the original, allowing the Meta-Grue to become ruler of the galaxy!

The Meta-Grue is a cunning opponent and a fierce warrior, but he's still learning in many respects, both about human culture and acting on his own. As time progresses, he becomes more subtle and detailed in his plans and their execution. He's wary of allies, preferring his independence, but may eventually find it worthwhile to recruit some. His arrogance makes it unlikely he'll join forces with another villain except as the leader of a team of his own creation.

MR. INFAMY

POWER LEVEL X

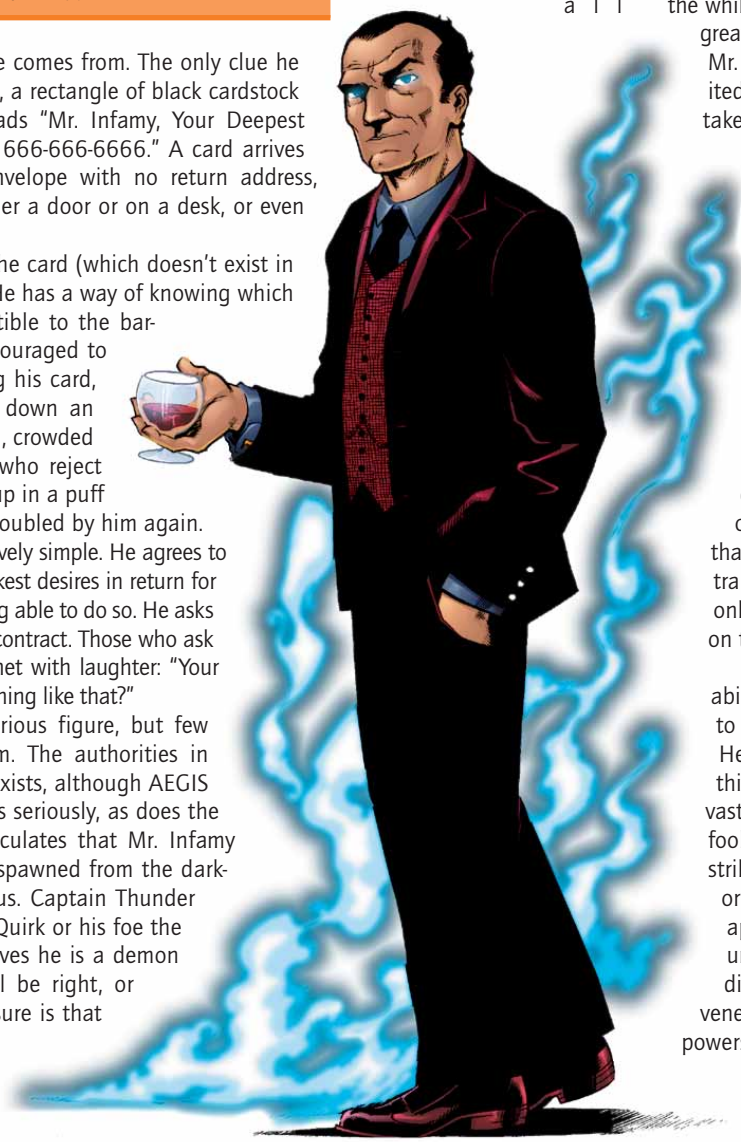
Real Name: Unknown, if any	**Occupation:** Broker
Identity: The general public is not aware of Mr. Infamy's existence	
Base of Operations: Extradimensional "shop"	**Affiliation:** None
Height: 5'10"	**Eyes:** Black
Weight: 175 lbs.	**Hair:** Black

Nobody knows who he is or where he comes from. The only clue he has ever provided is his business card, a rectangle of black cardstock with gold embossed letters that reads "Mr. Infamy, Your Deepest Desires Can Be Yours, Freedom City, 666-666-6666." A card arrives in the mail in a hand-addressed envelope with no return address, though one may simply show up under a door or on a desk, or even in pocket.

Anyone who dials the number of the card (which doesn't exist in any directory) will reach Mr. Infamy. He has a way of knowing which people are most likely to be susceptible to the bargains he has to offer. Others are encouraged to visit him; at some point after getting his card, they'll step through a door or turn down an alley and find themselves in the small, crowded shop Mr. Infamy calls home. Those who reject his offer watch the business card go up in a puff of flame and they are rarely, if ever, troubled by him again.

The deal Mr. Infamy offers is deceptively simple. He agrees to grant the supplicant's deepest and darkest desires in return for nothing more than the privilege of being able to do so. He asks for no money, nor does he require any contract. Those who ask if he wants their immortal souls are met with laughter: "Your soul? Now what would I do with something like that?"

Rumors abound about this mysterious figure, but few can actually claim to have met him. The authorities in Freedom City aren't even certain he exists, although AEGIS takes reports of Mr. Infamy's activities seriously, as does the Freedom League. Dr. Metropolis speculates that Mr. Infamy may be some sort of "primal being" spawned from the darkest parts of the collective unconscious. Captain Thunder thinks he may be related to the imp Quirk or his foe the Hellqueen in some way. Eldrich believes he is a demon of considerable power. They may all be right, or none of them. All that is known for sure is that when one of Mr. Infamy's mysterious black cards shows up, trouble almost always follows.



Mr. Infamy appears to have only one purpose—making his mysterious "deals" with people likely to be drawn into doing evil through his influence. He seems remarkably urbane, polite, and charming in person—the ultimate salesman. He has a way of making almost anything sound reasonable, and he helps justify his patron's most twisted wishes. He's completely unfazed by threats or taunts of any kind, smiling all the while like he's the only one in on the greatest joke in the world.

Mr. Infamy has vast, almost unlimited powers, although he rarely takes a direct hand in anything. He can effect remarkable transformations in people: changing their physical appearance, giving them super-powers, changing their memories, or even their intellect. His transformations are only reversible when the subject truly rejects their dark side and Mr. Infamy's "gift" along with it, though Mr. Infamy himself can choose to revoke his gifts whenever he wishes. The only limitations on his ability are that the subject must agree to be transformed, and Mr. Infamy can only create transformations based on the subject's darkest desires.

Apart from his transformational ability, Mr. Infamy appears immune to any conventional form of harm. He seems able to do nearly anything, although he only uses his vast powers to "chastise" those who foolishly attack him. He'll usually strike a foe down with a disabling or embarrassing attack then disappear. He seems unwilling (or unable) to initiate any sort of direct conflict and he never intervenes directly. He'll only use his powers to defend himself, and then

MR. MIST

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+2	+4	+3	+3	+1	+2
14	18	16	16	13	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+3	+6	+7	+4

Skills: Intimidate 6 (+8), Knowledge (life sciences) 8 (+11), Knowledge (physical sciences) 8 (+11), Profession (scientist) 8 (+9), Stealth 6 (+10)

Feats: Taunt

Powers: Gaseous Form 15 (**Concealment 3** [auditory, visual], **Flight 2** [25 MPH, Permanent], **Immunity 40** [energy attacks, Limited to half damage], **Immunity 9** [life support], **Insubstantial 2** [Permanent], **Super-Senses 3** [low-light vision, radius vision], **Suffocate 10** [Alternate Powers: **Fatigue 10**, **Nauseate 10, Obscure 10** (visual)])

Combat: Attack +10, Damage (by power), Defense +12, Initiative +4

Drawbacks: Weakness (salt, –1 Con, –3 points)

Abilities 31 + Skills 9 (36 ranks) + Feats 1 + Powers 75 + Combat 44 + Saves 9 – Drawbacks 3 = Total 166

Real Name: Brad Raymond

Identity: Secret | **Occupation:** Criminal

Base of Operations: Freedom City | **Affiliation:** None

Height: Variable in mist forms; formerly 5' 6" | **Eyes:** Variable; formerly blue

Weight: Virtually weightless | **Hair:** None; formerly black



Brad Raymond was born and raised in Hoboken, New Jersey and became a top-notch graduate recruit from Harvard to ASTRO Labs. At ASTRO he wanted to expand his thesis work on the biochemical effects of teleportation with his idol, Dr. Curtis Waggoner. After five years of work, they had their prototype ready.

The night before the first tests, Brad returned late in the evening to retrieve some work he had forgotten and interrupted people in Laboratory 4A ransacking the computers; they were even powering up the teleplatform. Brad sounded the alarm and the intruders grabbed him as he tried to flee. They all stood on the teleplatform and activated it, using a carrier signal coming from outside to allow them to teleport beyond the lab's two platforms. The four black-clad and masked intruders, actually android agents of the Foundry, disappeared. For some reason, the teleportal transported Brad's organic tissues more slowly then the androids' inorganic bodies, so when the sabotaged computers controlling the platform exploded, his form was permanently destabilized, left in a gas-like state.

Ever since the night of the accident, Brad has wavered between moments in which he's completely lucid and focused and times when he's psychotic and filled with rage. Adding to his problems, his lack of normal tactile sensations has made it impossible to live anything close to a normal life. His sanity quickly became as ephemeral as his body. Brad Raymond took the derogatory moniker an ASTRO Labs janitor muttered at him and became Mr. Mist, wreaking havoc on scientists' labs in search of ways to either cure himself or expand his power.

Over time, Mr. Mist's repertoire of abilities has grown, as Brad's knowledge of chemistry and long, boring hours in an air-tight containment pod allowed him to learn how to manipulate his gas-like form to induce fatigue, nausea, paralysis, and even darken large areas. Thus, while part of him wishes to return to normal, other parts revel in his powers, and still others find this state fascinating; a learning environment all its own. In general, you never know what you'll face when Mr. Mist drifts your way.

He originally focused on finding ways to return him to normal, but now he simply looks for technology to stabilize or increase his powers. He's still brilliant, but his mind drifts as unpredictably as his physical form, so he is easily distracted and captured if he's not able to collect his thoughts. However, those who draw his attention should prepare for attack, as he becomes nearly psychotic when he's attacked and damaged.

Mr. Mist's goals typically involve stealing money, to pay for henchmen and technology that may help him control his powers or possibly return him to normal. He recruits thugs to handle the work of lugging away loot and distracting any heroes that interfere, while he backs them up so they can get away with the goods. He rarely, if ever, reveals that he can solidify during battle, partly as an ace up his sleeve and partly because he cannot easily concentrate on maintaining his form during combat. If he or his minions get overwhelmed, he usually turns soot-like and Obscures the area to aid escape.

NACHT-KRIEGER

POWER LEVEL 14

Real Name: Johann Dietrich Meinhoff	
Identity: Secret	**Occupation:** Soldier
Base of Operations: Mobile	**Affiliation:** Former Nazi SS officer, agent of SHADOW
Height: 5′ 11″	**Eyes:** n/a; formerly green
Weight: n/a; formerly 165 lbs.	**Hair:** n/a; formerly brown

STR	DEX	CON	INT	WIS	CHA
+3	+3	+4	+2	+1	+4
17	16	19	14	12	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4	+4	+8	+8

Skills: Gather Information 8 (+12), Intimidate 10 (+14), Knowledge (arcane lore) 2 (+4), Notice 8 (+9), Profession (soldier) 6 (+7), Search 4 (+6), Sense Motive 8 (+9), Stealth 10 (+13)

Feats: All-out Attack, Ambidexterity, Attack Focus (melee) 6, Defensive Attack, Dodge Focus 4, Fearless, Fearsome Presence 5, Improved Initiative, Move-by Action, Power Attack, Startle, Sneak Attack, Takedown Attack

Powers: Shadow Form 22 (**Concealment 6** [all auditory & visual, Limited to shadows], **Immunity 40** (energy attacks, Limited to half damage), **Immunity 30** (Fortitude), **Insubstantial 3**, **Strike 10** [Penetrating, Mighty], **Super-Movement 5** [air walking 2, slithering, wall-crawling 2], **Super-Senses 2** (darkvision), Innate)

Combat: Attack +14 (melee), +8 (ranged), Grapple +17, Damage +13 (shadow-claws), Defense +14 (+5 flat-footed), Knockback –2, Initiative +7

Drawbacks: Power Drawback (turning *off* his Insubstantial is Sustained duration, –1 point), Weakness (suffers normal damage from silver weapons while Insubstantial, –2 points)

Abilities 36 + Skills 14 (56 ranks) + Feats 25 + Powers 111 + Combat 36 + Saves 12 – Drawbacks 3 = Total 231



Johann Dietrich Meinhoff was a vicious bully on the streets of Munich long before he joined the Nazi elite SS in 1938. This made him just the type of recruit Heinrich Himmler and his aide Wilhelm Kantor sought for their *Übersoldaten*. In 1939, Kantor subjected Johann to various arcane rituals that grafted a magical ring onto his left hand, allowing him to command shadows and fire bolts of black energy. Johann became Nacht-Krieger, the newest of Kantor's super-soldiers. He remained one of the weaker ones until 1941, when Kantor and the Thule Society sacrificed a crippled member of the *Übersoldaten*, using a mystic ritual to transfer his powers to Nacht-Krieger.

From then on, Nacht-Krieger became a formidable foe, striking with surgical precision by assassinating important targets, sabotaging needed installations, and spying all over Nazi-occupied territories as well as far behind enemy lines. He avoided direct conflict with the Allies of Freedom and the Liberty League, using his powers to escape rather than fight.

Ordered to flee the crumbling Reich and rebuild it from strongholds in South America and elsewhere, Kantor and Nacht-Krieger held one last ritual in Germany to boost their powers and use the ritual suicide of numerous SS officers to their advantage (beyond just cheating the Allied Advance). Despite precautions, their escape nearly failed when the Allies of Freedom caught up with them. Nacht-Krieger killed most of the members of the group, and gave Kantor time to escape. Gunner's boast that "The heroes of Freedom City'd still kick your butt, ratzi!" gave Nacht-Krieger a new target.

White Rose and White Thorn pursued Nacht-Krieger across the Atlantic. The twins caught up with him near Freedom City, and their mid-air battle forced all three into the sea. In some undersea caves, and the twins caged the Nazi, despite his amplified powers, in a prison of light. The force of their struggle, however, caused the caverns around them to collapse, sealing Nacht-Krieger in a small cave and instantly crushing the Light-bearers. A portion of their powers rose from the depths to empower the hero Beacon.

During years of isolation buried beneath thousands of tons of rock, Nacht-Krieger went mad as the shadows that gave him power infected his mind. They also opened a pathway between his mind and the *Shattenwelt*. Wilhelm Kantor was the leader of SHADOW by 1967 and able to reach his protégé through the shadow world and pull him out of his prison. Nacht-Krieger fought the Scarab and Beacon, but the heroes defeated and imprisoned him again, this time beneath Pyramid Plaza where the Scarab could watch him.

From 1967 until 1993, Nacht-Krieger remained imprisoned. Scarab had to abandon attempts to drain his powers, as the shadows were now linked to Meinhoff's life force. Kantor again was able to communicate with him through the shadow world, and convinced his protégé to shatter the ring that gave him his powers. That act left him permanently in his shadow-form but allowed him to escape into the *Shattenwelt*. By 1994, Kantor retrieved Nacht-Krieger from the depths of the shadow world and, since then, he's been one of SHADOW's most active super-agents.

OMEGA

POWER LEVEL 19

STR	DEX	CON	INT	WIS	CHA
+23	+1	+20	+4	+5	+4
56	12	50	18	20	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+24	+20	+8	+20

Real Name: Unknown, Lord of the Terminus, Avatar of Entropy

Identity: Public	**Occupation:** Lord of the Terminus
Base of Operations: The Terminus	**Affiliation:** None
Height: 6' (8' in armor)	**Eyes:** Glowing red
Weight: 120 lbs. (900 lbs. in armor)	**Hair:** None

Skills: Bluff 8 (+12), Concentration 18 (+23), Intimidate 16 (+20), Knowledge (tactics) 8 (+12), Knowledge (technology) 8 (+12), Notice 6 (+11), Sense Motive 8 (+13)

Feats: Assessment, Attack Focus (melee), Diehard, Fearless, Improved Initiative, Power Attack, Takedown Attack

Powers: Cosmic Energy Control 24 (Alternate Powers: **Blast 22** [Homing 4 (x25)], **Blast 23** [Ricochet, Split Attack], **Dazzle 16** [visual, Area] **Disintegration 12**, **Transform 9** [any inanimate matter], **Teleport 12** [1,200 ft./20 million miles, Portal]), **Device 6** (armor, hard to lose), **Immunity 13** (aging, life support, starvation and thirst, sleep, and his own powers), **Super-Strength 11** (heavy load: 100,000 tons)
Armor: **Comprehend 2** (languages), **Flight 5** (250 MPH), **Impervious Toughness 12**, **Protection 4**

Combat: Attack +15 (melee), +14 (ranged), Grapple +49, Damage +23 (unarmed), +24 (blast), Defense +14, Knockback -18, Initiative +5

Drawbacks: Weakness (when armor is breached by a critical hit, -1 drain on all abilities per minute, -5 points)

Note: The above traits do not include Omega's legions of followers or the entire worlds of resources at his disposal. The GM should feel free to give Omega whatever equipment, devices, minions or the like called for in the adventure.

Abilities 114 + Skills 18 (72 ranks) + Feats 7 + Powers 113 + Combat 56 + Saves 22 - Drawbacks 5 = 325



His origin is spoken only in whispers throughout the cosmos, and its truth is shrouded by the mists of time. He was once a mortal being—a scientist studying the nature of the universe, they say—but he delved too deeply into things mortal beings were not meant to know. He unleashed a cataclysm that destroyed his entire universe. He alone survived, thrust into the void beyond the omniverse—the Terminus. His ill-fated experiments may have even *created* the Terminus, or perhaps unleashed its power to spread like a cancer throughout the omniverse. The truth may never be known, since that mortal scientist is long dead; in his place stands Omega, the Lord of the Terminus!

Omega has ruled over his domain for as long as any living race can remember and his goal has always been the same: to expand the Terminus until it engulfs all that is. The barriers separating the many dimensions and layers of reality stand between Omega and his goal. The forces of entropy can only worry at omniversal reality, corroding away bits and pieces here and there, drawing them into the Terminus where they become part of the cosmic flotsam of Omega's domain.

On occasion, the inhabitants of other dimensions discover the Terminus, to their sorrow, since portals into his realm allow Omega's forces to raid other worlds and conquer or destroy them. One such world was the birthplace of the Centurion. The infant who would become Earth's greatest hero was flung across the dimensions through the Terminus to Earth before Omega destroyed his homeworld.

Omega invaded Earth as well, uniting the heroes of Freedom City against him. Earth has only barely managed to repel Omega. His last invasion did considerable damage to Freedom City and resulted in the death

of the Centurion. Omega was badly damaged in this foray against Earth, and retreated to his throne-world to recover and plot anew.

Impatient, Omega conceived of a scheme to place cosmic weapons in certain key universes to trigger the collapse of the omniverse. He was nearly successful, but a small band of heroes were able to save certain universes and reverse the effects of the collapse. They turned the power of the cosmic weapons against Omega, sending him back into exile. Still, it is only a matter of time before the Lord of the Terminus finds a new means of striking at the only world in the omniverse that has ever managed to thwart him.

Omega is destruction incarnate. His ultimate goal is to bring all creation under the sway of the Terminus, watching it spiral down into oblivion. Whether he believes this will grant him freedom from his eternal existence or the godlike power to create a new universe in his own image, no one knows, but it hardly matters. Although he seizes and holds territory to gain new soldiers and resources for his cause, Omega cares nothing for conquest, only the ultimate annihilation of everything. He's at best annoyed by feeble efforts to stop him, but truly enraged by those who manage to defy him, such as the heroes of Earth.

QUIRK

POWER LEVEL X

Real Name: Unknown (and supposedly unpronounceable)	
Identity: Secret	**Occupation:** Troublemaker
Base of Operations: The known universe (and beyond)	**Affiliation:** None
Height: 3'10" (usually)	**Eyes:** Blue (usually)
Weight: 80 lbs. (usually)	**Hair:** Blond (usually)

The being calling himself Quirk comes from "a place incomprehensible to your limited mind," or at least that's what he's told Centurion, Captain Thunder, and the Freedom League. He dismisses any attempts to discuss his origins or his true nature by loudly proclaiming such topics "BOOORRRR-ING!" And the last thing anyone want to do is see Quirk bored—he has all too many inventive ways of amusing himself.

Captain Thunder first encountered Quirk after joining the Freedom League and relocating to Freedom City. The imp appeared and offered his "assistance" to the Captain in fighting crime and helping the city. Regrettably, Quirk's understanding of things like the laws of physics and the fragile nature of human beings caused serious problems. When Quirk decided to put out a fire, he had Great Bay flood the city. He turned the clouds of a violent lightning storm into foam rubber. When he temporarily gave everyone in the city the ability to fly to clear up a Midtown traffic jam, Captain Thunder asked that he stop helping him. The captain's dismissal hurt Quirk's feelings, and he has childishly tormented the Captain and the Freedom League ever since.

Quirk's modus operandi is fairly simple. He likes to play various sorts of "games" that either show how smart and clever he is or give him the opportunity to show up various heroes. His schemes range in complexity from bringing all of the buildings in the city to life and having them fight to subtly altering reality—he once made everyone forget the Freedom League existed and set himself up as the "Champion of Freedom."

Quirk always leaves some kind of "out" in his various schemes. If the heroes can figure it out and win the game, Quirk disappears. He is never gone for more than six months, and he returns when he has cooked up a new scheme. Fortunately, everything Quirk does seems to vanish whenever he does, so he never leaves any lasting harm. Although his "games" may be childish and harmless, the Freedom League and the authorities both consider Quirk a serious threat and a major annoyance.



Quirk has the personality of a clever, spoiled child. He craves amusement and attention above all else, and is prone to fits of pique when his wants are denied. He's easily amused, but also easily bored, flitting from one whim to the next. He can be focused and quite clever when it comes to the games he plays with heroes. Although he's rarely malicious, he has the cruelty of a child playing with bugs and the utter ignorance that there are consequences to his actions. He treats people (particularly innocent bystanders) like toys, but never uses his tremendous power to simply kill or knock out opponents. That's too easy. He prefers to see them struggle. Many people (including the Freedom League) have speculated about Quirk's nature. Is he really some sort of child? Does human child psychology even apply to him? Are his limits self-imposed or is he following some kind of interdimensional etiquette? No one on Earth knows for sure.

Quirk is, to put it simply, omnipotent, but definitely not omniscient. He seems capable of altering reality on any scale—changing history, moving planets, granting or taking away powers, and more. The uses of his powers tend to be whimsical. He's particularly fond of bringing inanimate objects to life and interacting with the world as if he were some sort of cartoon character. He's completely immune to conventional harm and either vanishes before anyone can hit him or shrugs off any damage done to him. If it amuses him, he'll react to such attacks with "special effects:" allowing a punch to deform his face or a flame blast to turn him into a pile of ashes, eyes blinking atop it. Within moments, he'll restore his normal form without a scratch. His only real limitation is he rarely affects opponents directly. For example, although he could easily make the Freedom League cease to exist (or blast them to atoms, turn them to stone, etc.), he doesn't. "Where would the fun be in that?" he says. Instead, he conjures monsters for the heroes to fight, takes away their powers and leaves them stranded on a faraway planet full of hostile alien life, and poses similar "challenges" for them to overcome.

RANT & RAVE

POWER LEVEL 10/10

RANT

POWER LEVEL 10

Str 10	Dex 16	Con 12	Int 10	Wis 13	Cha 15

Skills: Bluff 6 (+8), Concentration 4 (+5), Drive 4 (+7), Intimidate 6 (+8), Notice 4 (+5), Sense Motive 4 (+5)

Feats: Attack Focus 2 (ranged), Defensive Roll 7, Dodge Focus 2

Powers: Disintegration 12 (Limited to while in contact with Rave), **Sonic Control 12** (Alternate Power: **Blast 12**), **Super-Senses 5** (auditory blindsight, ultra-hearing)

Combat: Attack +6 (melee), +8 (ranged), Grapple +6, Damage +0 (unarmed), +12 (blast), Defense +12 (+5 flat-footed), Knockback -4, Initiative +3

Saving Throws: Toughness +8 (+1 flat-footed), Fortitude +7, Reflex +10, Will +6

Abilities 16 + Skills 7 (28 ranks) + Feats 11 + Powers 66 + Combat 32 + Saves 18 = 150

RAVE

POWER LEVEL 10

Str 10	Dex 16	Con 12	Int 10	Wis 13	Cha 15

Skills: Bluff 8 (+10), Concentration 8 (+9), Drive 4 (+7), Notice 4 (+5), Sense Motive 4 (+5)

Feats: Attack Focus (ranged) 2, Defensive Roll 5, Dodge Focus 2,

Powers: Disintegration 12 (Limited to while in contact with Rant), **Illusion 10** (visual and auditory, Limited to confusing sensory perception, Progression 4 [100-ft. radius], Alternate Powers: **Confuse 10**, **Nauseate 6** [Perception, Will save]), **Obscure 5** (visual and auditory, Selective), **Super-Senses 1** (ultra-hearing)

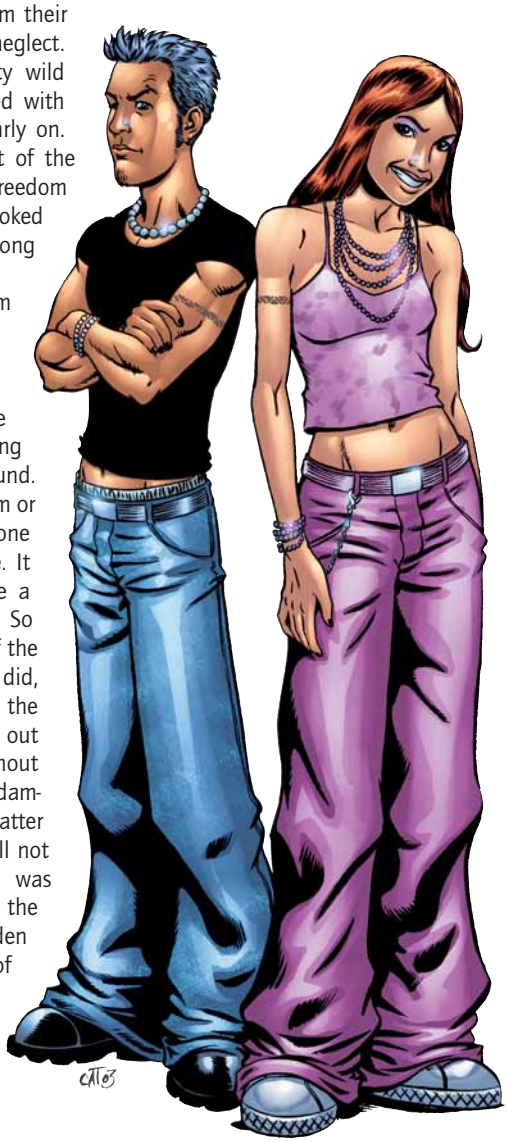
Combat: Attack +6 (melee), +8 (ranged), Grapple +6, Damage +0 (unarmed), Defense +14 (+6 flat-footed), Knockback -3, Initiative +3

Saving Throws: Toughness +6 (+1 flat-footed), Fortitude +6, Reflex +10, Will +8

Abilities 16 + Skills 7 (28 ranks) + Feats 9 + Powers 79 + Combat 36 + Saves 19 = 166

Real Names: Ray and Rachel Trask	
Identities: Public	**Occupations:** Criminal
Base of Operations: Freedom City	**Affiliation:** None
Height: 5' 9" (Rant), 5' 7" (Rave)	**Eyes:** Blue
Weight: 150 lbs. (Rant), 110 lbs. (Rave)	**Hair:** Brown (Rant's is dyed blue, Rave's is dyed red)

The brother-sister team of Rant and Rave has been close ever since they were kids, largely because they received nothing from their parents, except neglect. They grew up pretty wild and became involved with a partying crowd early on. They became a part of the rave culture in Freedom City, but always looked out for each other along the way.



