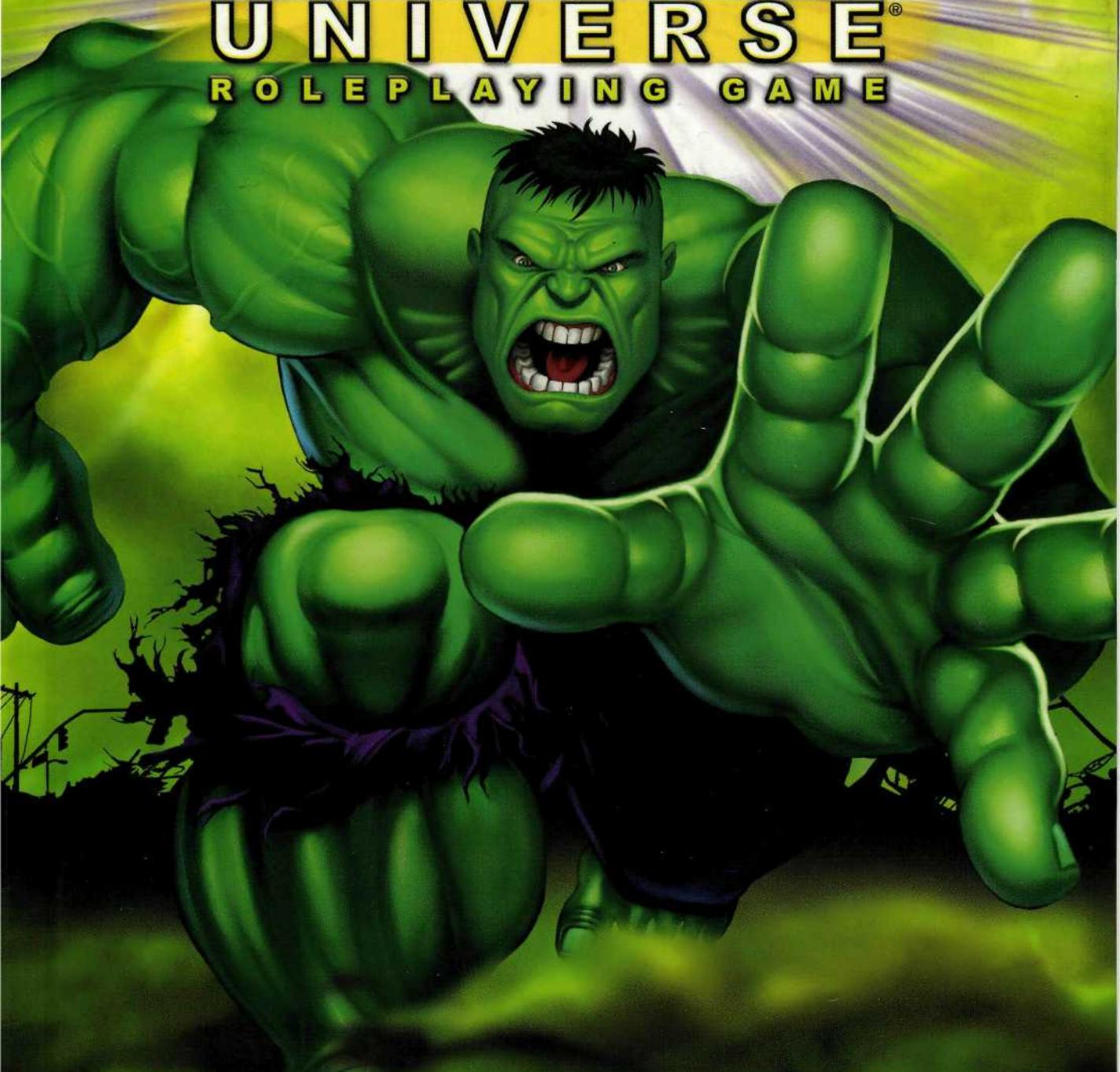


THE

MARVEL

UNIVERSE®

ROLEPLAYING GAME



MARVEL UNIVERSE
ROLEPLAYING GAME GUIDE
REQUIRED TO PLAY.

**GUIDE TO THE HULK®
& THE AVENGERS®**

THE **MARVEL**[®]
UNIVERSE
ROLEPLAYING GAME

**GUIDE TO HULK
AND THE AVENGERS**

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ABOUT THE MARVEL UNIVERSE

ROLEPLAYING GAME, VISIT

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INTRODUCTION

...And there came a day, unlike any other, when Earth's Mightiest Heroes found themselves united against a common threat. On that day, the Avengers were born—to fight the foes no single hero could withstand.