The two of them did drugs from time to time, as part of the scene, but when they were at a rave one night, something new was going around. It wasn't max or zoom or any of the stuff anyone had heard of before. It was supposed to be a real mind-bender. So they gave it a try. Of the thirty or so kids who did, Rant and Rave were the only ones who came out of it alive and without permanent brain-damage (although the latter is debatable). It's still not definite whether it was the drug that did all the damage, or the sudden and violent origin of two new superhumans. The drug awakened something in Rant and Rave. People who were at the party report how things went crazy before a sonic blast blew the roof off the place.

Rant and Rave quickly learned to control and use their newfound powers and decided nobody was going to mess with them any more. They would take what they wanted and kick the ass of anybody who got in their way. Of course, in Freedom City, things aren't quite that easy. Rant and Rave pulled off some heists, but they quickly ran into some of the city's heroes, which got them some jail time. They've broken out, or been broken out, on occasion, but sooner or later they end up back behind bars.

Rant and Rave's standard tactics are for Rave to immediately use her distortion field to obscure the area, excluding the two of them and their allies (if any). This gives attacks against them a 50% miss chance. Rant then begins picking off opponents with his sonic blasts, while Rave sows further confusion. Her tricks include making opponents mistake each other for her or Rant, causing them to run into walls (or ceiling, or floors), making innocent bystanders look threatening (causing heroes to attack them), and so forth.

Rant has been known to make clever use of his sonic powers from time to time. He's fond of blasting walls and ceilings to bring them crashing down on an opponent as a surprise attack. He'll also use extra effort sometimes (possibly shrugging off the fatigue through GM Fiat). This allows him to do things like area sonic blasts or dazzle attacks, to counter certain sound-dependent powers or acquire things like the Affects Insubstantial power feat on his sonic attack. Rant is especially protective of his sister and tends to target heroes who attack or harm her in any way.

If things go against them, Rant and Rave will use their Disintegration power to blast the floor out from under their opponents, or to take out the structural supports of a building or other structure. They flee while the heroes are forced to rescue people trapped in the collapsing structure, or are even buried under the rubble (if they're not fast enough).

THE SILENCER

POWER LEVEL 11

Real Name: Thomas Oliverti	
Identity: Secret	**Occupation:** Scientist, vigilante
Base of Operations: Freedom City	**Affiliation:** None
Height: 5'10"	**Eyes:** Brown
Weight: 170 lbs.	**Hair:** Black

STR	DEX	CON	INT	WIS	CHA
+2	+2	+2	+3	+2	+1
14	14	14	16	14	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+4*	+5	+8	+7

*flat-footed

Skills: Craft (electronic) 10 (+13), Drive 8 (+10), Intimidate 10 (+11), Knowledge (physical sciences) 12 (+15), Knowledge (technology) 9 (+12), Notice 8 (+10), Search 5 (+8), Sense Motive 8 (+10), Stealth 10 (+12)

Feats: Attack Focus (ranged) 3, Contacts, Defensive Attack, Defensive Roll 4, Dodge Focus 4, Equipment, Evasion, Favored Opponent (Mob), Improved Critical (blast), Improved Initiative, Move-by Action, Power Attack, Precise Shot, Sneak Attack, Startle, Takedown Attack

Powers: Device 5 (sonic weapons, easy to lose)
Sonic Weapons: **Sensory Shield 3** (auditory), **Sonic Control 9** (Alternate Powers: **Blast 9** (sonic), **Nauseate 6** [Ranged], **Obscure 9** (auditory), **Stun 6** [Ranged])

Equipment: body armor (+2 Toughness), night-vision goggles, radio headset

Combat: Attack +9 (melee), +12 (ranged), Grapple +11, Damage +2 (unarmed), +9 (blast), Defense +14 (+5 flat-footed), Knockback –4, Initiative +6

Abilities 24 + Skills 20 (80 ranks) + Feats 24 + Powers 15 + Combat 38 + Saves 14 = Total 135

All Thomas Oliverti ever wanted to be was a musician. Unfortunately, his father, one of the most influential "businessmen" in Freedom City, wouldn't hear of any such a thing. It was important for Thomas to learn a trade and make something of himself. Thomas never abandoned his fascination with sound, however. He went to school to study acoustics and sonics and became a scientist, having as little to do with the "family business" as possible. He made his father proud when he graduated at the top of his class and quickly earned his Masters degree.

He was working on his Doctorate when his father was murdered. Thomas' older brother Johnny became head of the family, and he called his brother home. Thomas and his brother never got along, but family obligations brought him home anyway.

Thomas hated being involved in the family business, but there was no choice. So long as the families were strongly rooted in Freedom City, there was no escaping his birthright. However, if he could eliminate the Mob's influence in the city, then he would be a free man. More importantly, he could avenge his father's death and show up his domineering older brother. Using notes from studying the designs of the (then reformed) super-criminal the Maestro, Thomas secretly created the weapons and costume of the mysterious Silencer and embarked on a one-man crusade against the Mob.



The Silencer has proven extremely effective thus far. He has brought down several Mob operations and even killed some Family lieutenants or left them for the FCPD to find. The heads of the three Families are growing concerned about this mysterious masked man. The Silencer is becoming almost legendary among Mob thugs and made-men, who are justifiably terrified of him. Although the police aren't sorry to see the Mob taking a few hits, the Silencer's willingness to use illegal methods, and even to kill his foes, has branded him a harsh vigilante. At the very least, the police want him for questioning in a number of Mob-related deaths.

Thomas Oliverti feels driven by the pressures in his life to do what he is doing. He's quite ruthless in pursuit of his goal. He feels the Mob does not deserve equal and fair treatment. He's seen what it does first-hand, and he shows his enemies the same mercy they would show him. He considers himself too intelligent to believe in "fairy tales" like "truth and justice for all." Although he's fighting a personal crusade, he believes he's ultimately doing some good and that justifies his actions. Deep down, Thomas hates the Mob for what they've done to his life. In many ways, he's a hurt and angry man striking back at his childhood tormenters.

Silencer has a variety of sonic-based weapons at his command, coupled with considerable training in science, martial arts, and tactics. His main weapon is a sonic rifle capable of firing coherent beams of sound that can batter targets unconscious or vibrate with enough force to punch through concrete. A wider, less coherent ray can create deafening noise or induce powerful vertigo. He can create a field that counters all sound and makes an area totally quiet. This preternatural silence often precedes the Silencer's attacks, and the Mob has learned to fear it. The Silencer usually uses his silence field to sneak into an area, strike with a screamer blast to deafen and disorient his opponents, and then wade into close-quarters combat with his sonic blasts and hand-to-hand skills. He doesn't hesitate to use lethal force when he deems it necessary.

SILVER SCREAM

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
—	+0	—	+0	+1	+4
—	11	—	11	13	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+0	—	+3	+10

Skills: Bluff 8 (+12), Disguise 8 (+12), Intimidate 10 (+14), Knowledge (popular culture) 12 (+12), Perform (acting) 8 (+12), Sense Motive 6 (+7)

Feats: Fascinate (Bluff), Fearless, Fearsome Presence 8, Taunt

Powers: Ghost Form 12 (**Flight 4** [100 MPH], **Immunity 30** [Fortitude], **Insubstantial 4** [Permanent], **Super-Senses 2** [darkvision]), **Illusion 10** (all senses, Free Action to maintain, Phantasms, Progression 7 [1,000 ft. radius], Selective), **Invisibility 2** (all visual), **Mental Blast 6** (Limited to subjects affected by Illusion)

Combat: Attack +0, Grapple —, Damage +6 (mental blast), Defense +4, Knockback —, Initiative +0

Abilities –7 + Skills 13 (52 ranks) + Feats 11 + Powers 134 + Combat 8 + Saves 12 = Total 171

Real Name: Lauren Hammond	
Identity: Public	**Occupation:** Vengeful spirit
Base of Operations: Freedom City	**Affiliation:** None
Height: 5' 6"	**Eyes:** Blue
Weight: 120 lbs.	**Hair:** Black

Lauren Hammond grew up in Freedom City in the early 20th century with ambitions of becoming an actress. She moved to Hollywood during the Golden Age of cinema and succeeded in landing a minor, but important, role in a production of *Dracula* as one of the vampire lord's "wives." That role established Lauren Hammond as an actress, and she went on to a number of other parts. Most of her pictures were horror films, and Hammond was well known as a "scream queen."

Unfortunately, she also quickly became typecast. Her attempts to venture outside the realm of horror films were dismal failures. She blamed directors, producers, and co-stars, but the truth was Hammond considered herself a star, and she was too difficult to work with. Eventually, even horror film producers couldn't be bothered. In the post World War II era, horror films became less popular. After less than a decade, Lauren Hammond's Hollywood career was over.

Eventually, calls from directors and studios stopped coming, but the ones from creditors did not. Hammond was forced to sell her Beverly Hills home and move back to Freedom City. There she found occasional theatre work, but her reputation as a prima donna squelched that as well. Faced with the end of her career and obscurity, Lauren gave what she considered her final performance when she overdosed on medication. Her landlady found her body, and the curtain fell on Hammond's life.

She would have been relegated to historical retrospectives on the horror film industry, but Lauren Hammond's spirit would not rest. The despair that claimed her life also gnawed at her soul, keeping her from whatever afterlife awaited. Instead, Lauren Hammond returned as a vengeful ghost to haunt the theatres she associated with her downfall, to strike back against the producers, directors, and actors who spurred her. Her silvery-white appearance and terrible wail earned her the nickname "the Silver Scream" from the newspapers. The series of strange hauntings drew the attention of the speedster and Liberty Leaguer Johnny Rocket, who was able to deduce the ghost's true identity. When he staged a film festival to honor Lauren Hammond's accomplishments, her anger cooled and her ghost vanished, hopefully never to trouble Freedom City again.

However, just a few years ago, film critic Howard Moore published an essay criticizing Hammond's performance in several films along with an exposé of her troubled last years. His work aroused the anger of the actress' ghost, who frightened Moore to death and then embarked on a campaign of vengeance. The second Johnny Rocket intervened to stop the Silver Scream after she attacked him and his grandfather (the original Johnny Rocket). Although Johnny has been able to banish the Silver Scream twice now, it remains to be seen if Lauren Hammond's spirit will every truly rest, or if the theatre community of Freedom City can expect a sequel.



STAR-KHAN

POWER LEVEL 14

Real Name: Kinan Khan

Identity: The general public is unaware of Star Khan's existence

Occupation: Ruler of the Stellar Khanate

Base of Operations: The planet Zultas

Affiliation: None

Height: 6'6"

Eyes: Black

Weight: 280 lbs.

Hair: White

STR	DEX	CON	INT	WIS	CHA
+10	+3	+4	+2	+3	+10
30/18	16	18	15	16	30

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14/+4*	+7	+10	+10

*without armor

Skills: Bluff 5 (+15), Diplomacy 5 (+15), Intimidate 4 (+14), Knowledge (local) 8 (+10), Knowledge (tactics) 16 (+18), Language (English), Notice 8 (+11), Pilot 8 (+11), Sense Motive 9 (+12), Survival 8 (+11)

Feats: Accurate Attack, All-out Attack, Attack Focus (melee) 2, Defensive Attack, Dodge Focus 4, Endurance, Equipment 5, Evasion, Improved Initiative, Inspire, Leadership, Minions 20, Move-by Action, Power Attack, Precise Shot, Quick Draw, Startle, Takedown Attack

Powers: Device 15 (battlesuit, hard to lose), **Device 5** (power staff, easy to lose)
Battlesuit: **Communication 18** (subspace, Subtle), **Enhanced Strength 12**, **Immunity 9** (life support), **Protection 10** (Impervious), **Super-Senses 2** (darkvision), **Super-Strength 6** (heavy load: 50 tons)
Power Staff: **Blast 12** (Alternate Power: **Strike 12**)

Equipment: Assign Star-Khan 25 points of equipment (or more) as suits the adventure.

Combat: Attack +18 (melee), +16 (ranged), Grapple +24, Damage +10 (unarmed), +12 (power staff), Defense +14 (+5 flat-footed), Knockback –12, Initiative +7

Abilities 53 + Skills 18 (72 ranks) + Feats 45 + Powers 75 + Combat 52 + Saves 17 = Total 260

Throughout the history of the cosmos, there have been great leaders who felt the call to battle and conquest. Many of these leaders have built powerful empires before time and enemies brought them low. Still, the legends they created live on and never die. Such is the goal of Kinan Khan of Zultas, a world on the frontiers of the Lor Republic. He is the most brilliant and ruthless military leader his world has ever produced. By the age of 20 solar cycles, Khan ruled his nation and commanded a great army. Within four years, he was the undisputed ruler of his world. By the age of 30, he ruled over entire star systems, and his name was feared and respected throughout his region of the galaxy. In the ensuing years, nothing seemed to stop him.



More than a few worlds rushed to join the Lor Republic out of fear that the Star-Khan and his armies would conquer them. Most thought that the Republic and the Star Knights would hold Khan's small empire at bay, but they underestimated the ambition and abilities of Kinan Khan. The Lor Republic could not stop him. In fact, it would be his next conquest!

Khan might have succeeded in invading and conquering the Republic if it were not for the aid of the Earthman Daedalus, who then traveled the stars. With the ancient inventor's brilliance and daring coupled with the abilities of A'lan Koor and the Star Knights, the Star-Khan's invasion failed. As a result, a rebellion arose within his own empire that eventually led to his overthrow. Kinan Khan escaped from his vengeful former subjects with the remnants of his army, swearing vengeance on Daedalus and the Star Knights.

It has taken him years to rebuild, but the Star-Khan has returned to conquer anew. He has reclaimed much of his old power, crushed rebellious worlds beneath his heel, while the Lor Republic remains distracted by the Grue Unity on its far borders. He's more cautious than in the days of his youth—seasoned and wily—although his legendary temper and thirst for conquest have not been diminished in the slightest. Khan plans to add Earth to his Empire one day. That world will yield him the weapons and resources he needs to bring other worlds to their knees. He will also repay the Star Knights, ensuring they are no longer a threat to him. He will see Daedalus humbled before him before he dies. After that, no one will stand between him and his destiny to rule the stars!

Kinan Khan considers battle the only worthy pursuit in life. He is a warrior born, while most others in the cosmos are little more than cattle to be led or conquered. It's the conquest that matters to him—planning his strategies, moving the pieces into place, and then executing a flawless campaign to bring his enemy down. It's not just a matter of winning, but winning with honor and cunning against a worthy adversary. Khan thirsts for enemies worthy of him, and savors the conflict since it will make his expected victory all the sweeter.

SUPERIOR

POWER LEVEL 15

STR	DEX	CON	INT	WIS	CHA
+18	+2	+17	+2	+2	+3
46	14	34	15	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+18	+12	+6	+10

Real Name: Kal-Zed	**Aliases:** *Übermensch*, Over-Man
Identity: Secret, the general public is unaware Superior is an Ultiman	**Occupation:** Conqueror
Base of Operations: Mobile	**Affiliation:** None
Height: 6'1"	**Eyes:** Blue
Weight: 200 lbs.	**Hair:** Blond

Skills: Concentration 8 (+10), Diplomacy 6 (+9), Intimidate 10 (+13), Knowledge (art) 8 (+10), Knowledge (history) 12 (+14), Knowledge (tactics) 8 (+10), Knowledge (technology) 6 (+8), Knowledge (theology and philosophy) 6 (+8), Notice 10 (+12), Search 8 (+10), Sense Motive 10 (+12)

Feats: Attack Focus (melee) 2, Chokehold, Diehard, Improved Grapple

Powers: Comprehend 2 (languages), **Cosmic Energy Control 14**, **Flight 8** (2,500 MPH), **Immunity 12** (aging, life support, starvation, sleep), **Protection 6** (Impervious), **Regeneration 14** (bruised 1/round, injured 1/round, disabled 1/minute, resurrection 1/day, Persistent, Regrowth), **Super-Strength 6** (heavy load: 400 tons), **Telepathy 2**

Combat: Attack +12 (melee), +10 (ranged), Grapple +36, Damage +18 (unarmed), +14 (cosmic blast), Defense +12, Knockback –12, Initiative +2

Abilities 79 + Skills 23 (92 ranks) + Feats 5 + Powers 102 + Combat 44 + Saving Throws 12 = Total 265



Kal-Zed was born a wolf among sheep, a giant among those content to while away their immortal lives with trivialities. He was one of the rare births among the Ultima, celebrated by the immortals as the continuation of their race and culture. With only a few centuries of life, he lacked the perspective to understand his people's tradition of isolation and non-interference with less evolved cultures. No, he was obsessed with ancient lore about the time when the Ultima strode the world like gods, and were often worshipped as such. They were giants in the Earth then, not existing like monks in their hidden city.

So it was no surprise that Kal-Zed was intrigued when outsiders visited Ultima Thule for the first time in many years. They spoke of ancient human legends about the city and about the origin of their race, the Aryan race. The Ultima found their folk-beliefs amusing, but had no interest in their primitive doctrines of racial purity or their political ambitions. So they mindwiped the intruders and sent them on their way, with nothing more than vague memories of being lost in a snowstorm.

The seed these visitors planted festered in Kal-Zed's mind, however. The strangers were right, after all. The Ultima *were* superior! Why should they not assume control of less evolved cultures and guide them? It would be child's play to do so; the primitive technology and even the crude psychic abilities displayed by humans would be no match for the cosmic power of one who was like a god to them.

So, one fateful night, Kal-Zed stole away from Ultima Thule. He traveled to the Fatherland of the visitors and presented himself as a true example of the Aryan ideal, *der Übermensch.* Upon meeting Adolf Hitler, Kal-Zed was unprepared for the power, the sheer charisma, of the man, along with the subtle aid of his occult advisors. Rather than simply seizing control of the Reich, the newly named *Übermensch* thought it in his best interests to use the Nazis to his advantage. Once they had conquered, he would conquer them in turn.

Übermensch was one of the few Nazi super-soldiers to escape death or capture at the end of the war. Exiled from Ultima Thule, his ambitions dashed, he renamed himself Superior and became a fierce foe of the Centurion, his opposite number in America. The two of them clashed many times over the years as Superior sought revenge and conquest. Eventually, Centurion decisively defeated him and exiled his foe to the Zero-Zone with the assent of the Ultima. There Superior has remained, awaiting an opportunity to escape and wreck havoc on his old foe and the world that has defied him for so long.

Superior will be quite disappointed that fate has cheated him of the chance to kill the Centurion himself, but he'll be more pleased to know there is no "worthy" foe to oppose him and his plans for world- domination can continue. Of course, the Ultiman criminal might run up against the plans of Overshadow, Mastermind, and other would-be conquerors. They might either try to co-opt Superior as a powerhouse lieutenant or eliminate him as a potential rival. Superior may agree to work for a master-villain until he has time to acclimate to recent events, planning to overthrow his supposed "patron" when the time is right.

TERRA-KING

POWER LEVEL 10

Real Name: Jerris Trent	
Identity: Secret	**Occupation:** Ruler of Sub-Terra
Base of Operations: Sub-Terra	**Affiliation:** None
Height: 5′	**Eyes:** Green
Weight: 100 lbs.	**Hair:** Brown

STR	DEX	CON	INT	WIS	CHA
+1	+1	+3	+7	+6	+2
12	12	17	24	22	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6/+3*	+7	+5	+11

*flat-footed

Skills: Bluff 6 (+8), Climb 4 (+5), Computers 8 (+15), Craft (mechanical) 12 (+19), Disable Device 8 (+15), Investigate 7 (+14), Knowledge (earth sciences) 12 (+19), Knowledge (technology) 10 (+17), Language (Sub-Terran), Notice 8 (+14), Search 4 (+11), Sense Motive 8 (+14), Stealth 4 (+5), Survival 4 (+10)

Feats: Attack Focus 3, Blind-Fight, Defensive Roll 3, Dodge Focus 4, Improved Initiative, Minions 10 (up to 1,000 Sub-Terrans), Trance

Powers: Device 5 (command scepter, easy to lose, Restricted 2), **Super-Senses 9** (auditory blindsight, auditory danger sense, direction sense, tremorsense)
Command Scepter: **Blast 8** (electrical, Alternate Power: **Strike 8**), **Datalink 8**

Combat: Attack +9 (melee), +12 (ranged), Grapple +10, Damage +8 (scepter), Defense +14 (+5 flat-footed), Knockback –3, Initiative +5

Drawbacks: Disability (blind, –1 point)

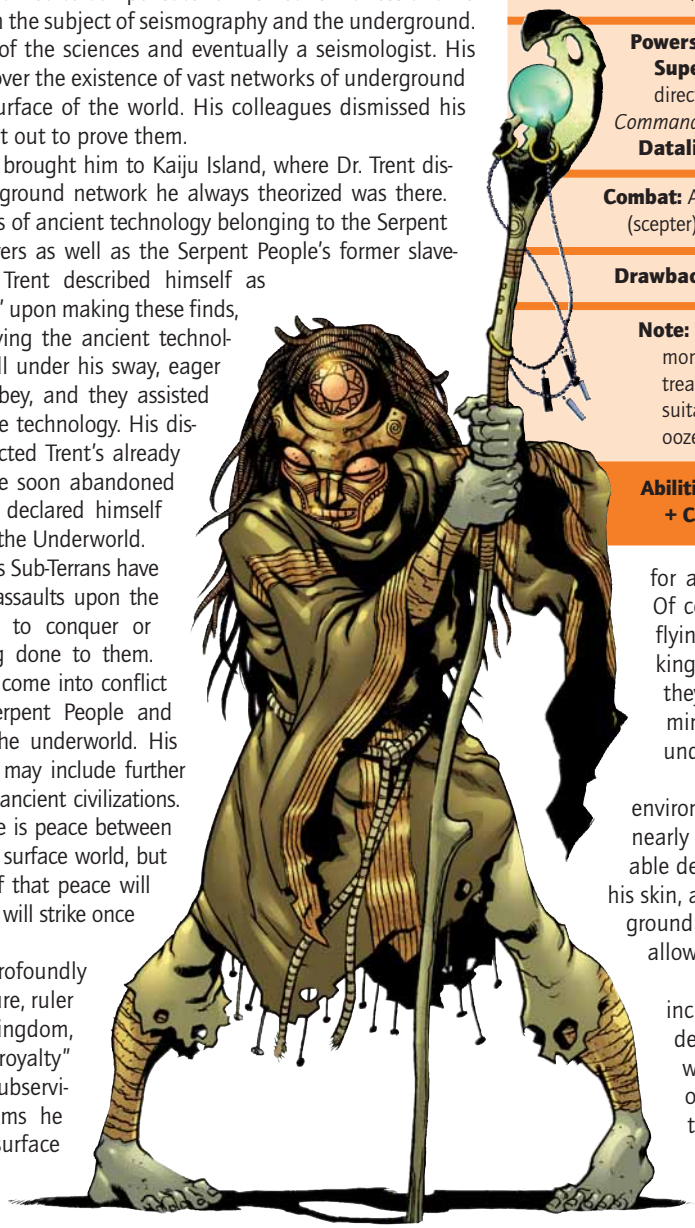
Note: The above does not include the various Sub-Terran monsters at the Terra-King's command. These are better treated as plot devices. See *M&M* pages 233-235 for some suitable monsters (particularly the dragon, gargoyle, giant ooze, monstrous spider, and tyrannosaurus rex).

Abilities 41 + Skills 24 (96 ranks) + Feats 23 + Powers 26 + Combat 38 + Saves 13 – Drawbacks 1 = Total 164

Jerris Trent's earliest childhood memory is of being buried alive by the earthquake that destroyed his home. He was pulled from the rubble after three days but suffered permanent damage to his eyesight and scarring from injuries that almost crippled him.

His family dead, young Jerris became a ward of the state and spent most of his time in orphanages and foster homes. He was keenly intelligent but withdrawn and taunted by other children for his appearance and his disability. He learned to compensate for his near-blindness and he became fascinated with the subject of seismography and the underground. He became a student of the sciences and eventually a seismologist. His studies led him to discover the existence of vast networks of underground tunnels beneath the surface of the world. His colleagues dismissed his theories, so Dr. Trent set out to prove them.

His quest eventually brought him to Kaiju Island, where Dr. Trent discovered the vast underground network he always theorized was there. He also found remnants of ancient technology belonging to the Serpent People and the Preservers as well as the Serpent People's former slave-race, the Sub-Terrans. Trent described himself as "feverish with discovery" upon making these finds, and spent weeks studying the ancient technology. The Sub-Terrans fell under his sway, eager for a new master to obey, and they assisted in repairing some of the technology. His discoveries may have affected Trent's already unstable mind, since he soon abandoned the surface world and declared himself the Terra-King, Ruler of the Underworld.



The Terra-King and his Sub-Terrans have on occasion launched assaults upon the surface world, seeking to conquer or to avenge some wrong done to them. The Terra-King has also come into conflict with the remaining Serpent People and tribes of Morlocks in the underworld. His "kingdom" is vast, and may include further artifacts left behind by ancient civilizations. For the time being there is peace between the Sub-Terrans and the surface world, but it remains to be seen if that peace will hold, or if the Terra-King will strike once more.

The Terra-King is a profoundly lonely and isolated figure, ruler of a dark and dismal kingdom, finding solace in his "royalty" and command over subservient followers. He claims he wants nothing of the surface world, but the truth is that he hungers for acceptance and acknowledgement of his discoveries. Of course, any suggestion of this is enough to send him flying into a rage. The Terra-King jealously protects his kingdom, and strikes out against any perceived threats, be they polluters who use his domain as a dumping ground, miners who dig too deep, or governments who perform underground nuclear tests.

Terra-King has developed some adaptations to his environment with the aid of Preserver technology. Although nearly blind, his other senses are heightened to a considerable degree, allowing him to hear faint sounds, feel light on his skin, and sense movement through minute vibrations in the ground and surfaces around him. These heightened senses allow the Terra-King to maneuver in total darkness.

The Terra-King has access to advanced technology, including blaster weapons, digging machines, sensor devices, and the like. He typically carries some sort of weapon on his person, along with a remote control for other devices in his domain. His technology allows him to control some of the creatures on Kaiju Island and elsewhere in the underworld, using them as living weapons against his enemies.

TOY BOY

POWER LEVEL 6

STR	DEX	CON	INT	WIS	CHA
−2	+1	+0	+11	+1	+1
6	13	10	32	13	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+0	+2	+4	+4

Real Name: Desmond Lettam

Identity: Public | **Occupation:** Criminal

Base of Operations: Freedom City | **Affiliation:** None

Height: 3'5" | **Eyes:** Blue

Weight: 70 lbs. | **Hair:** Blond

Skills: Bluff 8 (+9), Computers 8 (+19), Craft (electronic) 8 (+19), Craft (mechanical) 8 (+19), Craft (structural) 4 (+15), Knowledge (popular culture) 8 (+19), Knowledge (technology) 8 (+19)

Feats: Attack Focus (ranged) 4, Attractive (adorable), Improved Initiative, Inventor, Luck, Master Plan, Minions 20, Sidekick 20 (toys), Taunt

Powers: Shrinking 4 (Permanent, Innate)

Combat: Attack +4 (melee), +8 (ranged, includes +1 size), Grapple +2, Damage −2 (unarmed) or by weapon, Defense +12 (includes +1 size), Knockback +1, Initiative +5

Notes: Distribute Toy Boy's Minion and Sidekick points among his various toys as desired.

Abilities 30 + Skills 13 (52 ranks) + Feats 50 + Powers 5 + Combat 28 + Saves 8 = Total 134

Desmond Lettam should have been the happiest boy in the world, and he was, for a while. Desmond's family owned Fun-Time Toys, one of the largest toy-makers in the world, and they indulged their only child's every whim. Desmond lacked for nothing; he was the boy with *all* the best toys.

As Desmond grew older, family doctors discovered he had a rare medical condition that halted his body's growth after he turned eight years old. Desmond stopped growing and quickly became the target of cruel jokes and comments from classmates and peers. His parents moved him from one private school to another, then had him tutored at home, where Desmond could be among his beloved toys. He was a brilliant child with an active imagination, and his studies offered him a place where he could excel and grow, even if his body could not.

Desmond soon realized he would never have a normal life. Despite the efforts of specialists, there was no treatment for his condition. Despite the best psychologists and therapists, Desmond became more and more lost in his personal fantasy world. It was clear young Desmond would never grow up in mind or body, let alone inherit the family business.

Just after Desmond turned eighteen, tragedy struck the Lettam family and his parents were killed in a plane crash, leaving Desmond the sole heir to a fortune. He continued to hold controlling stock in Fun-Time Toys, although he never appeared at board meetings, allowing proxies to vote his shares. He contributed a number of brilliant and innovative designs that expanded the business and made Fun-Time millions, but remained a recluse.

Desmond took to amusing himself in a new game, called "murder." He used his technical expertise to become an underworld assassin using toys as weapons. He began systematically taking revenge against everyone who slighted him in his childhood, and he provided technology and designs to anyone who could meet his price. The Raven eventually exposed Toy Boy's operation, and Desmond lost his family business and much of his wealth, although he has retained his criminal contacts and secret bank accounts hidden around the world. His defeats at the hands of superheroes only embittered Toy Boy further and drove him on to a new level of "games," this time with heroes as his worthy adversaries.



Toy Boy has the personality of a spoiled and bitter child coupled with a brilliant, but twisted, intellect and a disdain for a society that has no place for him. He takes delight in coming up with new and clever ways to commit crimes, including assassination and theft, and he enjoys matching wits with the heroes who try to stop him. He's prone to temper tantrums when things don't go his way, and he can be quite vindictive.

Toy Boy has no powers apart from his brilliant intellect, which allows him to design and create all manner of devices based around seemingly harmless toys. His arsenal of toy-weapons has included robotic toy soldiers, "army men" of various sizes, remote controlled toy tanks and planes armed with real weapons, exploding jacks and marbles, toy laser pistols that fire real lasers, acid- or drug-filled squirt guns, and much more. He's also not above stealing and adapting technology from others, and has co-opted designs from the Foundry, Doc Otaku, and more. For a time, Toy Boy used a "realizer ray" (created by Quirk) that could bring cartoons and other images to life (see **The Toon Gang** in **Chapter 3**). He also uses a shrinking ray based on the work of Dr. Raymond Smalley (alias the Downsizer).

UNA, QUEEN OF THE NETHERWORLD

POWER LEVEL 15

Real Name: Una, the Uncaring, the Invincible, the Unrelenting, the Magnificent, and the Mighty (among her other titles)

Identity: The general public is not aware of Una's existence

Occupation: Queen of the Netherworld

Base of Operations: The Netherworld

Affiliation: None

Height: 5'9"

Eyes: Green

Weight: 125 lbs.

Hair: Black

STR	DEX	CON	INT	WIS	CHA
+2	+1	+5	+3	+3	+6
14	13	21	17	32	22

TOUGHNESS	FORTITUDE	REFLEX	WILL
+19/+5	+10	+6	+19

Skills: Concentration 12 (+23), Diplomacy 8 (+14), Gather Information 10 (+16), Intimidate 8 (+14), Knowledge (arcane lore) 18 (+21), Search 4 (+7), Sense Motive 4 (+15), Sleight of Hand 8 (+9)

Feats: Attack Focus (ranged) 6, Attractive, Contacts, Defensive Attack, Dodge Focus 3, Ritualist, Trance, Well-Informed

Powers: Astral Form 10 (Dimensional 3), **Comprehend 2** (languages), **Force Field 14** (Impervious), **Immunity 10** (aging, life support), **Magic 18** (Dynamic, Spells (all Dynamic): **Air Control 18**, **Blast 18** [force], **Darkness Control 18**, **Earth Control 18**, **ESP 8** [all senses, Dimensional 3], **Fire Control 18**, **Mental Blast 9**, **Snare 11** [Backlash, Reversible], **Teleport 9** [900 ft./anywhere on Earth, Portal], **Teleport 18** [1,800 ft./anywhere in the galaxy], **Water Control 18**, **Weather Control 18** [distraction, hamper movement, temperature]), **Super-Movement 3** (air walking, dimensional), **Super-Senses 1** (magical awareness)

Combat: Attack +6 (melee), +12 (ranged), Grapple +8, Damage +2 (unarmed), +18 (blast), Defense +11 (+4 flat-footed), Knockback -16 (-2 without force field), Initiative +1

Drawbacks: Disability (unable by oath to directly attack the Earth, -2 points)

Abilities 59 + Skills 18 (72 ranks) + Feats 15 + Powers 163 + Combat 28 + Saves 18 - Drawbacks 2 = Total 299

One of the mightiest sovereigns in the known dimensions began her existence as a slave. Una was taken from her peasant family as a young girl to become the favored concubine-slave of a powerful wizard-king. Her paramour greatly underestimated the girl's keen intellect, considerable will, and her fierce ambition. Una wheedled mystic secrets from him and crept into the king's library to study its ancient tomes and scrolls. The more knowledge she gained the more she hungered for it.

Una used the mystic arts to enhance her wiles and ensnare her king in a web of enchantment. His sudden and tragic death on their wedding night came as a great shock to his subjects, but was the first of many sacrifices to seal the power of the new Queen. Una ruthlessly wrested mystic secrets from those throughout her dominion, eventually becoming Master Mage of her home, and then its Dark Lord. She transformed her world to suit her whims, gaining absolute power and mastery, but even that was not enough for her.

In her studies, Una learned of other dimensions, each with their own Master Mage, many of them ruled by rival Dark Lords. So began her great game of conquest and diplomacy. She arranged alliances with some Dark Lords to conquer others, inevitably betraying her erstwhile allies and turning on them. Over untold centuries, the Queen of the Netherworld has come to rule a vast interdimensional domain. In all her ages of conquest, Una the Unrelenting has encountered only two real setbacks.

The first was when her conquests brought her domain into contact with the War-born (see **Chapter 4**). The mindless Battle-brutes were a threat even Una could not easily defeat, so she cooperated with other Dark Lords to seal the threat off from their realms. The effort weakened Una for a time and forced her to curtail her plans in order to deal with uprisings and potential threats to her rule, but eventually, matters stabilized. The Battle-brutes remain a potential threat, albeit a rare one.

The most serious setback Una ever suffered was when she set her sights on Earth and encounters its Master Mage, Adrian Eldrich. Although he initially appeared to fall victim to her legendary charms, Eldrich proved false and was able to trick Una into accepting a duel arcane, a formal conflict between wizards. Although she clearly possessed the power to best him, Eldrich was willing to sacrifice himself to allow rebels within her own dominion to strike. Forced to call off the duel to deal with the sudden uprising, Una was bound to an oath never to directly attack Earth's dimension. She has been scheming ever since to find a way to exact revenge and claim the one world she has been denied, preferably capturing or destroying her old foe Eldrich in the bargain.

WARDEN

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+3	+2	+2	+4	+3	+1
16	15	15	18	16	13

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8/+6*	+5	+6	+6

*flat-footed

Skills: Computers 8 (+12), Craft (electronic) 12 (+16), Craft (mechanical) 12 (+16), Disable Device 16 (+20), Drive 6 (+8), Escape Artist 16 (+18), Intimidate 6 (+7), Investigate 12 (+16), Knowledge (behavioral sciences) 8 (+12), Knowledge (technology) 8 (+12), Notice 8 (+11), Profession (jailer) 12 (+15), Search 8 (+12), Sense Motive 8 (+11), Stealth 8 (+10)

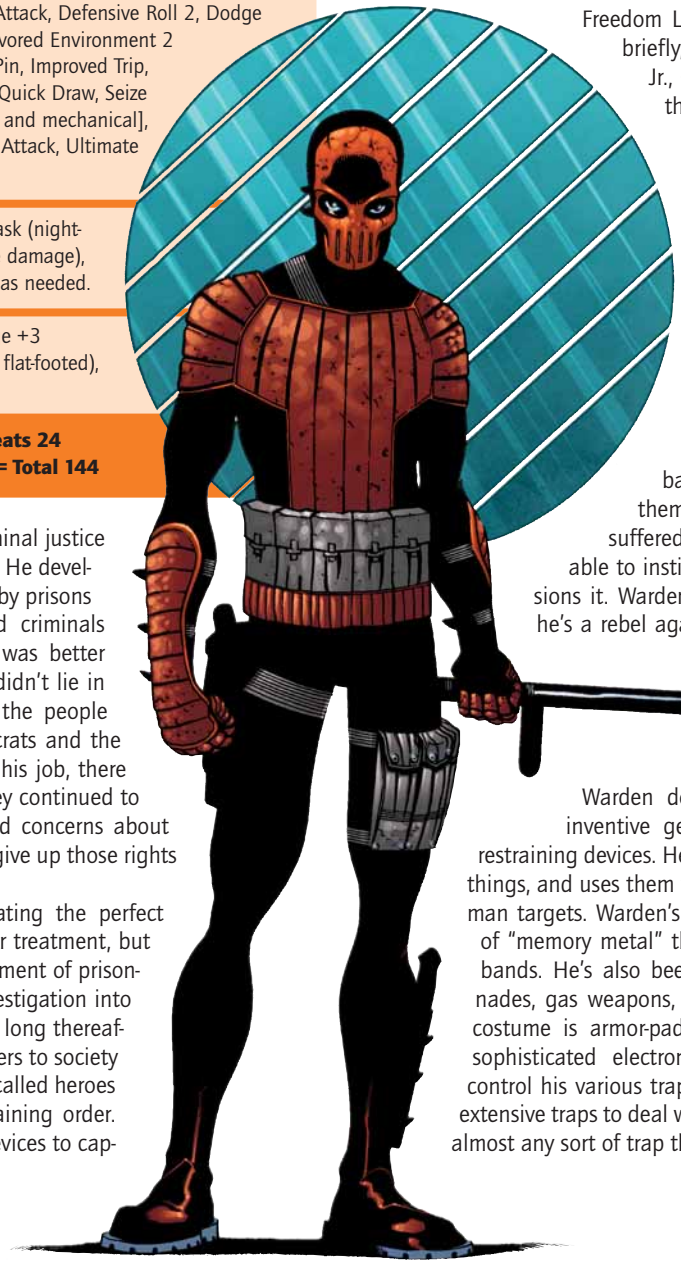
Feats: Assessment, Chokehold, Defensive Attack, Defensive Roll 2, Dodge Focus 2, Elusive Target, Equipment 3, Favored Environment 2 (prisons), Improved Initiative, Improved Pin, Improved Trip, Improvised Tools, Inventor, Master Plan, Quick Draw, Seize Initiative, Skill Mastery (Craft [electronic and mechanical], Disable Device, Escape Artist), Stunning Attack, Ultimate Skill (Escape Artist)

Equipment: body armor (+4 Toughness), mask (night-vision, radio commlink), tonfa (+2 melee damage), plus up to 7 points of other equipment, as needed.

Combat: Attack +12, Grapple +15, Damage +3 (unarmed), +5 (tonfa), Defense +10 (+4 flat-footed), Knockback –4, Initiative +7

Abilities 33 + Skills 37 (148 ranks) + Feats 24 + Powers 0 + Combat 40 + Saves 10 = Total 144

Real Name: John Warden	
Identity: Public	**Occupation:** Jailer
Base of Operations: Freedom City	**Affiliation:** None
Height: 6'	**Eyes:** Green
Weight: 185 lbs.	**Hair:** Brown



John Warden used to believe in the criminal justice system and was proud to be a part of it. He developed the cutting-edge technology used by prisons like Blackstone to hold super-powered criminals and other threats to society. Nobody was better at designing prisons, but the problem didn't lie in the technology or the system—it was the people behind it. John believed if the bureaucrats and the bleeding hearts would only let him do his job, there wouldn't be any prison escapes. But they continued to hobble him with regulations, rules, and concerns about the "rights" of the prisoner. Didn't they give up those rights when they became criminals?

Warden became obsessed with creating the perfect prison, not for rehabilitation or even fair treatment, but solely for containment and even punishment of prisoners. He was dismissed following an investigation into his experimental technologies. It wasn't long thereafter that he realized where the real dangers to society lay—in the bureaucrats and even the so-called heroes who kept people like him from maintaining order. Warden donned a mask and used his devices to capture and imprison Mayor O'Connor, district attorney Durgan, and several Freedom City judges before the Raven tracked him down and put a stop to his "new system of justice." Warden found himself, for the first time, on the other side of the bars.

Within days, he was free, for what prison could really hold him, the master jailer? He has clashed with the Raven, and even took a commission from SHADOW to imprison the entire Freedom League (which he succeeded in doing briefly, until they were freed by Ray Gardener, Jr., Captain Thunder's son). He sells work through the Foundry to clients in need of various sorts of traps (deadly and otherwise) while continuing to plot his revenge against the system that wronged him.

Warden is a control freak of tremendous proportions. Two things drive him: the challenge of creating the perfect trap to hold any target, and a desire for revenge. He considers "the system" corrupt and soft. The real criminals are the people in charge and the "heroes" backing them. Warden wants to bring them down, to make them suffer as he as suffered. Once they're out of the way, he'll be able to institute "law and order" the way he envisions it. Warden doesn't consider himself a criminal; he's a rebel against a corrupt system that's afraid of him. The truth is Warden enjoys the challenge of creating his traps and the power of having others at his mercy.

Warden doesn't have any powers beyond his inventive genius for various sorts of traps and restraining devices. He's the world's foremost creator of such things, and uses them to overcome and entrap even superhuman targets. Warden's typical devices include small spheres of "memory metal" that expand into cages or constricting bands. He's also been known to use glue-guns, stun grenades, gas weapons, and a plethora of other devices. His costume is armor-padded and his hood has sensors and sophisticated electronics, allowing him to monitor and control his various traps. His lairs are invariably mined with extensive traps to deal with intruders, and he will custom-build almost any sort of trap that a client commissions.

WHITE KNIGHT

POWER LEVEL 11

Real Name: Daniel Foreman	
Identity: Public	**Occupation:** Criminal, terrorist
Base of Operations: Freedom City	**Affiliation:** None
Height: 6′	**Eyes:** Blue
Weight: 190 lbs.	**Hair:** Blonde

STR	DEX	CON	INT	WIS	CHA
+8	+1	+3	+0	+1	+2
26/16	13	16	10	13	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+7	+4	+8

Skills: Intimidate 8 (+10), Notice 4 (+5), Sense Motive 6 (+7), Survival 6 (+7)

Feats: All-out Attack, Attack Specialization (blast), Minions 6 (up to 25 thugs, *M&M*, page 229), Power Attack, Sneak Attack

Powers: Enhanced Strength 10, **Fire Control 11** (Alternate Powers: **Blast 7** [Area Burst], **Dazzle 11** [visual]), **Flight 4** (100 MPH), **Protection 9**, **Strike 11** (fire, Aura), **Super-Strength 4** (heavy load: 6 tons)

Combat: Attack +8 (normal), +10 (blast), Grapple +21, Damage +8 (unarmed), +11 (blast), Defense +10, Knockback –6, Initiative +1

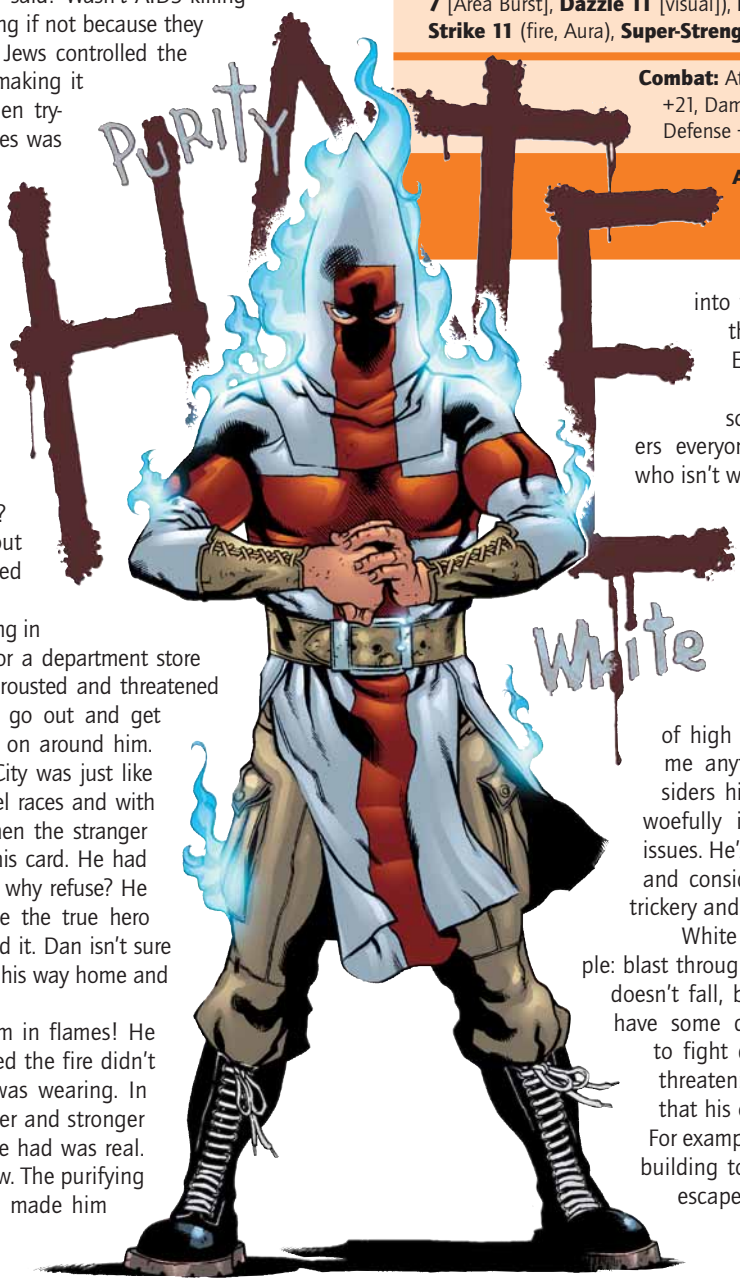
Abilities 22 + Skills 6 (24 ranks) + Feats 10 + Powers 81 + Combat 36 + Saves 14 = Total 169

Daniel Foreman loved and honored his family. They raised him right and taught him the truth that the government, the schools, and the liberal media refused to show. His family taught Daniel about the destiny of the white race and how the bleeding hearts wanted to convince everyone that all people are equal, even when that obviously wasn't true. Weren't the slums full of blacks and Hispanics? Why would they be there if they weren't as stupid as his father said? Wasn't AIDS killing the queers? Why would they be dying if not because they were so hopelessly perverted? The Jews controlled the banks and influenced the media, making it look like Hitler was the villain when trying to exterminate the mongrel races was about the only thing he did right.

Dan grew up hating everyone who wasn't like him. He particularly learned to hate the supers, most of whom were dupes of the Zionist-run liberal government. Worse yet, some were even from the mongrel races and probably thought their powers made them better than decent white folk. Where were the real heroes to show people the truth? Where was the true hero of the white race? Dan wondered that all throughout his childhood, but the hero he hoped for didn't appear.

As an adult, Dan ended up working in Freedom City as a security guard for a department store until his boss fired him when Dan roused and threatened a black patron. Dan proceeded to go out and get drunk, ignorant of what was going on around him. It was clear to him that Freedom City was just like everywhere else—run by the mongrel races and with no place for a real man. That's when the stranger approached Dan and offered him his card. He had an offer, one Dan didn't believe, so why refuse? He said Daniel Foreman could become the true hero of the white race, if he really wanted it. Dan isn't sure what happened, only that he found his way home and passed out.

He woke up to find his bedroom in flames! He panicked for a moment, but realized the fire didn't hurt him or the new clothes he was wearing. In fact, the flames made him feel purer and stronger than ever. He realized the vision he had was real. He had the power and then he knew. The purifying fire of God had touched him, and made him into the hero the world needed. He was the chosen one who would purify the Earth with fire—the White Knight.



White Knight is a twisted and sociopathic personality who considers everyone his inferior, particularly anyone who isn't white, male, heterosexual, and doesn't fit his extremely narrow view of a "good" Protestant Christian. He's a classic bully—overbearing and threatening towards those weaker than him, but outwardly subservient to those more powerful while secretly plotting revenge against them too. Dan dropped out of high school "since they weren't teaching me anything I needed to know," but considers himself very intelligent although he's woefully ignorant or misinformed on many issues. He's a complete fanatic about his cause, and considers all efforts to sway him from it trickery and deception.

White Knight's tactics are plain and simple: blast through anything that gets in his way. If it doesn't fall, blast it again until it does. He does have some cunning in battle and he's willing to fight dirty in order to win. That includes threatening members of the "mongrel races" that his opponents are so fond of protecting. For example, he'll gladly collapse an apartment building to give heroes a distraction while he escapes or prepares another attack.

CHAPTER 7: THE FREEDOM CITY SERIES

Freedom City provides a setting and context for *Mutants & Masterminds* superhero adventures. This chapter builds on ideas given in **Chapter 9** and **Chapter 10** of *Mutants & Masterminds,* with an eye toward making Freedom City a unique setting for *M&M* games.

The material in this chapter is aimed at the Gamemaster of a *Freedom City* series, and contains some of the secrets of Freedom City along with options Gamemasters can use to customize the city and make it their own. Because of this, "you" usually refers to the Gamemaster in this chapter, and players may not wish to read any further, in order to avoid spoiling any surprises the setting has in store. It includes different series frameworks as well as options for character origins and legacies, useful for creating your own Freedom City heroes and villains.

SERIES FRAMEWORKS

Freedom City is suitable for virtually any sort of superhero series, although some particular genres may require a bit more work than others. This section looks at some common frameworks for setting up and running an *M&M* series based in Freedom City. These are by no means the only options. Feel free to let your imagination go when considering new ideas and opportunities for Freedom City games.

FREEDOM LEAGUE

The broad and open structure of the Freedom League makes it a simple matter for the player characters to become members of the League operating locally in Freedom City, and elsewhere in the world. In fact, the introductory adventure "A League of Your Own" in *Mutants & Masterminds* is designed to introduce the heroes as new members of the Freedom League operating in Freedom City.

The Freedom League offers an immediate structure and background for a series. You can use the League's resources, like the Lighthouse and Freedom Hall, as ready-made headquarters for the heroes. They can use the Pegasus spaceplanes and teleportals for transportation, and they get the automatic trust of the public from their association with the League. You get a ready source of heroic guest stars (other League members) along with an extensive rouges gallery of villains to choose from. Many of the Freedom League's old foes don't differentiate between the new rookies and old-time members of the team.

Since the Freedom League is an expansive team with responsibilities all over Earth and even beyond, it's not difficult keeping the rest of the League members busy with other things, giving the heroes the run of Freedom City most of the time. Likewise, it's easy to have Pseudo or another League member ask the heroes to investigate a problem elsewhere in the world. The monitor room of the Lighthouse becomes an ongoing plot hook for pulling the heroes into new adventures.

If you decide to run a series set in the World of Freedom but outside Freedom City (in a real-world city or one of your own creation) then the heroes could be a Freedom League "farm team" in that city, with the other Leaguers described in this book primarily active in Freedom and their own cities.

CLAREMONT ACADEMY

If you want to run a "teen heroes" series, then the Claremont Academy provides a framework similar to the Freedom League for adult heroes. The introductory adventure in the *Mutants & Masterminds* rulebook can also serve to induct a group of young heroes as new students at the Claremont Academy, if you want to use it that way.

The Academy provides a home base for the heroes and a structure in the form of classes, required schoolwork, and the guidance of Duncan Summers as a teacher and mentor. The heroes can use the facilities of the school, and may have some limited access to those of the Freedom League as well. The Freedom League members described in this book can become NPC heroes operating in Freedom City from time to time, giving the player characters adult heroes as role models and occasional foils.

Although the Claremont students are "heroes in training," there are plenty of opportunities for adventure and excitement in an Academy campaign. You can run adventures based on school happenings, from mundane things like social activities to tests of teamwork, combat skills, or powers administered by Mr. Summers. The heroes can develop teenaged villains of their own, and run afoul of other super-criminals operating in Freedom City. Many of these villains know how to hold a grudge, and they're sure to remember the "meddling kids" who foiled their plans.

NEW HEROES IN TOWN

It's quite possible to set up a new group of heroes in Freedom City, filling the role of "hometown heroes." After all, the Freedom League is a world-spanning alliance with a much wider focus. The Atom Family is made up of explorers, often off in some other dimension, on the Moon, or the like, and the Claremont Academy students are just heroes-in-training. So there are opportunities for a new hero team to set up shop in Freedom.

You can find plenty of hooks for new heroes throughout this book. Setting up a new hero team requires a bit more work to establish the team's name, headquarters, and relations with the authorities, but they're all fairly easy to do. You can even have a group of new heroes completely replace existing heroes. For example, you can remove the Atom Family or Freedom Hall from the city to make more "room" for your own characters. Maybe the Freedom League has little or no presence in the city, giving your heroes even more reason to operate there.

You can also set up a group of new heroes by changing Freedom City's history. So, for example, if the Terminus Invasion resulted in the deaths of all of Freedom's major heroes years ago, then the player characters might be the first of a "new generation" of heroes in the city.