It sounds like the perfect setup for a roleplaying game, doesn't it? We thought so too, which is why we chose the Avengers for the second supplement to the *Marvel Universe Roleplaying Game*. Ever since that day in 1963 when Stan Lee first wrote the immortal words, "Avengers Assemble!" fans have thrilled to the adventures of the greatest collection of individual Super Heroes in the Marvel Universe.

This supplement provides over 40 new character profiles of the Avengers, their allies and their enemies, plus a special selection of character variants for the Incredible Hulk. It features the Avengers version of the NPC Team Generator containing information for 73 additional characters and 9 teams, as well as instructions for you to create an unlimited number of your own teams and non-player characters. And it includes the third full-length Marvel Universe Adventure Issue, *A Hulk Runs Through It*, as well as briefings on the Avengers Mansion, Wundagore Mountain, the Blue Area of the Moon, Chronopolis and Dystopia. Plus you'll find new Actions, new Modifiers, new Advantages, Disadvantages and Challenges, new equipment and more.

Like all our supplements, *The Guide to Hulk and the Avengers*

isn't a standalone game. In order to play Marvel, you'll still need a copy of *The Marvel Universe Roleplaying Game Guide*. (Besides, some of the most important Avengers and their enemies have profiles in the *Game Guide*, including Captain America, Iron Man, Kang, Loki, Quicksilver, Scarlet Witch, Thor, Ultron, Wasp, and Yellowjacket, and you wouldn't want to miss out on them, now would you?)

That's enough introduction for now. Because it's time, true believers, for Earth's Mightiest Heroes. It's time for...the Avengers!

SOME ASSEMBLY REQUIRED: THE HISTORY OF THE AVENGERS

Why are they called Avengers?

The Avengers are a team that comprises the most powerful and idealistic heroes in the Marvel Universe. They're a collection of personalities of immeasurable power, of multiple races and life forms. They are Gods. Robots. Mutants. Aliens. Kings. Billionaires. Synthetic ghosts. Atlanteans. Figures of ancient myth. Monsters. Inventors. And a few are even human.

So why would they refer to themselves as Avengers? Especially in light of the other Super Hero teams. The Fantastic Four's name is obvious: There are four of them, each with fantastic abilities. The X-Men make sense, too—a group of mutants with mysterious abilities arising from a mysterious X-gene.

The Defenders defend. The Champions are our surrogate heroes.

Yet the Avengers' name suggests that they are little more than a band of vigilantes, out to punish past wrongs. Why only assemble for something that seems reactionary at best? Why call them Avengers? What do they avenge?

Ironically, of all the super-powered groups in the Marvel Universe, the Avengers are the most widely accepted. They're embraced as heroes by the public. And although some Avengers maintain secret identities, many others have made themselves known to the world in an effort to gain the public trust. They are the only superhuman group to be given official sanction by both the National Security Council of the United States of America and the General Assembly of the United Nations. In many ways, the Avengers are a symbol of the United Nations. They are a peacekeeping force that has expanded beyond the nations, beyond races, beyond the planet itself to become a symbol of what the future might look like.

It's important to remember that to avenge is not to take revenge. It is to demand a reckoning. To insist that something be made right that is at this moment wrong.

It turns out that when she named the team, the Wasp's words were prophetic. She somehow tripped on the notion that in this world, there is the way things are, and the way things should be.

The Avengers are heroes who fight for every life. They serve as a standard of the way things should be, yet they live in a world of the way things are. That means that there will be times when they are unable to protect the innocent. And when that happens, when they can't save those they are sworn to protect, then all that is left is to avenge those they couldn't save.



AVENGERS ASSEMBLE

The Avengers were first brought together by the sibling rivalry between the Norse gods Thor and Loki. Loki was the Norse god of mischief and hated his foster brother, Thor, who had come to love Earth and its people. Loki, forever wanting to manipulate his brother and cause him grief, saw the monster known as the Hulk as the perfect "bomb" to drop on his brother. Loki hoped Thor would be killed at the hands of the incredibly powerful Hulk. So he framed the Hulk for nearly wrecking a train, knowing that Thor would be compelled to defend Earth from this ravaging monster.

Believing the Hulk to be innocent, his teenage friend, Rick Jones (who was in part responsible for Bruce Banner's accidental exposure to gamma radiation and terrible transformation), sent out a radio message to the Fantastic Four for help. Loki, of course, diverted this message to Thor instead.

The warning was also received by Iron Man, the original Ant-Man and the Wasp. Each of these heroes also went after the Hulk and ended up meeting each other for the first time. They confronted the Hulk, but soon discovered the message had been a trap. Thor realized that his brother had tried to trick him into a battle that might have cost Thor his immortal life.