With new heroes, you basically have a clean slate for the series. You can use existing *Freedom City* heroes and villains as you wish, create and introduce your own, and mix-and-match as you like. Some heroes might have past history with existing characters and places, or they may not, as you prefer.

FREEDOM KNIGHTS

Rather than the four-color heroics of the Freedom League, this framework sets the heroes up as street-level crime-fighters in Southside, Lincoln, Greenbank, or the other most crime-ridden areas of Freedom City. They can fight alongside heroes like Foreshadow and the Raven and they might go up against—or team up with—vigilantes like the Silencer.


CENTURION!
SUDDENLY--!!!
KA-BLAM!
THEY'VE BEEN BLOWN TO DUST!
PUMA! WHAT SORT OF TREACHERY IS THIS?
ZANG!
TA-LUNG
KA-THOOM!
LIKE SOME FOURTH OF JULY SPECTACLE, HE LIGHTS UP THE SKY--
THAT WAS TOO CLOSE-- NEXT TIME I'VE GOT TO...
... BE MORE CAREFUL. BUT AT LEAST THERE WON'T BE A NEXT TIME WITH THAT GUY!
THAT'S RIGHT...
AND THE SKY'S NOT BIG ENOUGH FOR THE BOTH OF US!
... HE GETS TO THOSE MOUNTAINS.
NICE NIGHT FOR A JOG, EH?
NOW PLAYING
THMP
HEY MAN, LOOK, I DON'T WANT ANY TROUB--
YOU-- YOU DON'T UNDERSTAND! IT WASN'T ME! YOU'VE GOT THIS ALL WRONG!
SOMETHING'S ALL WRONG, BUDDY, AND IT ISN'T ME. YOU'VE GOT A LOT OF EXPLAINING TO DO...
OR YOU CAN EXPLAIN IT TO ONE OF MY ARROWS.
I'M SURE YOU DIDN'T WANT ANY TROUBLE TONIGHT, FRIEND. AND NEITHER DID I.
UHHH... THIS IS GONNA BE CLOSE!
DIE!

You can set a Freedom Knights series in the present-day, with the heroes tackling the sort of crime beneath the notice of the Freedom League, with their embassies and satellite headquarters. The heroes may have some support from people like Police Commissioner Barbara Kane, but others, including STAR Squad commander Maddicks, think they're as dangerous as the criminals they go after, many of whom end up in Providence Asylum.

You can also set this type of series during the Iron Age of Freedom City and Mayor Franklin Moore's corrupt administration (or a modern-day version of it). Here the Freedom Knights not only have to fight the Mob and crime in the city, but struggle against a corrupt system that has outlawed superheroes, fighting to protect people who consider them no better than criminals.

AGENTS OF FREEDOM

In this framework, the Patriot isn't the only super-agent working for AEGIS. The heroes make up a new AEGIS super-team answerable to the agency and to the US government. The team might be in response to the Freedom League's expansion and global activities. After all, the League doesn't answer to any governmental authority and, although many of the League members are American citizens, they don't work for the US government, and may not always have the government's best interests at heart.

An AEGIS super-team might operate publicly (although their connections to the service may be kept secret) or they can be a top-secret "black ops" task force. It all depends on the tone of the series you're aiming for. You can even pit the heroes against the Freedom League, if AEGIS and the government decide it's a threat! This can pose some divided loyalties for some heroes put in the position of fighting other heroes.

Another sort of AEGIS series has the players take the roles of AEGIS special agents, not people with super-powers, but highly trained normal humans faced with the challenge of protecting their nation from super-powered threats. These AEGIS agents have access to a wide range of special equipment (see **Chapter 7** of *Mutants & Masterminds* for ideas) but they need it! The series can be agents vs. more mundane criminals as well as organizations like SHADOW, or it can also involve super-criminals, with or without AEGIS super-agents to back the heroes up.

You can take an Agents of Freedom series beyond the boundaries of Freedom City by setting the heroes up as agents of UNISON instead. They could be an international team of superheroes answering to the United Nations or an elite squad of UNISON investigators and troubleshooters tasked with handling superhuman problems.

STAR SQUAD

Somewhat like Agents of Freedom except, in this setup, the heroes are police officers, members of Freedom City's STAR Squad. They're the police who deal with super-powered criminals before and after the heroes get there. They're also the ones who have to find ways to handle the super-criminals when the heroes don't show up at all.

This framework can be equal parts cop-drama and comic book. Even with their equipment, the STAR Squad finds itself outclassed by most super-villains in terms of power level. They need to use teamwork, tactics, and clever thinking to take down their opponents, which can provide a real challenge to players used to having the powers of superheroes at their command!

The STAR Squad cops also have to deal with interdepartmental and city politics, public opinion, and near-constant criticism of their work. This framework offers a lot of opportunities for roleplaying and developing characters, but it might not be of interest to players looking to play traditional superheroes in *M&M* rather than normal cops.

PROJECT FREEDOM

Harriet Wainwright's program to rehabilitate super-criminals (see page 74) can form the basis for an adventure or even an entire campaign, with the players running super-convicts offered a chance to work off their sentences doing public service.



The convicts might agree for the reduced sentence and greater personal freedom, only to discover they *like* helping people. Alternatively, they might figure out a way to turn the program to their advantage. Both motivations are likely, causing some interesting conflicts within the group. The super-criminals have to overcome everyone's suspicion and mistrust and the stigma of their past crimes. There are also more than a few fellow criminals who'd consider them "sellouts" for working for the authorities.

If a crisis occurs when Freedom City's more heroic defenders are unavailable, will the newly reformed super-criminals answer the call? What happens when the rehabilitation program is suddenly thrust into the spotlight? Can supervillains truly reform, or is the project just a cover for a more sinister plot? What if some team-members plan to return to a life of crime, but others truly want to reform?

Alternately, "Project Freedom" could be a top-secret "black ops" program to use super-criminals as expendable government agents in exchange for amnesty. In this case, the goal isn't so much to rehabilitate, but to make use of a resource able to operate outside the law. This is good for a more Iron Age style *Freedom City* series where the player characters are convicted criminals or vigilante heroes working for the secret government program.

ORIGINS

The default assumption in *Freedom City* is that all of the origins described in **Chapter 1o** of *Mutants & Masterminds* are available in the setting, to one degree or another. Specific origins suited to Freedom City are discussed here.

ALIENS

Freedom City features a number of alien races and civilizations, although many of these "aliens" have a terrestrial origin, tracing their ancestry back to *Homo sapiens* transplanted to other planets by the Preservers.

GRUE

At least one "rogue" Grue (Pseudo of the Freedom League) has gone on to become a hero, and another has become a supervillain in his own right (the Meta-Grue). Base rogue Grue characters off the Grue Metamorph archetype in **Chapter 4**, but the transformative nature of the Grue means rogues can be unique in various ways, depending on how they gained their independence from the Unity.

LOR

The Lor and many of the other near-human races of their Republic can serve as a source of new characters. Lor make for good "human aliens" who can easily pass as Earth humans (allowing for options like having a viable secret identity and such). While low-level psionic powers are the only ones generally known among the Lor, an accident or other circumstances could bestow different powers on a Lor hero or villain.

PRESERVERS

The Preservers are supposedly long-gone from this universe, but much of their work remains. Ancient Preserver technology could provide an origin (such as in the case of Megastar in **Chapter 5**), and entire races and worlds may owe their existence to the Preservers. You can even introduce a Preserver character into the setting, if you wish, depending on what you decide the Preservers are really like. Such a character could be a plot device with vast, undefined powers or a rogue or exiled Preserver could be reduced in power, to whatever manageable scale you wish.

STAR KNIGHTS

The Star Knights provide a ready-made opportunity for a new hero, or even a team of them. If you wish, replace the current Star Knight in the Freedom League with a new player character hero, using the Star Knight template from **Chapter 4** as the basis. You can even run an interstellar Star Knight series where all of the heroes are members of the Order. In this case, you might want to give each Star Knight a unique power of some sort to make the characters more distinctive.

ULTIMA

The inhabitants of Ultima Thule are suited only for fairly high-powered *Freedom City* games; the Ultima template alone costs almost as much as most starting *M&M* characters get! Still, if you're running a higher power level or point-total game, then there's room for an Ultiman (or even several). The character may keep the true nature of his or her powers secret, since most are unaware of the Ultima and the immortals want to keep it that way. You can even run a series where all of the characters are Ultima, with various specialties and interests. Adventures can span centuries, detailing the immortals' actions in the distant past as well as the present day.

UTOPIANS

The Utopians described in **Chapter 4** are isolationists, but they may eventually choose a new Envoy to the outside world, who could be a player character hero. Alternately, perhaps Utopia Isle's new "envoy" is actually a diplomatic *team,* with players taking the roles of its different members.

GODS

The World of Freedom features a number of active mythological pantheons and figures: Siren and Baron Samedi are both loa of the Voodoo pantheon. The Greek pantheon granted Daedalus immortality, and some of his foes are figures out of Greek mythology, including the death-god Hades.

The default assumption in *Freedom City* (as in many comic book universes) is that all mythological pantheons exist to one degree or another. These ancient gods don't generally interfere in mortal affairs, and they possess abilities similar to powerful superhumans, making them suitable as heroes and villains in a series with the proper power level. You can use existing references on mythology to provide you with a vast supply of ideas for new characters in your *Freedom City* game.

MAGIC & MYSTICISM

Magic is a real and powerful, but relatively rare, force in the World of Freedom. Still, there's plenty of room for new magical characters in the setting.

ATLANTIS & LEMURIA

Atlantis and Lemuria were the last great civilizations on Earth to widely use magic, and the basis of much modern arcane lore. Ancient magical artifacts still linger from both lost civilizations, which may trigger new magical origins in the present-day. Modern magicians and mystics may be reincarnations of great adepts for the Age of Atlantis.

THE SHAMBALA TEMPLE

The Shambala Temple is a place where modern mystics may receive training in the arcane arts, and can serve as part of the origin of a new character with magical powers.

THE MASTER MAGE

As mentioned in **Chapter 6** and under **Legacies** later in this chapter, Adrian Eldrich is seeking a successor as Earth's Master Mage. Perhaps a hero with the Magic power is a potential candidate or disciple? Maybe, instead of a single Master Mage, Eldrich intends to break with tradition and train a *group* of magicians to succeed him, the perfect set-up for an all-magic *M&M* series!

NETHERWORLDS

The various netherworlds and dimensions discussed in **Chapter 5** can provide ideas for magical characters. Perhaps a good magician flees a home dimension dominated by a Dark Lord or a magical hero or villain comes to Earth from an alternate world like Terra Roma or Freeport (or some other fantasy world of your choice).

THE SERPENT PEOPLE

The Serpent People possess innate magical talents, not the least of which is the ability to assume human form. They have also interbred with humans in the past. Humans with a measure of Serpent blood may possess a talent for sorcery. What other benefits and drawbacks does such a heritage carry with it? Some Mayombe cultists, for example, may carry this mystic legacy.

MUTATION

Unusual mutations can and do grant superhuman powers from time to time in the World of Freedom. There isn't an especially large prevalence of "mutants" in the setting, but they're around, and there are a number of potential sources for mutations (in addition to the comic book staple of freak one-of-a-kind accidents).

DESIGNER DRUGS

The various designer drugs in **Chapter 3** may be sources of permanent as well as temporary super-powers, particularly if a dose (or even overdose) activates some latent potential in the user. In addition to permanent versions of their effects, these and other designer drugs could interact in strange ways with mutant or alien biochemistries, creating virtually any set of powers. This is an especially suitable origin for *Freedom City* characters in an Iron Age or street-level series.

THE DNASCENT PROCESS

The DNAscent process detailed in **The Labyrinth** section of **Chapter 6** is one (semi-) reliable means of induced mutation in the World of Freedom. The Labyrinth and its pawns have used the process to create a number of superhumans; new characters could be the results of similar experiments, or perhaps accidental outcomes of continued efforts to refine the DNAscent process.

The Power-House (also described in **Chapter 6**) uses a version of the DNAscent process to create super-powered fighters and thugs. Characters in a *Freedom City* series may have acquired their powers from this source as well.



MANAKA ROOT

A rare root that is the biochemical basis for the designer drug max (see **Chapter 3**), manaka traces back to various Native American tribes who knew of and used it. The extract of the root could grant characters temporary or even permanent Enhanced Abilities, particularly Strength. The degree of effect depends on the character concept and the GM's permission; the Revolutionary War hero Minuteman temporarily gained "the strength of ten men" from manaka while the Golden Age Patriot acquired more permanent Enhanced Abilities from a formula that included manaka extract.

PSIONICS

The powers of the mind are well known in the World of Freedom: experts like Parker Psion and Mina Kosmova helped pave the way toward learning more about them before embarking on their criminal careers. Mentalist heroes like the Scarab and Chase Atom use their powers for good, while psionics like Lady Lunar and Mastermind turn their mental power toward conquest.

FARSIDERS

Much of the potential for psionic powers among the Farsiders died out with the last of the Royal Family of Farside City. However, there may still be sufficient latent psionic potential among the population for new mentalists to emerge. The influence of the Moonstone may encourage this, and may be one of the reasons why family lines of psionics emerged among the Farsiders in the first place. A Farsider psion is in an awkward position as a reminder of the city's buried past. It would not be surprising for such characters to seek a future elsewhere.

THE NEW HUMANS

If Professor Psion is right, humanity may be evolving toward a kind of "super-race" with various innate (possibly psionic) powers. Lor mentats and Farsider psions may be examples of this "next step" in evolution, with the super-villain Mastermind as perhaps its ultimate outcome. If it's true , then Earth may see a new generation of mutants in the very near future with various psi powers, a glimpse at the ultimate future of humanity.

SUPER-SCIENCE

There are many sources of incredibly advanced science and technology in the World of Freedom, any one of which could lead to origins for new superhumans. In addition to the specific heroes and villains described in the previous chapters (particularly Daedalus, Doc Otaku, and Talos) there are a number of other sources of super-science origins.

ASTRO LABS

ASTRO Labs engages in a wide range of scientific research and technological development. Accidents have already led to the creation of superhumans (like Mr. Mist) and deliberate advances in technology may be able to grant some characters super-powers. Perhaps ASTRO Labs develops a new android, artificial intelligence, battlesuit, or cybernetic organism (which can also create interesting issues concerning ownership). Advances in genetic engineering and nanotechnology can provide new origins, while experiments in teleportation or dimensional travel could open up literal new doorways for heroes and villains to arrive on Earth.

DAKA CRYSTALS

Daka crystals from the tiny African nation of Dakana (see **Chapter 4**) could serve as the key element for any number of super-science inventions. They provide a useful "rubber science" rationale for many such devices in a *Freedom City* series.

Exposure to daka, either in its raw form or in some sort of technological accident, or to energies filtered through daka crystals, can lead to any number of superhuman origins (particularly those involving some form of energy control). A group of fledgling supers created in such an accident might become the students and wards of the White Lion and new defenders of Dakana for Gamemasters interested in setting a campaign there.

Given their extraterrestrial origins, daka crystals may be tied with other cosmic crystals such as the Moonstone or the Star Stone (the source of power for Farside City and the Star Knights). If all the daka in the world were somehow assembled in one place and fused together into one crystal what powers might it have?

THE FOUNDRY

The Foundry is probably the greatest source of advanced technology in the World of Freedom, for the right price. Ongoing Foundry experiments could yield some unusual super-science origins, particularly for android or robot characters. Scientific research secretly sponsored by the Foundry might inspire an inventor to actively use new technology for good in order to keep it out of the wrong hands. There's always the possibility of one of Talos' creations "evolving" even further than the robotic mastermind imagined, spawning an entirely new origin, and perhaps an even more serious threat!

TRAINING

In addition to dedicated heroes and villains training on their own or in more conventional ways, there are a few sources of training unique to the World of Freedom.

AGENCIES

Agencies like AEGIS and the STAR Squad (see **Chapter 3**) train their personnel to deal with super-powered threats. So it's possible someone with that level of training might go on to become a superhero or villain. Such characters could be the first in a new "super squad" program, or acquire their powers unintentionally.

ESOTERIC TRAINING

Heroes and villains may find unusual teachers in a *Freedom City* series, from Duncan Summers and the faculty of Claremont Academy to Master Lee's martial arts school (page 39), Ms. Scarlet (page 165) and her "school for professional thugs" or the school of hard-knocks amidst bouts in the Circuit Maximus (page 83). See the **Legacies** section of this chapter for some other possible mentors and teachers.

SHAMBALA

The Shambala Temple (described in **Chapter 4**) is a source of esoteric training, particularly in the martial arts and meditation, well suited for unarmed fighters of all sorts. Former students of the Temple may go on to become heroes, or forsake their moral and philosophical teachings and become criminals. Honorable students of the Temple may feel compelled to bring their traitorous former brethren to justice, providing built-in complications and plot hooks.

LEGACIES

A number of characters in Freedom City have left legacies of one sort or another. This section looks at ways you can use these legacies as origins for new characters (heroes or villains) for your own *Freedom City* campaign.

These legacies are the most prominent in *Freedom City,* but are by no means the only ones. Feel free to use the background and characters in this book to create other legacies for heroes and villains in your own *Freedom City* campaign as you see fit.

THE ATOM FAMILY

You can use the Atom Family as a basis for a campaign, having players take the roles of the current Atom siblings (and possibly their "Uncle" Jack Wolf) or you can replace the Atoms with characters of the players' creation.

You can even extend the Atom Family by giving Andrea Atom a sibling or two, so the current generation of Atoms includes cousins, perhaps with powers of their own. A friendly rivalry and occasional "family reunion" involving three (or more!) branches of the modern Atom Family, along with extended relations, in-laws, and so forth can make a fun and rich background for a *Freedom City* series. Imagine if one of these Atom siblings married one of Professor Psion's children, resulting in some young supers related to both families!

BEACON

Langston Albright is looking for his successor as Light-bearer and wielder of the mystic light; that successor could be a player character hero. The new hero could take on the name and identity of Beacon, adopt a moniker honoring White Rose and White Thorn, or even hearken back to Pharos in ancient Egypt. Nacht-Krieger makes a natural archenemy, along with the forces of SHADOW.

BOWMAN & ARROW

The current Bowman makes a fun legacy character, and there's currently no one filling the role of Arrow. Now that Fletcher Beaumont III is a member of the Freedom League, perhaps he'll find himself a junior partner, or an ambitious youngster might adopt the Arrow identity without even asking! A new Arrow makes a good student for the Claremont Academy and potential member of the Next-Gen, and there's nothing saying the newest Arrow can't be a girl....

There's also Ethan Keller's legacy as Archer. Although he's retired from the superhero business, someone else might take up his name and motif. The new Archer could be a true hero seeking to do right, or a vigilante even more outside the law than Keller was in his day. Either way, Keller might feel compelled to come out of retirement, especially if the new Archer didn't bother to ask before taking on the name. It's likely to draw Bowman's attention as well, making for an interesting confrontation.

CENTURION

The ultimate heroic legacy in *Freedom City* is that of the Centurion, the world's greatest hero, who gave his life to save the Earth from Omega.

While Centurion and his wife never had any children, it's unknown why (since they were understandably reluctant to bring their problem to an ordinary medical doctor). If the problem lay with Mrs. Leeds, it's possible Centurion sired children before he was married. It's also possible samples of his DNA were used to create children or clones, or to grant someone powers similar to his.

THE DANGER FAMILY

The progeny of pulp-era hero John Danger are associated with the Danger International foundation (see **Chapter 2**). Information about Danger's children and grandchildren is left for you to decide as best suits your series. They could just be minor background characters, or they can be the basis for an entire series. Maybe the current generation of the Danger family is made up of contemporaries of the Atom Family and other modern-day heroes. Certainly, the strange adventures of their grandfather could have led to the current Dangers possessing super-powers, if you wish. Things like ancient African magic, rare herbs (like manaka root, see page 231) or exposure to daka crystals (page 231) could have caused mutations.

ELDRICH

Adrian Eldrich is looking to leave a legacy, namely teaching his successor as Earth's Master Mage. A number of possible successors are mentioned in this book, but a player character hero could easily be the chosen one. Does the hero accept the mantle and responsibilities of Master Mage? What happens if the new Master Mage is forced into the role too soon?

It's quite possible, of course, that even if a player character is Eldrich's destined successor, or just in the running, the Master Mage might not tell anyone. Instead, the character is put through a series of tests of worthiness and provided opportunities to learn all the right things before assuming the mantle of power.

ENVOY

Councilor Sarlyn of Utopia is a strong advocate of renewing and maintaining ties with the outside world. It's possible he would support sending a new Envoy to join the Freedom League or work with UNISON, allowing a new Utopian hero to take up the mantle of Sarlyn's Golden Age identity.

For a twist, perhaps the new Envoy isn't Utopian, but an outsider sent as an envoy to them. A human outsider, orphaned and raised by the Utopians in their ways, might also wish to return to the outside world as an envoy between the two civilizations.

FREEDOM EAGLE

Presumably, plans for the anti-gravity harness and other technology Michael O'Connor, Sr. used to become the Freedom Eagle still exist somewhere. While Mayor Michael O'Connor, Jr. hasn't used them to follow in his father's footsteps as the Freedom Eagle, it's possible someone else could. The new Freedom Eagle might be a friend or relative of O'Connor's, or someone unrelated. Whatever the case, it's virtually certain Freedom City's mayor will take a strong personal interest in the new hero!

Far worse would be if O'Connor's technology happened to fall into the wrong hands and a criminal blackened the legacy of the Freedom Eagle! That might be the one thing sufficient to get the Mayor of Freedom City to don his father's old costume and wings, to put things right.

LADY LIBERTY

The Spirit of Liberty has passed through many champions over the years. If something were to happen to the current Lady Liberty, it would choose a new wielder, perhaps a player character hero. You might also choose to replace the current Lady Liberty with a player character, or even have the Spirit of Liberty empower a *team* of heroes to safeguard Freedom and the American Way in the 21st century!

PROPHET

The Prophet family line is a long legacy, stretching back to Colonial America and the "crusade" of monster-hunter Elijah Prophet, through the western hero Adam Prophet (the Pale Ranger) to his son, Thomas "Doc" Prophet, the two-fisted "Man of Marble" in the 1930s. The *Freedom City* source material deliberately stops before the beginning of the modern age

of superheroes in the late 1930s, allowing you to decide what became of the Prophet line. It may have ended with Thomas Prophet, or it could continue to this day.

Doc Prophet may have been a mutant (a result of his father Adam's mystical resurrection, exposure to strange minerals, the forces of Magic Mesa, or all three). His descendants could have any number of powers or abilities.

THE SCARAB

The question of the Scarab's reincarnation is left as a mystery for you to decide in your own *Freedom City* game. The latent *ka* of the eternal hero is a ready-made origin for a new superhero with psychic powers.

You can use the following template as a guideline for the new Scarab's traits. Feel free to modify it as desired to match the campaign's power level and guidelines.

THE SCARAB	TEMPLATE
Feats: Beginner's Luck, Jack of All Trades (past-life memories)	
Powers: Flight 3 (50 MPH), Super-Senses 1 (mental awareness), Telekinesis 10, Telepathy 10	
Note: The Scarab's reincarnation is more of a plot device than an actual power, since the spirit must be literally reborn into each new life. This means years when the Scarab is effectively out of play while the new incarnation matures and eventually awakens to full awareness of past lives and psychic potential.	
Cost: 49 power points	

SECRETS OF FREEDOM CITY

This section looks at the secret or uncertain elements of Freedom City and how you can use them in your own campaigns. In particular, it discusses aspects of the setting and characters deliberately left vague or up to you, the Gamemaster, to define as best suits your own *Freedom City* series.

CHAPTER 1: SECRET HISTORY

The following are secrets and elements from **Chapter 1** left for you to decide.

THE PRESERVERS

The origins and ultimate fate of the Preservers are left for you to decide in your own Freedom City game. The Preservers could have been aliens (humanoid or not), machines, extradimensional visitors, or perhaps even time-travelers from the far-future, altering the past to suit their particular ends.

The official material assumes the Preservers left the material universe long ago. Their influence is only felt through the artifacts they left behind and genetic alterations they made. Examples of Preserver intervention include the Ultima, the Utopians, the Farsiders, Mastermind, and the many and varied races of humans in the galaxy, like the Lor. They may have been responsible for the human potential for super-powers.

Although they're long gone, the Preservers offer plenty of story hooks. Their technology is amazingly advanced, and alien civilizations covet lost Preserver artifacts. Some of that technology may still be on Earth, buried in the ruins of Atlantis or Lemuria, beneath the polar ice caps, or in some other hidden corner of the world. Mastermind controls some Preserver technology, as do the Ultima. Megastar's MEGAS technology is another example of a Preserver artifact.

It may also be the Preservers are not entirely gone. Although they presumably ascended to a higher plane of existence, it's possible not all Preservers chose or were able to go. One or two might have stayed behind to watch things develop in the galaxy, to record the outcomes of some of their experiments, or to care for the species they cultivated.

There might also be a Preserver criminal (or criminals) exiled from whatever paradise the rest of the race achieved. Such an ancient alien, with access to tremendous technology, untold millennia of experience, and unknown powers over life itself, could be one of the greatest villains the galaxy has ever known.

Perhaps both options are true, and there is a Preserver "watcher" observing humanity, but forbidden to interfere, and a rogue Preserver bent on using Earth as a living laboratory.

PROPHET'S CRUSADE

The ultimate fate of Henri "Lupus" LeBlanc is left for the GM to decide. He may have been an innocent, wrongly accused, or an actual werewolf and/or sorcerer. It's possible he's still alive in the present-day, or that he has passed his curse down to his descendents, creating a modern-day werewolf as either a hero or villain in your series.

One of the witches Lucius Cabot helped convict was in fact an ancestor of Serena Vervain, the sorceress Seven at the Claremont Academy. Neither Serena nor Lucius knows about this, but the spirit of Serena's ancestress may reveal it if and when the opportunity arises for Seven to bring Cabot to justice.

TUNGUSKA

Something collided with the Earth in Siberia in 1908, exactly what is left for the Gamemaster to decide. The Tunguska explosion was a real event, and you can find plenty of information about it, except for a definite answer about what caused the blast.

You can use the Tunguska Event as a plot hook for a time-travel adventure (perhaps the heroes cause it in some way!). It may be a catalyst for later events in the setting, sparking the first modern stirrings of super-powers, or weakening dimensional barriers (allowing the infant Centurion to find his way to Earth, for example).

ROSWELL

That something crashed in the desert near Roswell, New Mexico in 1947 is well known, but most are unaware it was a Grue scout ship. What became of the remains of the ship and its crew is left as a mystery for you to explain (or not) as you see fit.

Metamorphic Grue DNA could certainly provide any number of opportunities for secret government super-soldier programs, the same for any technology salvaged from the ship.

There's the possibility one or more Grue survived the crash, assuming other forms to hide on Earth, becoming rogues, perhaps. The cover-up of events at Roswell might not have come entirely from the U.S. government. There may have been Grue metamorphs on Earth for decades, operating behind the scenes.

Perhaps the Grue remains "infected" humans in some way, creating human/Grue hybrid shapeshifters linked to the Meta-Mind, loyal to their alien masters, and capable of infecting others to increase their ranks. Worse yet, maybe these hybrid Grue are *not* connected to the Meta-Mind,



but form a rival collective that wants to claim Earth and eventually return to conquer the Unity as well!

Or maybe what happened as Roswell was just a hoax or misunderstanding. Maybe.

FADED LIBERTY

The ultimate fate of Donna Mason, the second Lady Liberty, is left for you to decide. Why did her powers fade in the early 1970s, and what became of her after her retirement? It may simply be her career, like her powers, faded into obscurity.

Lady Liberty might have become unworthy of the power of the Spirit of Liberty in some way: suffered a crisis of confidence or conscience, hidden a misdeed, or simply chose a normal life after serving the cause for so long. If she's still alive, Donna Mason would be in her eighties.

Perhaps her power-loss was the result of the schemes of a villain or the tampering of a time-traveler. Maybe Ms. Mason willingly surrendered her powers, knowing Beth Walton-Wright would need them in the future. On the other hand, she might see her successor as a thief who took a power that didn't rightfully belong to her.

THE TERMINUS INVASION

The Terminus Invasion is a pivotal moment in Freedom City history and a useful change-point if you're looking to mold the setting to better suit your own ideas. The invasion gives you an excuse to change nearly anything about present-day Freedom City.

A number of heroes were lost or killed; it could have been a lot more. Perhaps all of Freedom's previous heroes died during the Terminus Invasion, replaced by a new generation that includes the player characters.

The unleashed energies of the Terminus might have led to numerous origins and new super-humans in the world. Mutations could be on the rise, with people understandably worried about these "terminus mutants" and their potential links with the invaders.

Central Freedom City was nearly destroyed in the invasion. It could be rebuilt differently than described in this book. You can change around buildings, landmarks, even geography. If Dr. Metropolis never showed up, rebuilding may have taken years, even with super-powered assistance. Conversely, an amazing new "city of the future" could have appeared virtually overnight with the right super help.

If you're looking for a later "change point" to alter Freedom City, you can use Omega's attempt to destroy the omniverse (described in the M&M adventure *Time of Crisis*) to "retcon" any elements of the setting you wish.

CHAPTER 2: SECRET LIFE

The following are secrets and elements from **Chapter 2** left for you to decide.

DECOSTA CONSTRUCTION

There may or may not be connections between the Mob and DeCosta Construction, as the GM wishes. If there is a connection, Buddy DeCosta could be a secret crime-boss, or he might be an unwilling participant in organized crime. Perhaps the Mob provided seed money for his business and now calls on DeCosta for the occasional favor. He's afraid of what might happen if he defies his "good friends," so he goes along with them. Alternately, the rumors might be attempts by business rivals to ruin DeCosta's reputation, or an effort by the Mob to get DeCosta to cooperate with them by setting him up so no one will believe he *doesn't* have Mob ties.

USING HISTORY IN THE CAMPAIGN

The history of Freedom City provides a backdrop for the modern setting and adds some detail and depth to the places and characters in this book, but there are additional ways you can use the history of the city in your game.

TIME TRAVEL

With opportunities for time travel, the past doesn't have to remain closed to the player characters. You can send them to witness or participate in any of the events in the history of Freedom City, and you can take characters from history and bring them into the present day. You'll have to decide for yourself whether or not the characters can change history, and what will happen if they do. Most comic book stories assume that heroes do their best to avoid changing history in any way, or that it's simply not possible, but it can make for an interesting story if the heroes can actually change history. They may find that the original was better and have to find a way to change it all back!

FLASHBACKS

There are several immortal (or extremely long-lived) characters in Freedom City who actually witnessed most of the city's history. If you have a similar player character in your group, you can explore the character's long history through flashbacks, telling the story of one of the character's experiences that happened some time ago. For example, a veteran Golden Age hero of the group may encounter something that triggers a recollection of an "untold tale" of his exploits in the 1940s. You can run the flashback as an independent adventure before returning to the events of the present day.

HISTORICAL CAMPAIGNS

You might even decide to set your regular Mutants & Masterminds campaign in an earlier period of Freedom City's history. The 1940s, with the adventures of the Liberty League during WWII, and the 1960s, with the original Freedom League, both make excellent settings for campaigns. You could also set a game during the darker period of the 1980s, with FORCE Ops and other vigilante heroes operating outside the law. If you run a historical campaign, feel free to change any "future" events as needed. Perhaps things will turn out differently in your game than in the "official" history of Freedom City.

GENERATIONAL CAMPAIGNS

Finally, you can combine many of the ideas above into a campaign that spans decades, or even longer. The players can take the roles of characters in the early days of Freedom City (maybe monster hunters like Elijah Prophet or wrongfully persecuted witches and sorcerers). As the campaign progresses, the characters age, have children, and players shift to new generations of characters in different eras. Players can establish heroic dynasties that extend across centuries as the group builds an entire alternate history for Freedom City, culminating in the modern day, or maybe even going beyond, into the distant future!

DELPHIC INDUSTRIES

Constantine Urallos secretly works for Taurus and the Labyrinth (see **Chapter 6**). The man-bull recruited Urallos decades ago, and the tycoon's continued extraordinary health and longevity is due to Urallos' willingness to sacrifice to Hades on occasion (thus the fate of his wives). He hopes to earn immortality and is ruthless enough to do whatever it takes to achieve it. Constantine Urallos is in charge of the Labyrinth's finances and Delphic Industries helps to launder money and conceal a vast network of resources for the organization.

GRANT CONGLOMERATES

In addition to its other illegal activities, Grant Conglomerates is a front for the Labyrinth and Jonathan Grant ultimately works for Taurus, although he still owes his loyalty to no one but himself. Taurus and the Labyrinth provided the backing and influence to allow Grant Conglomerates to become a major biotech concern and they use Grant's artificial superhumans as agents. The Labyrinth keeps Grant Conglomerates at arm's length, both to insulate such a useful asset and to keep any heroes who might investigate Grant from discovering his ties to the Labyrinth. Even a resource as useful as the Conglomerates is no more than a pawn in the games of power Taurus plays.

NEW HORIZON MEDIA

Hank Allard's aversion to superhumans might simply be a reasonable desire not to get caught in a super-powered crossfire again, or it may conceal a deep hatred for all superhumans and a desire for vengeance against them after the death of the woman he loved. If the latter, Allard makes an excellent mastermind and backer for an anti-super organization of some sort, perhaps in conjunction with groups like CODE (see page 16). Allard's wealth can buy weapons and hunter-killer robots from the Foundry, which is more than willing to supply someone looking to reduce the size of the superhuman population (leaving fewer to oppose Talos' plans in the future).

THE RHODES FOUNDATION

Unknown to most, Alexander Rhodes, CEO of the Rhodes Foundation, was actually the superhero called the Scarab. Through hypnotic regression Rhodes, an avid collector of antiquities, learned of a past life as Prince Heru-Ra in ancient Egypt. This awareness awakened his *ka*, the empowered portion of his spirit, and granted him formidable psychic abilities. He used those powers in conjunction with his fortune to fight the forces of evil; his nemesis for much of his career was the reincarnation of his ancient foe Tan-Aktor, a corrupt sorcerer and pretender-pharaoh, reborn as Wilhelm Kantor, S.S. officer and eventually the Overshadow, leader of SHADOW (see **Chapter 6**).

After the Scarab's death, the Rhodes Foundation passed into other hands. No one but Rhodes' personal assistant ever knew his secret identity. Alexander Rhodes' sudden demise was blamed on a brain aneurism (which was technically true).

The Scarab's secret headquarters remains hidden deep beneath Pyramid Plaza. It contains a number of ancient Egyptian artifacts along with Alexander Rhodes' personal journals and files. Sophia Cruz—current CEO of the Foundation and daughter of Rhodes' personal assistant—faith-

ALTERNATE HISTORY

Naturally, you can change the history of Freedom City as you wish to suit your own vision for the setting. Some possible variations include the following:

FREEDOM CITY HAS DIFFERENT HEROES

Change the names, powers, and histories of the heroes and villains mentioned in this history as desired. Maybe one of the player characters joined the Liberty League during World War II. Maybe other heroes founded the Freedom League in the '60s. Maybe Omega wasn't the big villain who inspired the modern reformation of the League. Rearrange things however you like.

FREEDOM CITY HISTORY HAS BEEN "RETCONNED"

Comic book fans use the term "retcon" (short for "retroactive continuity") when comic book companies and writers periodically revise and update the histories of their characters and settings. Thus, a character who has been in print since the 1940s may still be young and vital, with a career that only stretches back for a nebulous "10 or 15 years" while other characters have aged or been edited out of "reality" altogether.

Freedom City isn't bound by the restrictions of comic book publishing, so most characters in the setting have aged as time has passed. However, it's possible this universe still gets "revised" and that the present situation isn't how it's always been. After all, history has been changed at least once in the World of Freedom—who is to say it hasn't happened before without notice?

FREEDOM CITY WAS REBUILT DIFFERENTLY

The near-destruction of Freedom City by the Terminus Invasion gives you plenty of leeway to change details around. Want to add a new building or take out an existing one? Do so or assume a building was destroyed in '92 (or during some other super-battle) and it was rebuilt differently. Dr. Metropolis is another factor to use, as he sometimes does inexplicable things for his own mysterious reasons.

THERE ARE FEWER HEROES

If you find the heroic population of Freedom City a little too crowded for your taste, feel free to kill off more heroes during the Terminus Invasion. Maybe Omega killed all the heroes in Freedom City before Centurion finally overcame him, making the player characters the first in an entirely new generation. Alternately, you can keep some of the dead heroes alive, although you may have to change a few details. For example, if the Centurion doesn't die, then the Sentry Statue is built in his honor, not as a memorial.

SOME (OR ALL) OF THE HEROES ARE VILLAINS

Take some or all of the heroes in **Chapter 5** and, using the example of the Tyranny Syndicate in **Chapter 6**, make them into villains for your players' heroes to fight! Some of these villains may be the "evil duplicates" of real Freedom City heroes, while others may simply have always been villainous; the heroic version of the character just doesn't exist in your setting.

fully maintains and protects the hideaway and its secrets. She knows the Scarab has lived many lifetimes, and it has been decades since his death. It is only a matter of time before something awakens his *ka* once again in his new incarnation, and the Scarab returns.

The Scarab's current incarnation (if any) is left for you to decide in your own campaign. It offers a ready-made origin and history for a new hero, either a player character or a supporting non-player character. See **Legacies** earlier in this chapter for more information on the Scarab's legacy.

RATH & STROMBERG

One client Mr. Stromberg still handles personally is his old friend Adrian Eldrich (see **Chapter 5**). Stromberg's father managed Eldrich's finances and passed the responsibility on to his son, who has kept the family secret. He doesn't know the full extent of Eldrich's business as Earth's Master Mage (and prefers to keep it that way) but he knows Eldrich is both a wizard and far older than most people think. He was disappointed when Eldrich refused to reveal the secret of his longevity, since despite appearances, Arthur is feeling his age and still feels he has much left to do.

CABOT, CUNNINGHAM & CROWLEY

Two of the nine senior partners beneath Lucius Cabot serve as shells for the spirits of Cabot's original partners; Augustus Crowley resides in the form of Charles Crowley, while Jacob Cunningham's spirit lives on in his great-grand-daughter Serena Cunningham-Crawford, much to his chagrin and Cabot's amusement. Another senior partner is a vampire, and five others wield various occult arts.

Despite rumors, no employee of CC&C truly knows what goes on in the upper echelons of the firm until they make junior partner status. Reaching that goal includes a blood pact with at least one of the senior partners, so few partners ever divulge the firm's secrets for fear of losing more of their souls.

Not even Lucius Cabot knows that Seven (see **Chapter 5**) is a descendant of the witch he betrayed for his occult powers, or that she placed a curse on him, saying her descendant would avenge her one day. Cabot's master hopes to corrupt Seven and control the next potential Master Mage, eventually bringing Lucius Cabot and Seven into conflict as she approaches adulthood and her full power.

MASTER LEE'S SCHOOL

Master Lee's full background and the extent of his martial arts prowess are left for the Gamemaster to decide. The aged Chinese *sifu* might be a skilled kung fu master or a superhuman wielder of ancient fighting secrets. He could even be an immortal or an emissary or exile from the Shambala Temple (see **Chapter 5**).

He's too old now to be an active adventurer, although he may have been one in his youth (which could have been thirty, fifty, or even a hundred years ago, as you prefer). Master Lee makes a good mentor or teacher for a martial arts hero, and can be a source of information on the martial arts, Chinese mythology, and similar topics.

The identity of Master Lee's wayward student is also left up to you. He can be a super-villain, an assassin for hire, the champion of the Circuit Maximus, or all three. If a player character hero is Master Lee's current student, then his former pupil is a ready-made archenemy.

THE HISTORICAL MUSEUM

Dr. Metropolis' miniature representation of 1908 Freedom City might be nothing more than a curiosity, but you can also use it as an adventure hook, if you like. Perhaps the model is linked in some way to the actual Freedom City of the time, making it useful for time-travel adventures. A villain like Toy Boy might capture a group of heroes and shrink them or place their minds in tiny animatronic duplicates, convincing them they really are in 1908 Freedom and their lives as modern-day superheroes are a strange sort of dream or delusion. Perhaps a magical villain like Malador the Mystic or Baron Samedi could use the replica as a kind of "voodoo doll" to influence the modern-day Freedom City by manipulating it.

THE HUNTER MUSEUM OF NATURAL HISTORY

As the anonymous founder of the Hunter Museum, Daedalus has a number of agents in place on the museum staff to keep an eye out for unusual or dangerous artifacts. He and his museum fund more than a dozen archaeological digs at a time, and many relics have been secreted away for study over the years. After all, Preserver artifacts tend to create more questions than answers and are purposely "lost" in storage beneath the Hunter and other such institutions.

Recently, Hunter archeologists found a score of modern DVDs in an undisturbed burial chamber on the high plateau of Nevado Ampato in Peru. The DVDs show video footage of many ancient sites in their prime or in the midst of history's greatest battles. Daedalus has kept the discovery to himself while working on figuring out whom the flying time-traveler was who made the recordings.

L'ENFANT TERRIBLE

Are the paintings and drawings of Jacques Crenaire, L'Enfant Terrible, just the expressions of a sensitive tormented soul, or are they something else? It's up to you to decide if there's anything sinister or unusual about L'Enfant's work. With his psychic powers, it could be the artwork is intended to spread some sort of psychic or emotional "meme virus" through Freedom City. Paintings could be psychic gateways into the artist's twisted psyche, or portals for other-dimensional creatures to emerge into our world. Perhaps some of L'Enfant's newest work incorporates motifs associated with the Brotherhood of the Yellow Sign and the forbidden rites of the Unspeakable One. Crenaire might be entirely unaware of what he's doing, or plotting a terrible vengeance on all Freedom City for his imprisonment.

PROVIDENCE ASYLUM

Dr. Carter's mysterious disappearance is a mystery for the heroes to solve (or not) as the Gamemaster sees fit. The cause can be anything from mundane foul play to a tangled web of eldritch conspiracy involving the Brotherhood of the Yellow Sign, the Mayombe, or similar forces.

Naturally, the Providence Asylum is the place to put the lunatics that the heroes capture. More than a few foes of Raven and Foreshadow end up here. The security surrounding the asylum's Ward Five is only slightly less than that at Blackstone. The city and federal governments take the handling of super-criminals quite seriously. Player characters can visit Providence to see an old foe or investigate a breakout.

Another interesting use for the asylum is for a cunning villain to seize control of the place and imprison the player characters there. More than one hero has been trapped here in the past, convinced they were insane and their heroic identities, perhaps even their entire histories, were nothing but delusions. This can make for quite the psychodrama as well as an excellent roleplaying opportunity.

RICH "VOYEUR" ROYER

Rich Royer's situation can be a background element for a Freedom City campaign or it can evolve into something more. Royer might be the target of a celebrity stalker or even a super-criminal looking to exploit his abilities. Of course, it's tough to kidnap and hold a guy who can broadcast everything he sees and hears to the nearest television sets. Such an incident involving "Voyeur" could become the highest-rated program ever!

There's also the question of whether or not Rich Royer can deal with his celebrity status and his abilities. What happens when a mysterious series of crimes are telecast on TV sets throughout Freedom? Everything happens from the killer's point of view, and there's no apparent source to the signal. "Voyeur" Royer is the obvious suspect, and he doesn't have an alibi since he wanted to take a break from being "on-air" all the time. Is he the killer, acting out some weird version of his on air life, or is there someone else out there with abilities like Voyeur's—somebody jealous of the attention that wants a "show" of their own?

You can run an offbeat *Mutants & Masterminds* campaign where the player characters are the cast of the new season of *Point of View,* all low-powered supers living together in an apartment in Freedom City ("Do you know how much an apartment like that in Freedom City would *cost?*"). They have to figure out how to get along with each other and how to use their powers when a super-criminal decides it would be good publicity to rough them up on live television.

LAKE MACKENZIE

Any or all of the rumors about the lake might be true in your *Freedom City* campaign. It's a good spot for isolated and mysterious lake-monsters, summer camp psycho-killers, and similar threats. A serial killer stalking the lake could be a new host for Jack-a-Knives (see **Chapter 6**).

THE PROMENADE

It's up to you to decide if the Promenade is really haunted or if the ghost sightings are something else altogether. They could be images "bleeding through" from the past, future, or alternate realities, or the "ghosts" could be incorporeal beings of some sort (aliens, spirits, etc.) attempting to make contact with humanity. If the ghost-sightings involve real ghosts, what do they want and why do they linger around the park? Could they be connected in some way with famous Freedom City ghost Lantern Jack?

THE PINNACLE PATH

It's up to the GM whether or not the Pinnacle Path is a sincere religion really trying to help people achieve their potential or just a cover-up for something else. Either way, heroes should find the Pinnacle Path simply too good to be true. Members of the group seem genuinely interested in self-improvement and in helping others. They're polite, articulate, and more than willing to talk about their beliefs, although they don't "recruit" or proselytize.

Possibilities for a conspiracy behind the Pinnacle Path include everything from brainwashing and mind-control to a front for an evil mystic cult like the Brotherhood of the Yellow Sign. It could be a prelude for an invasion using mind-control, shapeshifting, or possession to control or duplicate cult members, something the Grue might try. Maybe Jeremiah Ross can actually transform people into supers with his spiritual program, but what are his plans for his "chosen" super-humans? The capability to grant such powers sounds a great deal like Mr. Infamy, and the Pinnacle Path would make an interesting cover for his activities.

WHERE IN THE WORLD IS FREEDOM CITY?

The exact location of Freedom City is left somewhat vague in the tradition of the great fictional comic book cities and will never be officially specified, other than the assumption that it is on the East Coast of the United States of America. This allows Gamemasters to place Freedom City wherever they want, as best suits their own games. Some possibilities for Freedom City's location include the following:

- **New England:** Freedom City may be in Massachusetts, north of Boston or south of Cape Cod. It's possible to place the city farther north in New Hampshire or Maine, or farther south in Rhode Island or Connecticut. Many of the city's colonial elements fit in well with a New England locale.
- **Mid-Atlantic:** Freedom City could be located in southern New Jersey, putting it close to New York City and Atlantic City. (In fact, Freedom City's geography is roughly based on an area in southern New Jersey.) The coastline of Maryland and Delaware are also good possibilities, putting Freedom City closer to places like Washington D.C.
- **The South:** Freedom City could be along the coast of Virginia, North Carolina, or South Carolina. This may give the city a somewhat different character and climate, but most of the details remain the same.
- **Replacement:** If the GM desires, Freedom City can take the place of an existing eastern seaboard city such as Boston, Newark, Norfolk, even New York City. This may be a matter of alternate history or simply a replacement that isn't questioned by anyone in the World of Freedom. The assumption in this book is Freedom City does not replace any existing real-world city.
- **Elsewhere:** With some additional modifications, Freedom City can be placed almost anywhere you want. It could be a coastal city along the Gulf of Mexico or even the West Coast by changing around some of the directions (and associated names). Gamemasters can also take particular parts of the city and use them in completely different settings.

THE KINGS IN YELLOW

This band might be nothing more than it appears, or its name may imply as connection with the Brotherhood of the Yellow Sign. Maybe the Kings are the unwitting dupes of the Brotherhood or cover identities for Serpent People operating in public. Their music may contain certain eldritch melodies, notes, or lyrics intended to enspell their audience, or to weaken the dimensional fabric and invoke the presence of the Unspeakable One. If strange incidents begin happening at the band's concerts (or merely coinciding with their shows), heroes may want to investigate.

THE CAPE AND COWL CLUB

The true owners and purpose of the Cape and Cowl Club are left to the Gamemaster's discretion. Any of the theories in the club's description may be correct, or none of them. The club's patron(s) might be a retired hero or villain, a wealthy non-super, a secret conspiracy, or an omnipotent being on the scale of Mr. Infamy, Quirk, or the Norn (including any of those three).

The Cape and Cowl Club is just the place for a little "off-time" for heroes, where they can hang up their masks, relax, and mingle. It's a good opportunity to roleplay and meet other characters in the campaign, including characters the PCs wouldn't otherwise meet on good terms. The GM can use the club as a source of rumors and gossip in the superhero community, a meeting place and (if desired) a front for some other operation going on behind the scenes. GMs looking to play things for a few laughs should feel free to make the Cape and Cowl into a parody of superhero "society," complete with segregating the "sidekicks" in a separate area.

The club's description assumes membership is restricted to heroes, or at least those generally on the right side of the law. If you want a different mix of patrons at the club, consider making it "neutral ground" for costumed types on both sides of the law. The club's neutrality may be an accepted rule among its members (and enforced by them) or it may be enforced from outside by the club's mysterious owner.

THE MIDNIGHT SOCIETY

The Midnight Society may be just a stuffy high-class social club, or a front for something else, as you choose. Good possibilities include organizations like the Brotherhood of the Yellow Sign, the Labyrinth, and SHADOW.

Alternately, the Midnight Society could have an "Inner Circle" of wealthy and influential supers operating behind the scenes to achieve their goals. If the Cape and Cowl Club doesn't allow known criminals as members, perhaps the Midnight Society does, making it the supervillain equivalent of the heroic hangout (and providing the opportunity for a very unusual "mixer" between the two clubs).

It's also up to the Gamemaster to decide if there's any connection between the Midnight Society and the mystery man and Liberty Leaguer known as Midnight, who hasn't been seen in over a generation. Perhaps the Inner Circle of the Club carries on his legacy in some way?

THE FREEDOM BLADES

What neither star player Andre Leroux nor the Blades' fans know is that the Raven's foe Wildcard is blackmailing Blades owner Kurt Carmel. He told Carmel he used his luck controlling powers to allow the team to win their past four games. If Carmel doesn't pay a substantial amount of money, Wildcard will reveal his machinations to the press, which could see the team disqualified from the league.

In truth, Wildcard doesn't have anything to do with the Blades' success. But since no one has any way of knowing that, he saw no reason not to cash in on it. Mr. Carmel wants to turn Wildcard over to the police, but he's afraid of what might happen, so he continues paying up for the time being.

THE UNLIMITED WRESTLING LEAGUE

"Julius Norman" is in fact a pseudonym for Augustus Roman, who also masterminded the creation of the Circuit Maximus (see **Chapter 3**). Roman uses the UWL as a legitimate outlet for his fighters and a means of finding business for the Power-House, which can augment would-be fighters and wrestlers for a price.

WEIRD MAGGIE

The true nature of Weird Maggie is for you to decide. Is she just a crazy old homeless woman or a secret immortal with knowledge of the occult and the ability to foresee the future? If the latter, why does she live on the streets of Freedom City and where did she get her unusual abilities? Perhaps, like Lantern Jack, Maggie is under some sort of curse until some particular event comes to pass. It's possible the weight of years and the

inability to get people to believe her predictions have taken their toll and Maggie is both immortal *and* more than a little mad.

CHAPTER 3: SECRET GOVERNMENT

The following are secrets and elements from **Chapter 3** left for you to decide or create in your own series.

MAYOR MICHAEL O'CONNOR, JR.

The assumption in this book is Michael O'Connor is an extraordinary human being with no superhuman powers, but this doesn't have to be the case. Mayor O'Connor could just as easily be a super himself, which can create some interesting possibilities for a campaign:

PC HERO

Mayor of Freedom would certainly be an interesting secret identity for a player character hero! It puts one of the player characters at the heart of all of the political goings-on in the city. It might pose some moral dilemmas, particularly if the mayor's costumed alter ego runs into trouble with the authorities! A player may choose to have Michael O'Connor as the character's secret identity, or make up a new character to take the place of the mayor. Perhaps O'Connor chose not to run again or was even defeated by the hero in the last election!

NPC HERO

Mayor O'Connor might have a costumed identity as an NPC in the campaign, leaving the players to wonder if there's any connection between the mayor and the mysterious hero seen in Freedom. O'Connor might entrust the PCs with his true identity, or they might discover it on their own or by accident. In this case, Mayor O'Connor might become the second Freedom Eagle, finally following in his father's footsteps and using modern versions of his father's anti-gravity equipment and other devices.

NPC VIGILANTE

A darker option is for Mayor O'Connor to go outside the law, using a costumed identity to solve problems he can't tackle as mayor. He might simply bend the rules or he might toss them out altogether, murdering criminals and "enemies" of Freedom City. He could adopt the identity of "The Avenging Eagle" using some of his father's old equipment. Another variation might be to make him the Silencer, operating behind the scenes to root the Mob out of Freedom City.

VILLAIN

Finally, O'Connor might not be the great humanitarian and leader he appears to be. That could be a façade covering a sinister agenda. Perhaps he is embittered toward his superhero father and seeks revenge on the city for some slight. He might be using mind-control powers to turn Freedom City into his personal fiefdom, perhaps even influencing the Freedom League or other local heroes. He may be a Grue metamorph masquerading as human and paving the way for the conquest of Earth. He might be an android creation of Talos. Or any of the above could be true, except the duplicate has replaced the real Mayor O'Connor, who is as good and honest as his press releases say he is. It's up to the player characters to uncover the truth.

FRANKLIN MOORE

The fate of the corrupt former mayor of Freedom City is left open for the GM to use as desired. Franklin Moore might be a broken man and no threat to anyone any more, or he could be plotting his revenge against the city and the superheroes that ended his career and his ambitions. Although Moore is finished in professional politics, he still probably has considerable connections, and may have resources hidden away from his time in office. Depending on how far-gone he is, he might even sell out Freedom City and humanity by cutting a deal with aliens, extradimensional invaders, or some other power in order to exact his revenge.

WASTE MANAGEMENT

Waste Management Director Charlie Pasmore is on the take from the Mob. They pay him to handle the disposal of certain things, from bodies to incriminating evidence, and occasionally for useful bits of refuse that come his way. Pasmore originally took the Mob's money out of desperation to pay off gambling debts; now, he does what they tell him out of fear of exposure and the loss of his job. He's concerned that Foreshadow's investigation of Mob activity at the Municipal Landfill will implicate him, although the dark avenger hasn't paid Pasmore a visit... yet.

DIRECTOR POWERS

It's possible that Harry Powers' interaction with the serial killer Gemini left a lasting "impression" on the Director of AEGIS. Perhaps Gemini telepathically implanted a "seed" of his personality (personalities?) in Powers' mind. The Director could begin having blackouts wherein Gemini takes over his mind to commit crimes, implicating Powers when the heroes begin investigating.

Maybe Gemini was more than just a super-powered criminal. Given his name, he may have been associated with the Labyrinth or its "Zodiac Cartel" front. If so, then Gemini's telepathic influence could even be the beginning of a Labyrinth plot to infiltrate and control AEGIS. Maybe Gemini is a parasitic psychic entity like Jack-a-Knives or Dybbuk (see **Chapter 6**), either working for Taurus or directly for Hades. In fact, maybe Gemini *is* Jack-a-Knives, and the Murder Spirit currently inhabits the psyche of the Director of the most powerful federal agency in the United States!

CHARON AMBULANCE SERVICES

With its Greek myth-inspired name, it is possible Charon is a front company of the Labyrinth, but that's left for the GM to decide. If it is, then a hero or villain taken away for medical treatment could be in for an unpleasant surprise if Taurus happens to have other plans in mind!

DISTRICT ATTORNEY DANIEL DURGAN

DA Durgan makes a good ally for a "street-level" vigilante, especially one opposed to organized crime. Durgan can be a true and helpful ally, or his zeal and ambition might get the better of him and lead both him and his erstwhile ally into trouble. Durgan also makes a good secret identity for a hero, if a player wishes to run him as a character. In a darker-toned *Freedom City* campaign, Durgan could secretly be a vigilante, or working with one, such as the Silencer. If the Mob gets impatient and decides to off or blackmail Durgan, it could push him over the edge, making him either a vigilante or a new supervillain.

SOUTH RIVER STATE PENITENTIARY

The swampland around the South River prison could be a focus for malevolent mystical forces: the spirits of drowned convicts, ancient Native American rites, Serpent People or Voodoo cults, and so forth. There's also the question of whether or not the "Alien-Gator" left some kind of lingering influence behind (or a nest of alien eggs, perhaps?). Feel free to add whatever suitably atmospheric plot hooks you'd like to the prison and its surrounding territory.

WARDEN DRUMMER

The source of Drummer's dislike for AEGIS Director Harry Powers is the fact the two men are, unbeknownst to Powers, half-brothers. Drummer and his mother keep this information a secret. Arnold Powers had an affair with Sarah Drummer when they worked together at the Bureau of Indian Affairs. While Powers stayed with his wife and young son, he arranged to have Sarah transferred out of Washington when the affair went sour. She discovered she was pregnant soon thereafter and never told Powers about his other son.

Joshua knows the full story but, like his mother, is too proud and honorable to hold it over anyone's head. Even so, he resents Harry Powers for having the life he might have had instead of growing up poor in the American Southwest. Director Powers respects Drummer and doesn't understand what the man has against him. Joshua has the same mutant power to detect supers as his brother, but neither has the ability to detect the other's power.

LOCKDOWN & BLACKSTONE

Gamemasters with access to the *Lockdown* prison sourcebook for *Mutants & Masterminds* may want to use it in conjunction with the *Freedom City* setting. Lockdown works well as a privately run alternative to Blackstone Prison, and the secret agenda behind Lockdown can serve as a subplot or major storyline in your campaign, either for Lockdown or shifted over to Blackstone. See the *Lockdown* sourcebook for details on using it in a *Freedom City* campaign.

THE FREEDOM MOB

In fact, the Silencer did *not* kill Boss Oliverti. He is Raphael Oliverti's younger son, Thomas, who wants revenge on all the Mob families in Freedom for the mockery they have made of his life. Big Al Driogano arranged for Oliverti's death to take over the Mob, and he'll eliminate Johnny Oliverti, too, if the young Mob boss becomes a threat. Driogano doesn't know the Silencer's true identity, but he would pay a great deal to find out.

CHAPTER 4: SECRET WORLD

Here are the secrets and elements left for you to decide from **Chapter 4**. The World of Freedom City is a big place, so there's plenty of room to include your own hidden civilizations, lost worlds, fictional cities and nations, and so forth to customize the setting to suit your own campaign.

SUPER-POPULATION

The default assumption in the World of Freedom is that one of the theories in **Chapter 4** is essentially correct: the strong presence of magic or mystical forces tends to limit the presence of other types of supers. Thus regions or nations with strong surviving mystics or mystic sites (such as Shambala Vale) tend to have fewer instances of people with mutant, psionic, super-science, and other non-mystic origins. This may be one of the reasons why North America (where native mystical traditions were largely wiped out) has so many supers, while parts of Asia and Australia have so few.

Of course, you're free to ignore or alter this explanation as you see fit for your campaign. Overall it isn't especially important to the setting, it just provides a rationale for a super-population that's somewhat like that in most comic book universes: where most supers are found in North America and Europe, becoming progressively rarer elsewhere. Other contributing factors could be Preserver intervention, the presence (or absence) of Atlantean or Lemurian artifacts or ruins, background radiation, and so forth.

UNISON

While UNISON isn't a true international law enforcement and peacekeeping organization, there's nothing saying it can't be one in your own *Freedom City* campaign. If you want a setting where the United Nations has more authority and is closer to a true "world government," or simply one where UNISON is given more authority to deal with threats to the security of the world, you can make the agency more like AEGIS. In fact, AEGIS could even be incorporated into UNISON as the American branch of the organization!

Give this version of UNISON field agents like AEGIS to supplement its investigators, along with resources like the MAX and Super-MAX armor (see page 70). It can have agents recruited from all UN member nations, and perhaps even its own super-team. If UNISON has international authority, then the Freedom League could be its sanctioned team of super-agents, or the League might remain independent.

CENTURION'S SANCTUM

Any number of plot hooks may be waiting for heroes inside the Sanctum, from confiscated weapons and devices to alien creatures, some of which may not be exactly what they appear. There's the possibility of one (or more) of the Centuritrons going rogue, perhaps even deciding it is the *real* Centurion, or of super-criminals invading and taking over the Sanctum to loot its treasures or set a trap for the Freedom League when they come to investigate. A malfunction in the Zero Room could loose criminals or other threats from the Zero Zone, notably Centurion's old foe Superior (see **Chapter 6**). If a hero in your campaign takes up the Centurion's legacy, that hero might try and claim the Sanctum, which would certainly raise some challenges and concerns.

It's up to you to decide how many Centuritrons reside at the Sanctum and how many are still operational. It could be as few as one or two or as many as dozens. A Centuritron would be a potential prize to an organization like the Foundry, and someone might try reprogramming a captured Centuritron to pretend to be the real Centurion to deceive the authorities or lure other heroes into a trap.

TRONIK

The cyber-city of Tronik provides a locale for a change-of-pace adventure in a futuristic space-opera environment where the heroes lack their usual powers. It can be a sort of game within a game, with the heroes adopting new identities in the cyber-city and "playing" the roles of characters there. Threats to Tronik can include glitches or faults in its virtual program, the intrusion of a virus or other outside influence, or the "awakening" of one of its inhabitants to the true nature of the virtual world, granting the power to shape the virtual reality but also mental instability.

The Troniks can also provide a source of new characters: an inhabitant of the cyber-city who discovers the truth and visits the "outside" world is essentially a disembodied electronic intelligence able to move through and manipulate computer networks. The Tronik might even construct a robot or android body in order to function in the real world. A Tronik hero or villain (or both) could be a new addition to your *Freedom City* series.

THE LOST WORLD

The variable and impermanent nature of interdimensional portals to the Lost World allows you to locate them anywhere you wish in your own *Freedom City* setting. If you want dinosaurs to show up in Wharton State Forest, you can have a temporary Lost World portal appear there (perhaps in conjunction with a particular Native American power-site). Likewise, Lost World portals can exist in Sub-Terra or in particular hidden sites in Africa, South America, or Asia suited to your series.

MAGIC MESA

The exact location of Magic Mesa in the American Southwest is left for you to decide. It's entirely possible, given the mesa's nature, it actually "moves" through space and time, always found in the deep desert, but never in exactly the same spot. Likewise, the mesa's mystical properties are essentially plot devices (see *M&M,* page 130). It may enhance magical powers at certain times and weaken or limit them at others. Some of Magic Mesa's properties may vary depending on which other dimensions are in "alignment" with it at any given time. Dimensional portals can open and close, serving to transport heroes to other worlds, or allowing other-dimensional threats to find their way to Earth. Likewise, the Dust Devil may be either ally or enemy depending on the heroes' goals and what is going on at the mesa. It makes a useful site for mystical campaigns, but is also a magical plot device for origins and other general *Freedom City* series.

THE MOONSTONE

The Moonstone's powers, and any enhancements it grants, are left as a plot device for the GM to decide. It's generally not a device the heroes should have easy access to or use of, since Farside City depends on its energy and is not overly inclined to part with it. You can use the Moonstone as a means to enhance the powers of villains like Lady Lunar to make them more formidable threats for your heroes. It could also be part of a cosmic plot involving other "Celestial Stones" (see the **Star Knights** section of this chapter for more).

ARCANE GRUE

Their existence is rumored only in whispers and tall-tales told among spacers, but there is a legend in the Grue Unity of a collective of rogue Grue, the largest ever known, that split from the Unity ages ago. These sinister shape-changers reinforced their independence through the study of the arcane arts, knowledge entirely foreign to the Unity. Then they vanished into the darkest depths of space. Some say to a sunless world inside a black nebula, others to a nightmarish nether-dimension or even a lifeless world at the heart of a black hole. There they plot and scheme and work their profane rites.

The existence of the Arcane (as the Grue call these bogeymen) is left for the GM to decide. They could be nothing more than a legend (even aliens like the Grue have legends and folktales). The story could be an invention of the Unity to frighten or confuse others, a cover for some secret movement within the Grue collective, or something else altogether. The Arcane might have existed once but died out long ago, leaving only mysterious and malevolent artifacts and spells behind.

If the Arcane do exist, their traits are similar to those of Grue metamorphs, except they also have ranks in Knowledge (arcane lore) and the Ritualist feat, with more skilled members of their race possessing ranks in the Magic power and a suitable selection of spells. They can be formidable foes in adventures involving space, magic, or sinister conspiracies (or all three). It's also up to the GM whether or not the Arcane have some equivalent of the Grue Unity's Meta-Mind or they are more independent.

ALIEN HUMANS

The Preservers' "seeding" of human offshoots across the galaxy allows you to introduce virtually any human-like "alien" race you want in your *Freedom City* campaign. The Farsiders and the Lor are just two examples, plus the Utopians and the Ultima could be considered "alien humans," although they live on Earth.

If you want a four-color comic book universe where aliens are often humanoid and everyone seems to speak English, then this approach helps explain it. You can also create different offshoots of humanity with racial super-powers for an interstellar or even far-future campaign setting. The ultimate reason why the Preservers seeded human life-forms so widely across the galaxy is a mystery left for you to develop as you see fit.

MENTOR

Mentor's traits and capabilities are left for the Gamemaster to decide as best suits the campaign. Generally, Mentor has limited direct involvement with the activities of the Star Knights, coordinating them from afar. Mentor can be a source of information and story hooks (by giving Star Knight characters their assignments). Otherwise it spends a considerable amount of time in contemplation and analysis of matters beyond the understanding of ordinary minds.

At the very least, Mentor has the knowledge and experience of hundreds of lifetimes, combined with vast computational and technological resources, but its activities are largely limited to Citadel. The Star Knights act as Mentor's agents throughout the galaxy, and heroes are far more likely to encounter them than the mysterious head of their order.

THE DARK LORDS OF THE NETHERWORLDS

Una is the only Dark Lord detailed in this book, but there are others, and the Gamemaster is free to create and detail them (and their otherworldly domains) as desired. The Dark Lords are all powerful sorcerers—Magic rank 14 and higher—but beyond that can have whatever traits you wish. Some are human (or at least human-looking) while others are quite alien in both body and mind. The Dark Lords make excellent foes for a more mystical *Freedom City* game, since they all threaten Earth's dimension and it is up to guardians like the Master Mage to safeguard Earth against them.

FREEPORT

Gamemasters familiar with the *Freeport: City of Adventure* setting from Green Ronin Publishing can use it as a resource for adventures where heroes from Freedom City visit Freeport, either intentionally or accidentally (perhaps due to some sort of "dimensional squall" sending them off course on the Cosmic Coil). If you also happen to have a fantasy campaign set in Freeport, perhaps the player's characters from both games trade places, or need to team up to solve a mutual problem.

HEAVEN & HELL

While there are a number of "infernal" dimensions in the cosmology of *Freedom City,* and some of the rulers of these realms claim to be demons or devils, there is (so far as anyone knows) no "Satan" or singular "Devil" figure. Some extradimensional demons may *claim* to be "the" Devil, but they're invariably lying (as such creatures often do). Some such demons have masqueraded as Satan or Lucifer, or been mistaken for him, in the past.

Likewise, although some in the World of Freedom have encountered angels (or being like angels, at any rate), it's left up to you decide the issue of the existence of a supreme creator God in the setting. If such an omnipotent force exists, then He is largely uninvolved in the affairs of the world, or else operates in mysterious ways beyond the comprehension of mere mortals. Certainly, there do appear to be divinely granted powers in the world, but whether they come from the One True God or are simply manifestations of their wielders' faith remains a mystery.

X-ISLE

X-Isle the Living City can be anything from a cosmic-level threat intent on "rooting" itself in Earth's dimension and growing, seizing control of a human population, or the mysterious force behind the disappearances



of street people and other "alien abductees." The Living City can become a source of alien visitors from the Terminus who find their way to Earth. It may also create entirely new villains, either replicants of existing characters with an alien bent of mind or new constructs formed from X-Isle's substance. X-Isle may be a potential ally for Omega. Although the Living City is opposed to Omega's nihilistic goals, the Lord of the Terminus may convince X-Isle it (and its inhabitants) will be spared the destruction of Earth and other universes and allowed to live in peace.

X-Isle is more of a location than a character per se, a plot device rather than an individual villain (see **Chapter 11** of *Mutants & Masterminds* for more on plot device characters). It is the size of an entire city, with an alien, unreachable intellect and unknown levels of power. Characters shouldn't be able to do much more than annoy X-Isle with their powers, although some might have the destructive capability to do considerable damage, at least initially. X-Isle can repair damage done to it and manipulate its own substance. Also note characters like Dr. Metropolis cannot directly control the features or substance of the Living City unless they overcome X-Isle in an opposed power rank check. Give the Living City an effective power rank of 20 for this purpose. Of course, X-Isle can always *let* them succeed for a while in order to lull them into a false sense of security.

CHAPTER 5: SECRET HEROES

Some elements or plot hooks involving heroes from **Chapter 5** are left up to you.

OTHER FREEDOM LEAGUERS

While the core members of the Freedom League are described in **Chapter 5**, there are many others left for you to define as you see fit for your *Freedom City* series. These other Freedom Leaguers may well include the players' heroes, plus other NPC heroes of your own creation.

You can decide how expansive the League's ranks get: the team may consist of no more than the core characters and the players' heroes, or it may have dozens of members worldwide, including subsidiary or "franchise" teams. For example, there might be a Freedom League America, Freedom League Europe, Freedom League Asia, and so forth. The default assumption is there's a single, over-arching League team with a global scope.

The Freedom League's worldwide approach and broad membership allow you to make the group as involved or not in your series as you like. Heroes can belong to the Freedom League and undertake missions for them all the time, or they can be "local heroes" who don't have much involvement with the League's activities. Likewise, the League may be on-hand for help often, or busy dealing with other situations around the globe (or across the galaxy, for that matter).

WHATEVER HAPPENED TO THE ATOMS?

Mentac and Andrea Atom, contrary to popular belief, did in fact survive their encounter with Omega. They were trapped in the Terminus when Centurion defeated Omega. Andrea was badly injured when Omega's armor exploded inside the Terminus breach, while shock waves and energies rippling through the Transition Zone between universes changed Mentac.

Exposure to the energies of the Terminus and close exposure to the unleashed entropic radiation of Omega caused the Farsider to achieve his full psionic potential. Mentac became a being of pure mental energy with formidable powers, which he used not only to save himself and Andrea but also to help seal the Terminus breach. Mentac sealed his wife in a protective and regenerative cocoon before his psionic energy dwindled due to exhaustion. His psionic self merged with some of the displaced matter of the Zone, dragging him away from the asteroid where Andrea's healing cocoon rests. Mentac stores psionic energy in the crystalline structure of his prison, sometimes psychically linking with his wife but often sending out psychic flares through the Transition Zone in hope of rescue.

ALTERNATE ACADEMIES

The Claremont Academy is suitable as a home base for a group of teen superheroes. If you want to run a different type of campaign, the Claremont Academy may serve a different function. Some possibilities include:

COMMANDO SCHOOL

The Academy is a cover for a secret training program for covert and "black" ops, perhaps under the guidance of the government or AEGIS, or maybe just freelance mercenaries or crime-fighters. Duncan Summers might be training talented "normal" students like he did his daughter, creating an elite crime-fighting cadre or even army. This sort of approach is best suited to a darker "street-level" superhero campaign, with the students involved in a "war on crime."

MAGIC ACADEMY

Claremont could be a school for the mystic arts, where young wizards and witches are taught spellcraft, alchemy, and spirit summoning. In this case, Duncan Summers could be a crusty old wizard, or replaced with Eldrich. Seven still works quite well as a student and the other students can be replaced or modified as necessary (with Bolt possessed of the power of a storm elemental, Nereid focused more on sea-magic, and so forth).

SCHOOL OF SUPER-VILLAINY

Perhaps the Claremont Academy is a front for a secret school training new super-criminals! This is an option for Gamemasters who want to use the Academy as a home base for a rival group of villains. The player character heroes might attend another school in Freedom City, maybe even a public high school (such as Joseph Clark High in Lincoln).

Heroes in the Terminus may stumble upon Andrea and Mentac's presence (especially if one of them is a telepath). Alternately, Mentac may be able to telepathically contact his son Chase in one of his infrequent psychic flares. Chase and the Atom Family may enlist the aid of the PCs in going to the Terminus and finding their missing loved ones.

Rescuing Andrea requires merely finding her regenerative cocoon and releasing her from it; she was fully healed some time ago, but hibernates until rescuers can open her cocoon. Recovering Mentac is a much harder prospect. It should involve a trip into a dreamscape or astral reality to fully bring Mentac's consciousness back together and free it from its crystalline prison. Even then, Mentac may never be able to return to corporeal existence. He might choose to explore the Terminus and the omniverse in his new state as an evolved psionic being. This opens up the possibility of a relationship between Andrea Atom and Jack Wolf, once the emotional scars of her separation from Mentac heal.

MARIE VAULAIRE

If the GM chooses, Dr. Atom's wartime romance with the French Resistance fighter Marie Vaulaire may have resulted in a child the good doctor never knew about. This offspring might have possessed unusual powers, or simply inherited Dr. Atom's amazing intellect. Alexander and Marie's child may have in turn had children. This could mean there is a "cadet" branch of the Atom Family in Europe, which may or may not possess super-powers, or could be on either side of the law, or perhaps both! See the **Legacies** section of this chapter for more on this idea.

OTHER CLAREMONT STUDENTS

Like the larger membership of the Freedom League, the extended student body of the Claremont Academy is left for the Gamemaster to fill in as desired. The Academy may have only a small handful of students at a time (perhaps no more than those described in this book) or it may have dozens or more.

If the Claremont Academy is just a background element of your campaign, you don't need to worry about it too much; just assume there's a student body and always room for one more if the heroes happen across a young person with powers in need of guidance. If you're basing your *Freedom City* game at the Academy, then you'll want to fill out its student body in more detail, perhaps including some potential rivals and foils for the player character heroes.

CHAPTER 6: SECRET VILLAINS

Here are the secrets and elements of **Chapter 6** left up to the Gamemaster to decide.

BLACKSTAR

Blackstar's shadow bands draw their power from Shattenwelt, the Shadow-World (see page 106). Any unforeseen side effects of this are left for the GM to decide, as is Omega's ultimate plan for Blackstar. The rogue Star Knight ultimately doesn't care about the fate of Earth, so long as he gets his revenge on the Order of Star Knights and his chance to seize ultimate power, so he makes a good potential agent for Omega in a future adventure.

In at least one known timeline, Blackstar survives into the 26th century, where he remains a steadfast foe of the Star Knights and other heroes in the galaxy.

HIROSHIMA SHADOW

Hiroshima Shadow's true nature is left as a mystery for the GM to solve (or not) as desired. It's most likely the supervillain is a being similar to Dr. Metropolis, twisted by the tragedy visited upon Hiroshima. Still, he could be something else altogether, if you prefer.

THE FOUNDRY

Two main things are left for the GM to decide about the Foundry: the location of the organization's central base, and the location of ENCHIDNA, its main robotics factory (assuming they are not one and the same). You can place the Foundry's important facilities however you wish to suit the style of your game. They might be somewhere on Earth (perhaps in Freedom City), in an isolated location (desert, polar region, etc.) or even somewhere in space.

ARGO

It's up to the GM to decide if and when Argo regains normal use of his Mimic power. The android may remain stuck with the powers of the six Freedom Leaguers he originally copied or exile in the Terminus may "restart" Argo's power source and capabilities. You might want to have the Ultimate Android "imprint" on the player characters in your campaign, gaining their powers either temporarily or permanently.

MR. INFAMY

Mr. Infamy has no game statistics, nor does he really need any. He's a plot device character (see *M&M,* page 211). He should be treated more like a force of nature than a character for the heroes to fight. The GM should give Mr. Infamy any power or ability necessary to accomplish his role in the story and to give the players a suitable challenge.

Mr. Infamy is a plot device for the creation of new supers, particularly super-criminals. He can be behind any number of origins, granting powers to those most likely to abuse them. For one-shot adventures, Mr. Infamy's "gift" might be temporary, or he might permanently grant powers to someone to make them a regular villain in the campaign. Mr. Infamy also poses a problem the heroes can't simply go out and beat up. To put an end to his schemes, they have to convince his "customers" to reject him and his promises of power. He's an excellent character to offer temptation to a player character. Is a hero willing to compromise his principles in order to get what he wants? What if what he wants seems like a good thing at the time?

Mr. Infamy's true nature and origin are left for the Gamemaster to decide as best suits the series.

QUIRK

Quirk is also a plot device character. Like Mr. Infamy, he provides challenges for the heroes, although Quirk's tend to be more whimsical and spectacular. He enables the GM to have nearly *anything* happen. Want to whisk the player characters off to an alien world to fight an assemblage of their worst foes, or their own evil duplicates? Quirk can do it. Want to trap them inside a cartoon or see how they handle being turned into mice (with or without their powers)? Quirk can do that, too, and anything else you can dream up. The players should dread the appearance of the little imp and they have to be clever to win his "games" and get rid of him, at least for a while.

Quirk has no stats. He's capable of using any power to any rank he wants and he's immune to all harm. He's not intended as someone the heroes can trounce in a fight (although Quirk might allow them to think they can, at least until he gets bored with the idea). In order to deal with the cosmic brat, the heroes have to be clever and play by Quirk's rules, at least until they can come up with another way to get him to stop pestering them.

RANT & RAVE

The designer drug that gave Rant and Rave their powers was actually an experimental derivative of the DNAscent Process created by the Labyrinth. Since Rant and Rave are the only real survivors of the experiment, the Labyrinth may want to run some tests to discover the X-factor that allowed the drug to work on them. This can put the heroes in the position of saving the two young super-criminals from an even worse foe.

Perhaps the experimental drugs that gave Rant and Rave their powers also affected other young people, creating one or more player character heroes or additional villains as allies for the brother-sister team. If you're running a teen heroes game, Rant and Rave could be part of the characters' origin or regular foes.

WHITE KNIGHT

Naturally, the mysterious man who granted White Knight his powers was none other than Mr. Infamy, although the reasons why and Mr. Infamy's future plans (if any) for the White Knight are left for the Gamemaster to decide.



THE FREEDOM CITY ENCYCLOPEDIA

This Encyclopedia provides a quick-reference guide to the major characters, places, and items in the *Freedom City* setting. All entries are listed alphabetically, with individuals listed by their costumed identity, with their real name (if any) listed afterwards.

Note that some of the entries in this Encyclopedia are only touched upon briefly, if at all, in the main text of this book. They represent aspects and characters of *Freedom City* that will be expanded upon in future supplements and source material. They're presented here simply as previews and to give readers a feel for the wider World of Freedom.

You can find updates to this Encyclopedia and additional *Mutants & Masterminds* and *Freedom City* information at *www.mutantsandmasterminds.com*.

AEGIS (American Elite Government Intervention Service): US government agency established in 1962 to deal with superhuman and paranormal threats to public and national safety.

Aerie, the: Home of the Avians in the mountains of Greenland.

ALEX (Artificial Life-form EXperiment): Dr. Atom's helper, lab assistant, and robotic nanny for his grandchildren. It has developed the habits and personality of a fussy English butler over the years.

Alien-Gator: Humanoid alligator Freedom Eagle fought in the South River Swamp in the 1950s.

Alpha-Centurion, the: False duplicate of the Centurion created by Omega. Defeated and exiled to the Zero Zone in 2002.

Angel Androids, the (Aki, Ako, Aya): Creations of Doc Otaku, which look like teenaged girls, but are actually powerful androids with super-human strength and speed.

Archer (Ethan Keller): Disillusioned former junior partner of the third Bowman. After a falling out with his mentor and the passing of the Moore Act, Keller took on the identity of Archer and founded FORCE Ops. He adopted a more vigilante style of crime fighting, including the use of deadly force against his opponents. He dissolved FORCE Ops and quit the superhero game after the Terminus Invasion.

Argent (Carolyn "Carrie" Psion): Youngest of the Psions (with her twin sister Gwen), possessing telekinetic powers linked to her proximity to her twin.

Argo, the Ultimate Android: Android creation of Talos with the power to mimic superpowers. Duplicated the powers of the Freedom League before being defeated by them. Later rebelled against his creator, seeking to conquer the world for himself.

Asbestos (June Abados): Freedom City firefighter with mutant immunity to heat and fire. Divorced after her powers manifested and she chose firefighting over a career as an administrative assistant.

Atom Family: A family of adventurers and explorers. The current generation of the Atom Family is four siblings with super-powers. Their parents, Andrea Atom and Mentac (from the Farsider royal family) were lost in the Terminus. Their grandfather, Dr. Atom, exists as a disembodied intelligence inside a holographic computer matrix. Jack Wolf, Dr. Atom's former ward, is the Atom siblings' guardian and mentor.

Atom, Andrea: Scientist and adventurer, daughter of Dr. Alexander Atom, wife of Mentac, and mother of the Atom siblings. Andrea was lost in the Terminus during the invasion in 1993.

Atom, Anne: Wife and assistant of Dr. Alexander Atom, mother of Andrea Atom. Mrs. Atom died of cancer in 1972.

Atom, Chase: The youngest of the Atom siblings (b. 1989), with growing telepathic powers and a mysterious connection to the Moonstone.

Atom, Dr. Alexander: Brilliant scientist and inventor, advisor and aide to the Liberty League in the 1940s, later explorer in the 1960s and '70s. Memory patters transferred into a holographic computer system in the 1990s. He is now caretaker and guardian of his grandchildren, the Atom Family.

Atom, Maximus: Oldest of the Atom siblings (b. 1985), with the power to alter his molecular structure to grow, shrink, or become incorporeal at will.

Atom, Tess: Second of the Atom siblings (b. 1986), a brilliant budding scientist with the power to generate and project nucleonic radiation.

Atom, Victoria: "Vicky" is the third Atom sibling (b. 1988), a shy young woman with elastic powers.

Aura (Gwendolyn Psion): Youngest of the Psions (with her twin sister Carrie), possessing telepathic powers linked to her proximity to her twin.

Ayesha, Queen: Immortal queen of a hidden valley in Africa and sometime foe of the White Lion.

Baron Samedi (Simon DuLac): Voodoo god of death possessing a Haitian criminal and gangster, using his mystic powers to prove humanity unworthy and corrupt. Archenemy of Siren II.

Battle Brutes (the War-born): Magical constructs created by a Dark Lord in some netherworld which overran and destroyed their creator and all other life there. They now exist solely to fight and destroy and do so endlessly. Some sorcerers attempt to use battle brutes as weapons, but they're mindless, difficult (and dangerous) to control. The Dark Lords penned the Battle Brutes in a pocket dimension ages ago.

Beast of Kilimanjaro, the: Alien creature in suspended animation beneath Mt. Kilimanjaro, most likely a Preserver experiment. Defeated and re-imprisoned by the White Lion.

Beaumont, Lord Richard: English lord in the 13th century renowned for his skill in archery, ancestor of the Beaumont family (the modern-day Bowmen). The fourth Bowman met Lord Beaumont briefly on a trip through time.

Bee-Keeper, the: Silver Age foe of the Centurion in the 1960s. Expert in insect behavior and genetic engineering.

Black Avenger (Wilson Jeffers): Black crime-fighter and martial artist in the 1970s, member of the Freedom League. Now retired and running a youth center in Lincoln, mentor of Sonic.

Black Bowman (Beaumont Fletcher III): Bowman IV's evil duplicate from Anti-Earth, member of the Tyranny Syndicate.

Black Jackal: Dark costumed assassin and foe of the White Lion with ties to the Egyptian death cult of Anubis (and through them with SHADOW and the Serpent People).

Blackbird: Would-be paramour of the Raven I, she adopted a similar costume and attempted to work as his "partner" for a time in the 1960s.

Blackstar (Rojan Lhar): Rogue Star Knight with alien "shadow-bands" from the Terminus and a hatred of the Star Knights and all they represent. Member of the Crime League.

Blackthorn: Vengeful spirit of one of the last druids, slain by Roman invaders, who focused his thirst for vengeance on Centurion (as a scion of Rome).

Bluesman, the (Chester Brown): Black blues guitarist and crime-fighter in the 1920s and '30s.

Bogatyr I: Russian hero possessing the power of a legendary champion. Fought the Centurion in the 1950s and '60s.

Bogatyr II: Son of the original Bogatyr and now a famed Russian superhero in his own right.

Bogeyman: A dream entity that feeds on fear, a foe of the current Atom Family in their childhood.

Bolo, el (Eduardo Guerrero): Argentine bolo expert and petty thief. Member of the Thieves' Guild.

Bolt (Ray Gardener, Jr.): Captain Thunder's son and a student at the Claremont Academy. Bolt has super-speed and can project lightning bolts.

Boss Moxie: Leader of the animated Toon Gang.

Bowman & Arrow I (Fletcher Beaumont & Tim Quinn): A crusading newspaperman and his young ward, who used their archery expertise and an arsenal of trick arrows to fight crime.

Bowman & Arrow II (Timothy Quinn & Fletcher Beaumont, Jr.): The second Bowman & Arrow team after Tim Quinn assumed the Bowman identity and trained his mentor's son as the second Arrow.

Bowman & Arrow III (Fletcher Beaumont, Jr. & Ethan Keller): The third Bowman & Arrow team after the first Bowman's son assumed the mantle and trained Ethan Keller as his partner. Broken up by Beaumont's bout with alcoholism. Beaumont later passed the mantle on to his son, while Ethan Keller assumed the identity of Archer.

Bowman IV (Fletcher Beaumont III): Grandson of the original Bowman, first graduate of the Claremont Academy, and member of the Freedom League.

Breakdance: A small-time super-criminal and foe of Tectonic in the 1980s.

Brides of the Green, the: Three women—Maxima, Venus Man-Trap, and Flora—transformed into super-humans by the Green Man to become his "brides" and agents.

Britannia: Female champion of the British Isles, invested with mystic power, potentially related to Lady Liberty in some way. Like Lady Liberty, multiple women have been Britannia over the years.

Broken Crow: American Indian shaman and Earth's Master Mage in the late 1800s. Although crippled as a youth, Broken Crow possessed considerable magical powers. He died at Wounded Knee in 1890.

Brotherhood of the Yellow Sign: Mystical cult worshipping the Unspeakable One, founded by the Serpent People.

Cabot, Lucius: Lawyer who sold his soul for immortality, senior partner of the firm of Cabot, Cunningham & Crowley, which represents various "special" and criminal clients.

Captain Blood: A ghost-pirate brought back across the veil by the Voodoo of Baron Samedi, now plundering the modern seven seas. Sometime foe of Siren II.

Captain Kraken (Krak-En Vas): Alien space pirate with a squid-head and a ship full of scurvy alien pirates, the *Stellar Buccaneer*.

Captain Thunder (Ray Gardener): Former test pilot who gained super-powers when a lightning bolt struck the cockpit of his experimental plane. Captain Thunder is super-strong, able to fly and control electricity. He's the current chairman of the Freedom League.

Captain Thunderbolt: Captain Thunder's evil duplicate from Anti-Earth, former right-hand man to the Praetor, organizer and leader of the Tyranny Syndicate.

Centurion (Mark Leeds): Last survivor of an alternate Earth where the Roman Empire never fell, sent to Earth to escape Omega's conquest. Near immortal possessed of super-strength, died defending Earth in the Terminus Invasion.

Centuritrons: Robot duplicates of the Centurion he built and used for a number of years as surrogates, until their artificial intelligence became unstable and he mothballed them in his Sanctum.

Challenger, Professor Arthur: Scientist who discovered the portal to the Lost World on a plateau in South America and great-grandfather of Alexander Challenger, alias Zandar, the Jungle Lord.

Circuit-Maximus, the: An underground fight-circuit for superhumans, run by August Roman and connected with the Power-House (which grants many of the fighters their powers). Some former members of Roman's gang, Circus Maximus, now fight in the arena.

Circus Maximus: A criminal gang run by August Roman with a gladiatorial theme, former foes of the Centurion.

Citadel: The planetary central headquarters of the Star Knights, where their Inner Circle meets and the super-computer Mentor resides.

Clark, Joseph, Major: Revolutionary War era hero of Freedom City, who won the decisive victory over the British in the region.

Cloud, Daniel: "Captain Thunder's Friend," Native American mechanic who worked with Ray Gardener and was aware of his secret identity. Now married to Maria Cloud (nee Juarez) with a young son, Paul. Dan Cloud is now the chief mechanic for the Freedom League.

CODE (Citizens for Order, Decency, and Ethics): Anti-supers political organization in Freedom City in the 1980s that helped get Mayor Franklin Moore elected.

Collective, the: Colony of mutant psionic cockroaches with a collective intelligence and the power to absorb energy in order to grow.

Conqueror Worm: Sickly, but brilliant, albino who was a crimelord in the 1960s. He operated out of the sewer tunnels under Freedom City and was primarily a foe of the Raven I. He's been believed dead for decades.

Conundrum (Andre Keston): Brilliant system programmer obsessed with puzzles and playing games with heroes and the authorities. Foe of the Raven II.

Cosmic Coil, the: Also known as the Maze of Mystery, the Web of Worlds, the Paths of the Magi, and the Winding Road. It is the twisting and turning structure of interconnected paths between the dimensions of the multiverse.

Cosmic Mind, the (Mina Kosmova): Brilliant Russian psychic researcher during the Cold War, who became a being of pure psychic energy bent on incorporating all humanity into a cosmic "hive mind." Defeated on several occasions by the Atom Family.

Cosmo the Moon Monkey: Blue-furred monkey from Farside City with the power to teleport, pet and companion of Chase Atom.

Cottonmouth (Silas Vaulaire): Half-breed Serpent Person with snake-like head and lower body, and paralytic venom. Son of Lady Mamba.

Countess Caret (Tiffany Caret): European thief and scam-artist obsessed with diamonds (and *not* an actual countess). Active primarily in the 1980s (cf. "Diamonds Are A Girl's Best Friend" in *Powers: Agent of AEGIS*).

Crater Apes: Mutant simians bred on the Moon in Farside City, possessing the ability to absorb solar radiation and channel it into strength. Originally used for heavy labor, and later as enforcers of Lady Lunar, not kept in protective isolation.

Crime League, the: An alliance of criminals and foes of the Liberty League in the 1940s and later the Freedom League. There have been many incarnations of the Crime League over the years, led by various masterminds. The leader of the current Crime League is Dr. Stratos.

Crimson Corsair, the: Red-clad pirate captain of the late 17th century, who plundered ships in the New World.

Crimson Katana I (Asano Ranaga): Wielder of the Three Flames Katana of Lord Tegamusha, personal bodyguard and assassin of Emperor Hirohito in the 1930s and '40s.

Crimson Katana II (Toshiro Ranaga): Son of the original Crimson Katana, a skilled sorcerer, and heartless mercenary, leader of the Katanarchists. He committed ritual *seppuku* to transfer his spirit into his blade.

Crimson Katana III (Kimiyo Ranaga): Granddaughter of Crimson Katana I, lone anti-hero wielding the Three Flames Katana, sometimes possessed by the evil spirit of her father.

Crown of Fire, the: The triple-flames that hover over the head of Una, Empress of the Netherworld, a symbol of her rulership and mystic power.

Crypts of Karu, the: The resting place of many of Earth's Master Mages, in Shambala Vale.

Curator, the: Alien super-computer created by the Preservers to catalog and gather samples from various worlds, taking them back to the Archive, a ringworld around a distant star. It operates through various humanoid drones and ships across the galaxy.

Daedalus: Ancient Greek inventor granted immortality by the gods. He wears a battlesuit of his own design based on manipulating gravity and is a member (and chief scientist and technician) of the Freedom League. Daedalus' evil duplicate from Anti-Earth is also called Daedalus, and is a member of the Tyranny Syndicate.

daka: Crystals found only in the African nation of Dakana, able to channel various forms of energy.

Dakana: African nation ruled by the White Lion and producer of daka crystals (cf. "Diamonds of Dakana" in *Atom Family*).

Danger, John: Leader of the Jungle Patrol in the 1930s. Raised by a shaman in Dakana, and gifted with the ability to communicate with animals. Long since retired in the present-day, but still around due to life-prolonging herbal treatments.

Danger, Rachel: Youngest of John Danger's grandchildren and current director of the Danger International foundation.

Dar of the Dawn (of Man): Sometimes called "the First Boy on Earth," Dar may have been the first true *homo sapien* on Earth, a mutant (of sorts) living amongst Neanderthals in the ancient Stone Age. Dar's birth was heralded by a comet, which might indicate involvement by the Preservers or other aliens.

Dark Lords: The rulers of the various Netherworlds, each the Master Mage of his or her respective realm, having assumed control over the very fabric of the realm's reality. Dark Lords are virtually omnipotent in their own domains, but frequently war against each other.

Deep Ones: Atlanteans corrupted by the Serpent People and crossbred to product aquatic humanoids with reptilian characteristics.

Devestoids: Giant war-robots that once threatened Freedom City.

Devil-Ray (Carl Mattus): Criminal wearing a stolen experimental deep-sea diving and combat suit. Member of the Crime League.

DNAscendants: Subjects of the DNAscent process, including the Contenders (Bear-Knuckles, Fly-Boy, Heavyweight, and TKO), the Faretti Brothers (Strong Manny, Joey Brains, and Slick Willy), Larceny, Inc. (Get-Away, Grab, Smash, and Trap-Door), el Matador, the Millennium Bug, Oliverti Family enforcers Knee-Breaker and Strongarm, Rant & Rave, the RIOT (Armorine, Flag-Burner, Insurgent, Little Hawk, S.D. Ivan, and Slam Dance), Silverback, Feral, Xegnome, Daddy-O Long-Legs, Death Caul, Howl, Midnight Owl, Urban D-K, and the Verman.

DNAscent process: Genetic enhancement program developed in secret by Grant Conglomerates for the Labyrinth.

Doc Holiday: Foe of the Raven I with a penchant for holiday-themed crimes. Placed in Providence Asylum for treatment.

Doc Otaku (Solo Takashi): Brilliant young Japanese inventor and student of Daedalus who became a sociopath and criminal looking for challenges. Wears a sophisticated electronic "MechOtaku" suit and specializes in creating *mecha,* particularly his Angel Androids.

Doc Prophet: Nickname of Dr. Thomas Prophet (q.v.).

Downtime (David Andersen): Petty thief with an experimental time-suit giving him superhuman speed by moving quickly through time.

Dr. Metropolis: "Spirit of Cities" that appeared after the Terminus Invasion to help rebuild Freedom City, able to control and shape urban environments. A member of the Freedom League.

Dr. Simian: Ape enhanced by experiments in simian intelligence at ASTRO Labs, driven to conquer humanity and replace humans as the dominant species on Earth. An alternate Dr. Simian on Earth-Ape is also a dangerous super-criminal.

Dr. Sin (Dr. Tzin Sing): Chinese criminal mastermind who has extended his life over a hundred years. Foe of heroes from the pulp era onward. A regular foe of the first Raven, who eventually married Tzin's daughter, Jasmine, after he was crippled by his final confrontation with the mad doctor.

Dr. Stratos (Sebastian Stratos): Criminal scientist who invented a weather control device (and inadvertently gave Captain Thunder his powers). Later developed weather-control powers of his own. Leader of the Crime League.

Dr. Tomorrow (Thomas Morgan/Tomas Morgen): Nazi "super-man" from an alternate Earth where the Axis won World War II. After a change of heart, he traveled back in time to prevent the Nazi victory and helped found the Liberty League. Later (whatever that may mean in his terms) he was appointed a guardian of time by the mysterious Time Keepers.

Drummer, Joshua Stormcloud: Warden of Blackstone Prison and secretly the half-brother of AEGIS Director Harry Powers. Drummer secretly has the power to resist super-powers used directly on him.

Durgan, Daniel R.: Freedom City District Attorney.

Dust Devil (Alejandro Roja): Elemental desert spirit and guardian of Magic Mesa.

Dybbuk (Ellen Kahlberg): Orphaned niece of a New Jersey crime family with psionic powers, agent of the Labyrinth.

Eagle Rider: A wild-west hero gifted with incredible vision and aim.

ECHIDNA: The Foundry's central computer system and robotic construction factory.

Edgar: Duncan Summers' pet raven. (He's had several of them; all named Edgar.)

Eldrich (Dr. Adrian Eldrich): Earth's current Master Mage, living in a mansion in Riverside with his Egyptian manservant Sallah. Seeking his eventual disciple and replacement.

Ember (Francine "Frankie" Psion): Hot-tempered pyrokinetic and second eldest of the Psions.

Empath (Juliana Psion): Eldest of the Psions, an empathic manipulator with healing powers.

Envoy (Sarlyn): Utopian member of the Liberty League, ambassador and envoy from his people. Now a member of the Utopian Council.

Evening (Elizabeth "Betty" Munroe): Former British secret agent and subject of the DNAscent program, partner of the Eye of Justice. Active in Greenbank and the Fens in the 1970s and '80s.

Eye of Justice, the (John "Jack" Richard Carlton): Cybernetic former agent of the Labyrinth, later partner of Evening. Active in Greenbank and the Fens in the 1970s and '80s.

Fable Gang, the: King Cole's varying gang of henchmen, with themes based on storybook and fable characters.

Farside City: A hidden city in a crater on the far side of Earth's Moon. Home to the Farsiders, a human offshoot settled there by the Preservers thousands of years ago.

Fear-Master I (Dr. Arthur Levitt): Psychologist specializing in the study of phobias who developed and used biochemical devices to induce fear, a foe of the Raven I.

Fear-Master II (Melvin "Vin" Blume): Nihilistic musician and artist obsessed with causing fear. Foe of the Raven II.

Firebug (Shawn Hensley): Wealthy pyromaniac who commits crimes to indulge his love of fire.

Fomorians: Failed mutant experiments of the Preservers, the Fomorians are monstrous humanoids in possession of some advanced technology. They fought wars against the survivors of Atlantis and later influenced events on the British Isles before they were exiled to another dimension.

FORCE Ops (Freelance ORganization of Criminal Elimination Operatives): Team of young heroes organized by Archer in the 1980s in defiance of the Moore Act, they were known for less scrupulous and peaceful methods than previous hero teams. FORCE Ops disbanded after the Terminus Invasion.

Foreshadow (David Sloane): Precognitive crime-fighter who tries to prevent the tragedies he foresees.

Freebooter, the (Jared McGinnis): Paraplegic hacker and techno-pirate who uses an android body to help him carry out crimes to "free" information.

Freedom Eagle (Michael O'Connor): Engineer who invented a winged flight-suit that Nazi spies attempted to steal, member of the Liberty League and father of Mayor Michael O'Connor, Jr.

Freedom Hall: Original headquarters of the Freedom League in downtown Freedom City, now the team's embassy and outpost in the city.

Freedom League, the: The world's premier superhero team. Based out of their satellite headquarters, the Lighthouse, they keep watch over the world. The League has many members, some of the most famous including Bowman, Captain Thunder, Daedalus, Dr. Metropolis, Johnny Rocket, Lady Liberty, the Raven, Siren, and Star Knight.

Freedom Legion: Interstellar protectors of the Confederation of Planets in the 26th century.

Furies Three, the: A trio of androids with linked sonic powers, created by Daedalus in the 1970s and originally called the Chorale. They became violent vigilantes using the names Tisiphone, Megaera, and Alecto, those of the ancient Furies.

Galatea: Talos' robotic "bride," who turned against him to aid the Freedom League (and joined it for a brief time). She was badly damaged and deactivated thwarting one of Talos' schemes.

Gamma, the Atom Smasher (Adam Ward): Mutant son of an atomic researcher with super-strength and radiation powers. Blames the Atom Family for his father's accidental death and seeks revenge on all humanity.

Gatekeeper: Young mystic in San Francisco who is a living "nexus" between dimensions and a guardian of Earth's reality. He's an outspoken member (and unofficial protector) of the city's gay community.

Gathering, the: A periodic competition among the world's greatest unarmed fighters.

Gemini: Telepathic serial killer killed by Agent Powers of AEGIS in a shoot-out in the 1980s.

Get-Away (Maria Traykos): Runaway and DNAscendant with super-speed, member of Larceny, Inc.

Ghostmane: Shaman foe of the White Lion and would-be usurper of the throne of Dakana.

Gigantosaur: Giant radioactive reptile that threatens coastal areas when it goes on a rampage.

Glacier (Prince Gela-Ziir): Lone survivor of the Ice People, a now extinct race from the Antarctic. He is a blue-skinned man with cold control powers who has attempted to bring on a new Ice Age to allow remaining survivors of his race to re-take the world.

Golemeth: Golem created by a rabbi in Warsaw in 1940 to fight the Nazis. "Killed" in Utska, Poland in December, 1941 (although it may simply be inert).

Grab (LuAnn Grimes): DNAscendant with elastic powers, member of Larceny, Inc.

Granite (Bill Cole): Bruiser and bodyguard for Dr. Calumus, transformed into elemental stone by the Prime Elements. Member of the Factor Four.

Grant, Jonathan: Head of Grant Conglomerates, a bio-tech megacorp and front for the Labyrinth.

Green Dragon Society, the: A cabal of Japanese magicians in service to Emperor Hirohito and Premier Tojo during World War II.

Green Knight, the: Champion of Avalon and Camelot, invested with pagan mystic powers and weapons. He served as an agent of Merlin and was a target of Morgan LeFey's temptations. One of the few survivors of the fall of Camelot, now living in Avalon.

Green Man, the (Nathan Grovemont): Botanist who transformed himself into a plant life-form with power over vegetation.

Grue Unity, the: Alien civilization of worlds conquered by the Grue and, in particular a reference to the Grue telepathic hive-mind.

Grue: A race of metamorphic aliens from the planet Gruen-Prime. Ruled by the Grue Meta-Mind.

Guillotine: French resistance fighter against the Nazis in 1940, partner of Le Reynard Rogue. Killed in Utska, Poland in December, 1941.

Guinee: "The Island Beneath the Sea," home of the loa or Voodoo pantheon of gods, including Siren II and Baron Samedi. Ruled by the snake-loa Damballah and Ayeda-Wedo, the Snake Father and Mother of the Rainbow.

Hades: Greek god of the Underworld and implacable foe of Daedalus, after the inventor tried to spurn the gods' gift of immortality. Forbidden to intervene directly in mortal affairs, Hades plots and schemes and works through agents and intermediaries, including Taurus and the Murder Spirit Jack-a-Knives.

Hanks, Dr. Peter: Mad geneticist working for the Labyrinth who has grafted two gorilla arms below his original arms.

Hellqueen (Gwen Nugent): Confused young woman duped by a Satanic cult into becoming the host for a malign infernal power. Foe of Captain Thunder with a desire to seduce him.

Heru-Ra: Ancient Egyptian prince and champion of the gods. Slain by sorcerer Tan-Aktor and reincarnated as Alexander Rhodes, the Scarab.

Hiroshima Shadow: Mysterious force of nuclear devastation and foe of Dr. Metropolis. Member of the Crime League.

Horus the Avenger: Egyptian god of light, son of Osiris and Isis, grandson of Ra. He was active as a superhero on Earth occasionally in the 1960s.

Huckster (Johnny Goff): Salesman and conman with various trick gadgets, including a sword cane, rocket-powered pogo stick, and acid "cream pies."

Human Tank & Gunner (Hank & Tommy Griffin): Members of the Allies of Freedom. Brothers granted super-powers in a lab explosion; Hank (the Human Tank) was transformed into "living metal" while Tommy (Gunner) could create sprays of metal and absorb metal weapons, including bullets, into his body for more "ammo." Killed by Crimson Katana I in Japan in 1946.

Hyperborea: Another name for Ultima Thule, Actic home of the Ultima.

Invisible Empire, the: Secret criminal conspiracy in America the 1930s and '40s. Parts of it may have been incorporated into SHADOW.

Jack-a-Knives: The Spirit of Murder, a psychic entity controlled by Hades and invested into different hosts to create soulless killers to bring new souls to Tartarus.

Johnny Rocket I (John Wade): Member of the Liberty League. Young lab assistant exposed to chemicals that gave him super-human speed. Grandfather of Johnny Rocket II.

Johnny Rocket II (John Wade): Member of the Freedom League with super-speed, grandson of Johnny Rocket I. Outed as gay as few years ago.

Johnny Speed: Johnny Rocket's evil duplicate from Anti-Earth, member of the Tyranny Syndicate.

Jump (Joshua Psion): Teleporting member of the Psions, serving as the team's primary transportation and "escape clause."

Kaiju Island: Island in the Pacific near Japan, home to various mutant monsters.

Kamikaze: The "Divine Wind," an agent of the Japanese Empire during World War II with air control powers.

Kane, Barbara: Police Commissioner of Freedom City, former police officer from a police family.

Keres (various aliases): Talos' right-hand, chief assassin, and secondary head of the Foundry. Possesses disguise and life-draining powers.

Khana, Queen: Ruler of the Stellar Khanate in the early part of the Twentieth Century. Khana attempted to seduce the Centurion while he was on her world, considering him a physically ideal mate and consort, but he spurned her advances. Her son is the current Star-Khan.

King Cole: Criminal mastermind fond of storybook themes, foe of the Raven I. (cf. "The Storybook Crimes" in *The Raven*).

King, Hieronymus: Criminal businessman and owner of Majestic Industries, secret supplier and financier of super-criminals.

Knave, the: A foe of Star Knight I.

Koradji: Aboriginal shaman in Australia, guardian of Uluru. His name means "medicine man" or "shaman."

Krewe, the: A band of criminals with a Mardi Gras theme, foes of Siren II.

Labyrinth, the: Secret criminal organization controlled by Taurus, consisting of numerous fronts and shells to conceal the true core of the cartel.

Lady Celtic (Amanda Phipps-Gordon): Member of the Allies of Freedom. British woman wielding the magical power of the druids, later Hank Griffin's wife.

Lady Liberty I (Elizabeth Forester): Masked heroine of the American Revolution.

Lady Liberty II (Donna Mason): FBI secretary invested with the power of the Spirit of Liberty after she uncovered a Nazi sabotage plot in Washington DC. Lady Liberty possessed super-strength and wielded "the Light of Liberty."

Lady Liberty III (Beth Walton-Wright): Current wielder of the Light of Liberty and member of the Freedom League. Married to police detective Trevor Wright.

Lady Lunar (Selene): Member of the Farsider royal family driven mad by the Moonstone. Led a coup against her relations and become tyrant ruler of Farside City until overthrow by the Atom Family.

Lady Mamba (Marie Vaulaire): Voodoo sorceress and head of the Mayombe, mother of Dahlia and Cottonmouth.

Lady Tarot (Alicia Driogano): Fortune-teller and daughter of Freedom City's mob boss, who uses her magical abilities to aid her father out of a sense of family obligation.

Lantern Jack: Ghostly Revolutionary War hero who carries a mystic lantern. He has been the protector of Lantern Hill in Freedom City for over two hundred years.

***Le Reynard Rogue* (The Rogue Fox)** (Amelie Dutemps): Masked French Resistance fighter renowed for her cunning, the "Rogue Fox" was the bane of Nazis occupying France and the leader of the Allies of Freedom.

LeBlanc, Henri "Lupus": Frenchman accused of sorcery and being a werewolf in Colonial-era Freedom.

Leeds, Laurie (nee Lamont): Mark (Centurion) Leeds' girlfriend and later wife. They were married in the 1950s, and Mrs. Leeds passed away in the late 1980s.

Lenore: Pale, dark-haired femme fatale foe of the Raven I, later revealed to be a vampire. Believed destroyed by exposure to sunlight in a church, her ashes scattered.

Lighthouse, the: Satellite headquarters of the Freedom League following the Grue Invasion, built with the aid of the Star Knights, and linked to League outposts on Earth, including Freedom Hall.

Lockpick (Thomas "Tommy" Mendola): Expert gymnast and thief, agent of the Labyrinth.

Lonesome Dove: Mysterious grey-clad female gunslinger and bounty hunter in the Old West.

Looking Glass (Marguerite Frey): Mistress of mirrors, committing crimes with various mirror-based weapons.

Lor Republic: Interstellar civilizations in Earth's area of the galaxy, made up of an alliance of races, including a number of human offshoots resettled by the Preservers.

Lor: Race of humans settled on the planet Lor-Van in a distant star system. Founders of the Lor Republic.

Luna Moth: Foe of the Raven I who wore gossamer wings allowing her to fly and used various pheromone-based weapons.

Mad Maple, the (Adam Jury): Crazed Canadian with ice-controlling weapons and a desire to redress "economic imbalances" (namely stealing from wealthy American corporations).

Madame Colt: Gunslinging, whip-wielding Wild West heroine.

Madame Guillotine: French self-styled slayer of politicians.

Madame Sin: Raven II's evil duplicate from Anti-Earth, member of the Tyranny Syndicate.

Maddicks, Bill "Bulldog": Captain of the STAR (Superhuman Tactics and Regulation) Squad for the Freedom City Police Department.

Maestro, the (Basil Fatherton): Would-be composer and conductor whose research into sonics and obsession with classical music led him to become a criminal and foe of the original Freedom League. After a stint of retirement, his psychoses reasserted themselves and his is once more a member of the Crime League.

Magic Mesa: A "power spot" in the American Southwest and an occasional portal to other dimensions. In the Nineteenth Century, it was the sanctum of the Master Mage Broken Crow. In modern times, it's guarded by the "desert ghost" called Dust Devil.

Magmin: Sub-terran mutant Morlocks with rocky bodies, emitting volcano-like heat.

Magpie: World's greatest thief, aided by a mutant teleportation power. His greatest theft is attempting to steal away the heart of the second Raven.

Maitre Carrefour: Corrupt Voodoo sorcerer and foe of Siren.

Malador the Mystic: Undead Atlantean sorcerer with designs on becoming Master Mage and ruler of Earth's dimension.

manaka root: Rare root known the Native American tribes in eastern North America. Properly prepared, an extract of manaka root grants short bursts of super-human strength. Manaka gave the Revolutionary War hero Minuteman his powers. It was

later used as a component in the treatments giving the Patriot his powers, and as the biochemical basis for the designer drug "max."

Mandragora: One of Omega's lieutenants in the Terminus, possessed of super-strength and energy manipulation powers.

Marhime: Gypsy hero and resistance fighter against the Nazis in 1940. Died in Utska, Poland fighting Nazi super-soldiers in December, 1941.

Mary Minstrel: Sometime member of the Freedom League in the 1960s with sonic powers. After her death in 1970, Daedalus used her brain patterns as the basis for the Chorale (Aria, Peaen, and Panegyric), the androids that became the Furies Three.

Master Lee: Aged martial arts instructor in Freedom City, seeking worthy students for his knowledge.

Master Metropolis: Dr. Metropolis' evil duplicate from Anti-Earth, member of the Tyranny Syndicate.

Mastermind: Primitive hunter transformed by the alien Preservers into the ultimate human, with tremendous intellect and psionic powers, along with the megalomania to plot the conquest of the world.

Matador, el: Spanish hero with a magical cloak. Subject of the DNAscent process.

Medea: Ancient sorceress from Colchis, niece of Circe, former wife of the hero Jason and long-time foe of Daedalus. Member of the Crime League.

Megalodon (Connor Kirkstrom): Marine biologist who attempted to use shark DNA as a regenerative treatment, but it turned him into a monstrous man-shark.

Megastar (Christopher Beck): Teenager invested with the MEGAS, an ancient alien weapon that turns him into an adult with super-human strength.

Mentac, Prince: Last survivor of the royal line of Farside City, exiled to Earth after the deaths of his family. Mentac (like all royal Farsiders) possessed psionic powers. He adventured with the world-famous Atom Family and later married Andrea Atom. The couple had four children. Mentac was lost during the Terminus Invasion and the unleashed cosmic forces caused him to "evolve" into a being of pure mental power.

Mentor: Super-intelligent bio-computer created by the Preservers. Founder and guiding intelligence of the Star Knights.

Mercury: Roman name used by the Greek god Hermes on occasion, particular during forays to Earth to challenge Johnny Rocket.

Merlin: Earth's Master Mage and advisor to King Arthur during the reign of Camelot.

Meta-Grue, the: A rogue agent of the Grue Unity, possessed of all the powers of the Atom Family.

Meta-Mind, the: Ruler of the Grue Unity, an entity made up of the most evolved Grue mentalities, possessing considerable intellect and mental powers.

Midnight (Travis Hunter): Dark-cloaked fedora-wearing crime-fighter in the 1930s and '40s with darkness powers, member of the Liberty League. First appeared when he thwarted a robbery during Orson Welles' *War of the Worlds* broadcast on Halloween (cf. "The Hold-Up from Outer Space!" in *Midnight Adventures*).

Millennium Bug: Costumed madman with a talent for controlling computers and other machines, including his so-called "Y2Kdrones."

Ministry of Powers, the: British agency responsible for dealing with superhumans and superhuman crimes.

Minuteman: Masked Colonial hero during the Revolutionary War who used the rare Indian herb malaka to grant him minute-long bursts of super-human strength ("the strength of ten men!").

Moonstone, the: An alien crystal created or discovered by the Preservers and used for millennia as a power-source in Farside City until it was usurped by Lady Lunar. The Moonstone enhances psionic powers and serves as a near-limitless source of extra-dimensional energy. It's currently back in the care of the Farsiders.

Mr. Infamy: Mysterious power-broker who grants your deepest desired, so long as they are certain to corrupt you.

Mr. Mist (Brad Raymond): ASTRO Labs technician molecularly destablized in a teleportation accident, turning him into an insubstantial mist.

Ms. Scarlet (Thea): Taurus' lieutenant, bodyguard, and chief trainer. She's a mistress of unarmed combat and the use of a whip (her primary weapon).

Mycanoids: Also known as "Mushroom Men," intelligent alien fungi that infest other planets, growing from space-borne spores into armies to conquer entire worlds. (cf. "The Mushroom Men from Venus!" in *Amazing Adventures*).

Myrmidons: Various combat robots built by the Foundry for sale to clients and use in Foundry facilities.

Nacht-Krieger **(Night Warrior)** (Johann Dietrich Meinhoff): Nazi assassin and super-soldier with the power to turn into an incorporeal shadow with deadly claws.

Nereid (Thetis): Princess of Atlantis, daughter of Sea King, and granddaughter of Siren I. Student at the Claremont Academy with aquatic powers, including the ability to transform into water.

Nero: Insane pyrokinetic and foe of the Centurion. Committed to the Providence Asylum.

Netherworlds: A collection of other dimensions ruled by their respective Master Mages, who have made them into places of chaos where magic reigns supreme and physical laws are local at best. The only "natural law" in the Netherworlds is that imposed by the ruling Dark Lord. Some netherworlds are "hell dimensions" similar in many respects to human myths of an afterlife.

Newcomers, the: A band of young alien heroes from different planets, stranded on Earth for various reasons in the 1970s. They fell in with youth culture, where they were able to blend in and do some good deeds (and start a traveling rock band, while they were at it).

Next-Gen: An "unofficial" team of young heroes in training, students at the Claremont Academy. The team includes Bolt, Megastar, Nereid, Seven, and Sonic. Bowman IV was leader of the Next-Gen until he joined the Freedom League.

Nightrage: Vampire vigilante in Freedom City in the 1980s during the Moore Act.

Norn, the: Manifestation of cosmic destiny in the universe, sometimes known as Lady Fate, the Weaver, or She Who Is Three. "She" usually appears as a woman of varying age—a young maiden, mature woman, or aged crone—made up of starry blackness. The Norn has vast, undefined, powers, but rarely involves herself in mortal affairs.

Nosferatu: Austrian vampire agent of the Nazis during World War II.

O'Connor, Michael, Jr.: Son of the Freedom Eagle and long-running and beloved Mayor of Freedom City.

Olympus: Extradimensional home of the Greek pantheon of gods. Its earthly focus is the peak of Mt. Olympus in Greece.

Omega, Lord of the Terminus: Cosmic ruler of the Terminus dimension with nihilistic plans to conquer and consume the multiverse.

Omegadrones: Omega's brainwashed and cyber-enhanced soldiers from the Terminus.

Order of Light, the: A loose alliance of magicians devoted to the responsible and just use of the mystic arts.

Orion the Hunter (Jack O'Ryan): Mercenary hunter and assassin hunting the most dangerous of prey. Sometime member of the Crime League.

Overshadow (Wilhelm Kantor): Incarnation of the ancient Egyptian sorcerer Tan-Aktor, former SS officer, founder and leader of SHADOW. Overshadow possesses considerable arcane and technological knowledge, and wears an advanced suit of power-armor with mystic enhancements.

Pale Ranger, the (Adam Prophet): Texas Ranger slain by bandits and restored to life by the shaman Broken Crow. He dressed in white and cultivated a reputation as a ghost, riding a white stallion named Phantom. His son Thomas was born an albino with unusual physical and mental prowess, possibly due to Adam's resurrection, his exposure to raw uranium, or the mystic forces at Magic Mesa (see *Prophet, Dr. Thomas*).

Patriot (Jack Simmons): Subject of an experimental serum that granted him near-perfect human abilities. Member of the Liberty League. Later first director of AEGIS. After his death from cancer, his mind was placed in an android body and he continues to work as a covert agent of the U.S. government.

Payback (Asad Sabir): Agent of the Labyrinth with a cybernetic arm and the power to cause technology to go haywire.

People's Heroes, the: Soviet-era super-team led by Bogatyr I, disbanded after the dissolution of the USSR.

Phantom Ace, the: Costumed ace pilot of World War I.

Pharos: Ancient Egyptian hero invested with the power of light (the same power later wielded by White Rose, White Thorn, and Beacon).

Philosopher's Stone, the: An enchanted stone with the power to transmute elements. Widely sought after by mystics of all stripes.

Power Corps, the: Team of mercenaries outfitted with advanced battlesuits by Mastermind. They later went independent and now hire themselves out to the highest bidder.

Power-House, the: An underground "enhancement" clinic granting clients super-strength and constitution, but also causing unusual mutations, and often brain damage.

Powers, C. Horatio "Harry": Director of AEGIS after a long-time career as one of its premier agents (cf. *Powers: Agent of AEGIS*). Powers secretly has the ability to sense superhumans.

Praetor: Centurion's evil duplicate from Anti-Earth and ruler of Empire City. Sent into the Terminus as a child, where he gained superhuman powers. Overthrown and killed by the members of the Tyranny Syndicate in 1993. It was later revealed Praetor and Centurion (and possibly other alternates) originated from the same individual sent through the Terminus decades ago, "refracted" across multiple realities.

Primate Patrol: The greatest heroes of Earth-Ape, including Iron Monkey, Elastigibbon, Brainiape, and Chimpanzoom.

Prime Elements, the: Four magical stones containing the mystical powers of the four elements (air, earth, fire, and water). Their power transformed four criminals into the Factor Four.

Professor Fathom (Dr. Richard Calumus): Former student of Dr. Atom transformed into a being of elemental water by the ancient Prime Element stones. Leader of the Factor Four.

Professor Psion (Parker Psion/Artur Zion): Brilliant expert in psionics who gave himself limited mental powers and induced them in his children and grandchildren, the Psions.

Proles: The lowest-ranking inhabitants of the Terminus, under the rule of Omega.

Prophet, Dr. Thomas Osiris: "Doc Prophet, Man of Marble:" Pulp-era adventurer in the 1930s, known for his albino characteristics and near-perfect level of physical and mental development.

Prophet, Elijah, Reverend: Famed monster-hunter of Colonial America who led a "crusade" against witchcraft and the unholy in Freedom.

Pyre (Jack Connors): Hotshot pilot and driver transformed into a being of elemental fire by the ancient Prime Element stones. Member of the Factor Four.

Quirk: Extra-dimensional imp who takes the form of a bored kid looking for fun things to do with his third-dimensional "toys."

Raven I (Duncan Summers): Dark-clad crimefighter in the 1960s. Later married the daughter of his archenemy. Succeeded by his daughter, Callie, and now headmaster of the Claremont Academy.

Raven II (Callie Summers): Costumed crimefighter and member of the Freedom League. Trained by her father Duncan, the first Raven.

Red Death: Red-cloaked foe of Raven I who used a chemical nerve gas weapon.

Red Knight. the: Mysterious crimson-armored foe of the Green Knight in the Age of Camelot. Ally of Morgan LeFey and the Fomorians.

Red Siren: Siren's evil duplicate from Anti-Earth, member of the Tyranny Syndicate.

Reeds, Dr. Victor: Labyrinth scientist specializing in cybernetics and psionics, who has altered himself with cybernetic parts.

Rhymer, Thomas: AKA "True Thomas." Irish sometime musician and magician drawn into Faerie for a night of revelry. He has since become a wanderer in the mundane world, gifted (or cursed) with the bard's talent for prophecy and influence, arcane knowledge, an a penchant for getting into trouble. He's infamous within the world's mystic community.

RIOT: A band of criminal mercenaries and foes of FORCE Ops. Members include Armorine, Flag-Burner, Insurgent, Little Hawk, S.D. Ivan, and Slam Dance.

Roman, August: AKA "Julius Norman." Criminal mastermind and foe of the Centurion who fancied himself a latter-day "Emperor" in the style of ancient Rome. Head of Circus Maximus, now a "promoter" running the underground Circuit Maximus fights and supplying superpowered muscle to other criminals through the Power-House. Father of Saturnalia.

Roman, Saturnalia: The beautiful, brilliant, and ruthless daughter of August Roman, heiress to his criminal empire.

Rookery, the: The Raven's secret headquarters, currently a penthouse in downtown Freedom City owned by Callie Summers.

***Rote Adler, der* (The Red Eagle):** Nazi airman with the power to fly at super-sonic speed. Possibly the first modern human to break the sound barrier. Particular foe of Spitfire Jones of the Allies of Freedom.

Russian Guard, the: Independent team of Russian superheroes, organized after the breakup of the Soviet Union, sometime allies of the Freedom League.

Sanctum, the: The Centurion's sanctuary and headquarters, hidden under the ice caps near the North Pole (and the hidden city of Ultima Thule). The Sanctum is, among other things, a monument to the Centurion's lost home world, and now a monument to him as well. It contains an arsenal of advanced weapons and a menagerie of alien creatures as well as the Centurion's original dimensional life-pod. Heroes sealed up the Sanctum after Centurion's death.

Scarab, the (Alexander Rhodes): Reincarnation of Egyptian prince Heru-Ra and modern-day philanthropist with *ka* (psychic) powers. Member of the Freedom League until his death in 1979 fighting the Sons of Sobek.

Scions of Sobek: Splinter cult of SHADOW and the servants of Set. Responsible for the deaths of Scarab and Brainstorm.

Scrap: Near-mindless monster made of trash and remnants of the city.

Scylla: The Foundry's sentient computer and security system.

Sea-King (Theseus): The current King of Atlantis, son of Siren I and Prince (later King) Thallor. Member of the first Freedom League. Father of Thetis (Nereid).

***Sea-Wulf, der* (The Sea Wolf):** Nazi werewolf with aquatic abilities.

Secret Circle, the: Ascended mystics and former Master Mages who help instruct and guide the current Master Mage. Members of the Secret Circle have lived many incarnated lifetimes.

Sergeant Shrapnel (Tony Gorman): Member of the Allies of Freedom. American soldier abducted by aliens who acquired the power to metallic objects, particularly machines, stop working or explode.

Serpent People: Saurian humanoids and the first intelligent life to evolve on Earth. Modern serpent people are largely decadent and fallen back into savagery.

Seven (Serena Vervain): Seventh-generation hereditary witch with magical powers, granddaughter of Lillian Verain.

SHADOW (Secret Hierarchy of Agents for Domination Over the World): Vast criminal conspiracy devoted to world-domination, controlled by the mysterious Overshadow.

Shadow Realm, the: Another term sometimes used for the *astral plane* (not to be confused with the Shadow World or *Shattenwelt*).

Shambala Temple: One of the most ancient and powerful mystic sites in the world, overlooking Shambala Vale and maintained by an order of monks.

Shambala Vale: Hidden valley in the Himalayan Mountains, where an ancient mystic order protects the magical secrets of the ages.

Shattenwelt, der: The "Shadow World," an extradimensional source of pure darkness and a source of power for *der Nacht Krieger* and other shadow-wielders. So far as is known, the *Shattenwelt* is an infinite expanse of dark nothingness with a predatory, life-draining nature, accessible solely by mystical means.

***Shwarzpanzer, die* (The Black Tank):** Nazi super-soldier. Killed in Utska, Poland on December 1st, 1941 while fighting the heroes who would become the Allies of Freedom.

Sidetrack (Samantha Blackwood): Agent of the Labyrinth able to distract foes with a dazzling burst of light while she teleports away

Silencer, the (Thomas Oliverti): Scientist and brother of Mob Boss Giovanni Oliverti, driven to become a vigilante and killer of Mob criminals using his sonic technology.

Silver Hyena (Dr. M'genda): African doctor and humanitarian bitten by a were-hyena and infected with its curse. The Silver Hyena is a humanoid with black and silver fur and a hyena's head. It can mimic other voices and its laugh can induce fear, rage, and other emotions. Foe of Lady Liberty and the White Lion.

Silver Scream (Lauren Hammond): The ghost of a "scream queen" actress from the golden age of cinema, with the power to create illusions and transform into movie monsters.

Silver Sheriff, the: Western hero known for his silver badge and six-shooters loaded with silver bullets.

Siren I (Lynn Sidon): Torch singer thrown overboat in a U-boat attack on a passenger ship. Rescued by Prince Thallor of Atlantis and given aquatic and sonic powers. Member of the Liberty League, later married to Thallor, mother of Theseus (Sea King), grandmother of Thetis (Neried), and Queen Mother of Atlantis.

Siren II (Cassandra Vale): Voodoo loa (goddess) of the sea, bonded with a mortal psychologist, and wielding power over the sea and weather. Protector of New Orleans.

Sky Lord: A criminal scientist in the 1930s who constructed a massive flying platform and used a fleet of planes to conduct daring raids and thefts.

Smash (Ernest "Ernie" Connors): Brain-damaged DNAscendant with super-strength, member of Larceny, Inc.

So-Lar, the Living Sun: A sentient star, able to travel through space and consume entire planets by engulfing them. So-Lar's swath of destruction was averted by the Centurion and Daedalus on previous occasions.

Sonic (Lemar Phillips): Sonic-controlling black kid from Lincoln, student of Wilson Jeffers and the Claremont Academy.

Space Ranger (Chuck Shepard): American astronaut who passed through a "black hole" (actually an unstable wormhole) in the 1960s and became champion of an alien world — where he remains thanks to their life-extension technology.

Spitfire Jones (Horatio "David" Jones): Member of the Allies of Freedom. British RAF pilot able to fly and exert considerable strength while doing so.

Star Knight I (A'Lan Koor): Lor Star Knight assigned to Earth to capture the renegade Blackstar. Joined the Freedom League and was a hero on Earth for many years before returning to space.

Star Knight II (Maria Montoya): First Terran to join the Star Knights, assigned as the Star Knight of Earth's sector of space.

Star Knights: An interstellar order of protectors organized by the super-intelligence Mentor. Star Knights wear suits of advanced armor, allowing them to fly through space and project powerful energy fields for offense and defense.

Star Marshall: Name adopted by a Star Knight who operated undercover briefly on Earth in the Wild West in the late 1800s.

Star-Khan (Kinan Khan): Warlord of Zultas and conqueror of worlds on the fringes of the Lor Republic. Created a Stellar Khanate and led an invasion of the Republic barely repelled by the Star Knights and Daedalus. A brilliant warrior who lives for conquest.

Starstone, the: Alien crystal and extradimensional energy source for the Star Knights, found in the Star Citadel, their galactic headquarters.

Superior (Kal-Zed): A rogue Ultiman, intrigued by the doctrines of the Nazis, who became the example of Hitler's "Ubermensch." He planned to aid Germany in winning the war, then overthrow Hitler and take control. He was a devoted foe of the Centurion. Exiled from Ultima Thule, he was imprisoned in the Zero Zone indefinitely.

Swarm, the: Alien nanotech cloud, originally developed as a mining tool by some race. It turned on its creators and consumed them, and their entire solar system. It now wander the galaxy, doing the same to other star systems it encounters.

Sylph (Sylvia McAllister): Paramour of Professor Fathom, transformed into a being of elemental air by the Prime Elements, member of the Factor Four.

Talona: Fierce champion of the Aerie with avian characteristics and the power to communicate with and command birds.

Talos: Magical man of bronze created by Hephaestus, later repaired by Daedalus after his defeat by Jason and Medea. Obsessed with the superiority of "created" life and intent on replacing organic life with machines. Creator of the Foundry and Argo, along with various other androids, robots, and machines.

Tamper (Charles O'Neil): Former IRA bomb-maker with the "God-given" power to turn targets' super-powers against them.

Tan-Aktor: Ancient Egyptian sorcerer-priest who murdered Prince Heru-Ra, later reincarnated as Wilhelm Kantor (see *Overshadow*).

Targette (Isabela Varianza): Ex-street kid with the power to absorb attacks and transfer the pain back to her attackers.

Taurus: The mythic Minotaur, restored to life by Hades, and head of the mysterious criminal organization, the Labyrinth.

Temple of Sirrion, the: Hidden Atlantean ruin in Northern Africa where Malador the Mystic was imprisoned for millennia.

Terra King (Jerris Trent): Ruler of the underground kingdom of Sub-Terra and the mutant Sub-Terrans (genetic creations of the Serpent People). Has attempted on occasion to conquer the surface world with Sub-Terran soldiers and mutant monsters.

Thieves Guild, the: A loose alliance of costumed criminals interested primarily in profit through theft. They sometimes work together to pull off major heists.

Thule Society, the: Nazi mystic order devoted to discovering the ancient "Aryan" homeland. Made contact with the Ultima in the 1930s, leading to Kal-Zed's involvement with the Nazis. Wilhelm Kantor (Overshadow) was an initiate of the society. He eventually rose to control it, and remants of it were later incorporated into SHADOW.

Time Keepers, the: Mysterious entities from "the end of time" devoted to maintaining order and balance within the Time Stream. They periodically appoint "Guardians of Time" (like Dr. Tomorrow) as their agents.

Toon Gang, the: A group of cartoon gangsters brought to life by Toy Boy (using a device provided by Quirk). The Toon Gang consider themselves part of the Freedom City underworld, even if the rest of the city's criminal element doesn't agree.

Toy Boy (Desmond Lettam): Victim of a genetic disorder keeping him perpetually a child, Desmond Lettam amuses himself with the creation of deadly toys and games for him to "play."

Trap Door (James Shore): DNAscendant with teleportation powers, acrobatic skills, and a kinetic shock staff. Leader of Larceny, Inc.

Trawler: Undersea scavenger and foe of Sea-King who wore a high-tech diving suit.

Tyranny Syndicate: Evil duplicates of the Freedom League from Anti-Earth, which they have largely conquered.

Ultima Prime: The appointed leader of the Ultima.

Ultima Thule: A hidden city in the Arctic Circle, home to the Ultima.

Ultima, the: *singular:* Ultiman. Also known as the Hyperboreans, an advanced offshoot of humanity with cosmic powers. (cf. "City of the Supermen!" in *Centurion*).

Una: Queen of the Netherworld, known by many titles, including the Ultimate, the Uncaring, the Unforgiving, the Unknown, and the Inevitable. She wears the Crown of Fire and rules over her dark netherworld as Master Mage, having conquered many other such worlds. Adrian Eldrich has been her foe for decades, thwarting her efforts to conquer Earth.

Unspeakable One, the: Cosmic entity of madness and chaos worshipped by the Brotherhood of the Yellow Sign.

Urallos, Constantine: Greek businessman and agent of the Labyrinth, indebted to Hades.

Usher, Alister: Wealthy sufferer of Porphyria's (allergy to sunlight) who built a criminal empire later brought down by the Raven I.

Valkyrie, die: Nazi "super-woman" invested with super-human strength and fighting prowess by a mystic rite of the Thule Society.

Volt: Eletrical creature created by Dr. Stratos, capable of feeding on electricity, to unleash on Captain Thunder.

Voodoo Dahlia (Dahlia Dupree): Voodoo sorceress and temptress, member of the Mayombe. Daughter of Lady Mamba.

Voyeur (Richard Royer): Mutant able to broadcasting anything he sees and hears to nearby television receivers. Star of the reality show P.O.V. (Point of View) and award-winning documentary filmmaker.

vril: Ultiman term for cosmic energy. A *vril-ya* is a master of such energy, and related Ultiman disciplines for wielding it.

Warden (John Warden): Prison technician and designer black-listed for his methods, who became a criminal master of traps, restraints, and imprisoning devices, obsessed with imprisoning those who violate his warped sense of "law and order."

Weather Mistress (Courtney Cline): Meteorologist who developed a "weather vane" able to control the weather, using it to commit crimes.

Weird Maggie: Strange homeless woman in Freedom City's Southside, seems to have unusual knowledge of both the past and the future, as well as a level of mystical awareness. May be immortal or unusually long-lived.

White Knight (Daniel Foreman): White supremacist and hate-monger granted fire-generating powers by a mysterious stranger (Mr. Infamy).

White Lion (M'Balla): King of the African nation of Dakana, gifted with peak human strength, speed, and agility as well as a brilliant technical mind.

White Rose & White Thorn (Sophie & Wolfgang Shaal): Members of the Allies of Freedom. German wielders of the mystic "White Light" energy hunted by SS officer Wilhelm Kantor and Nacht-Krieger. Sacrificed themselves to imprison Nacht-Krieger in the sea near Freedom City.

Wildcard (Jake Walker): Gambler and thief with probability-influencing powers. Member of the Crime League and foe of Raven II.

Wolf, Jack: Ward of Dr. Alexander Atom and member of the Atom Family. Adventurer and explorer in the 1960s and '70s, soldier of fortune in the 1980s. Became the lycanthrope Wolfjack under the influence of the Moonstone.

Wolfjack: Werewolf form of Jack Wolf created by Lady Lunar's use of the Moonstone.

X-Isle, the Living City: A massive living being outwardly resembling Freedom City, with a desire for inhabitants, which it ensnares. X-Isle floats in the Terminus, occasionally kidnapping new "citizens" from Earth.

Zandar, the Jungle Lord (Alexander Challenger): Descendent of an explorer of the Lost World and its renowned champion.

Zero Zone, the: A realm of white nothingness "between" dimensions or layers of reality. The Centurion exiled some particularly dangerous foes to the Zero Zone through the Zero Room in his Sanctum, including the rogue Ultiman Superior.

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