Inspired by their first meeting, Ant-Man proposed that the five Super Heroes, including the Hulk, form a permanent team. Despite the fact that none of these individuals really knew all that much about each other, they agreed and Wasp dubbed them the Avengers.

If Ant-Man was the first to suggest the possibility of a united Assemblage...and the Wasp was the first to call the team the Avengers...it was certainly Iron Man that made the team a reality. Inside his armor, Iron Man was secretly multimillionaire industrialist Anthony Stark. Stark was the team's financial benefactor from the start. It was Stark who donated his mansion on Manhattan's 5th Avenue to be transformed into the headquarters of Earth's Mightiest Heroes. Stark also persuaded his personal butler, Edwin Jarvis, to become the manservant of this new team.

Stark also established the Maria Stark Foundation, named after his late mother, to cover the Avengers' operating expenses. The fund operates independently from Stark's own business, and has therefore remained solvent even when Stark's own enterprises fell into ruin and were the object of a hostile takeover.

The Avengers' second great battle as a team was to face-off against a creature known as the Space Phantom. What was most significant was not this creature's ability to mimic and mirror the power and appearance of any of the Avengers, but that it was the pawn and slave of a time-travelling despot known as Immortus. Immortus would later become one of the Avengers' greatest enemies. Perhaps equally significant was the fact that the machinations of the Space Phantom made it quite apparent to the Hulk that the other Avengers didn't really trust him, and so he became the first team member to ever quit the Avengers. He wouldn't be the last.

The Hulk was soon replaced by a hero who would in time become the very symbol of the Avengers, the legendary Sentinel of Liberty from World War II, Captain America. Cap was also the first Avenger to take up full-time residence at the mansion.

Enemies rose from everywhere to face them. From deep within the Earth came the Mole Man and the Lava Men. From beneath the seas came Namor the Sub-Mariner, Prince of Atlantis. From Asgard came Loki. From the far-flung future came Kang the Conqueror

and Korvac. And from the timeless waste of Limbo came Immortus and the Space Phantom. From Latveria in Eastern Europe came Dr. Doom. From Southeast Asia came the communist puppet, the Commissar. From Russia, the Black Widow. From across the globe came crimelords like Count Nefaria of the Maggia. From outer space came the Collector, and Thanos, and the Kree, and the Skrulls. From other dimensions came Arkon, and Proctor, and the Squadron Supreme.

And because each member of the team had his own past, his personal enemies became the enemies of the Avengers. Learning that Captain America was still alive, Baron Zemo turned his hatred for Captain America into a hatred of the Avengers. Wonder Man blamed Tony Stark for the failure of his business. In their desire to best Thor, the Enchantress and the Executioner took on the entire team.

Just as the Avengers banded together to face enemies no single hero could face alone, the same holds true for Super Villains. The Lethal Legion was made up of individuals who each had reason to hate members of the Avengers, but needed the strength of numbers to face them. And the Masters of Evil were originally founded by Baron Zemo specifically to fight Captain America and the Avengers.

When the other original members retired from the team, it was new chairman Captain America who forged a new squad made up of three former criminals—Hawkeye, Quicksilver and the Scarlet Witch. Quicksilver and the Scarlet Witch had been members of Magneto's Brotherhood of Evil Mutants, the enemies of the X-Men.

The new lineup raised an interesting question: Could criminals really serve as Earth's Mightiest Heroes? The answer was a resounding yes. One of the most constant themes in the history of the Avengers is that of redemption for past wrongs. Many Avengers, like Falcon and Wonder Man, got their start on the wrong side of the law, only to reform and join the Avengers. Others have violated their oaths as Avengers, by their actions or their inactions, and found themselves demoted to inactive status or kicked off the team entirely. But many Avengers have left active duty under a cloud and returned later stronger for having faced their problems.

Ant-Man and the Wasp returned to the team after a brief hiatus. For the sake of history, it is important to understand the role of Hank Pym. He's one of the most important members of the Avengers, serving in at least four different disguises: Ant Man, Giant Man, Goliath and Yellowjacket. Pym was a genius whose inventions and discoveries rivaled those of Tony Stark or Reed Richards. He discovered an amazing subatomic particle he dubbed "Pym Particles." These particles, which contract and expand the space between atoms, allowed Pym to shrink down to the size of an ant. He shared his discovery with his girlfriend, Janet Van Dyne, and that's how she became the Wasp. But just as a super criminal created the Avengers, Pym himself was responsible for creating one of the Avenger's deadliest—and most persistent—enemies, the artificial intelligence known as Ultron, a calculating robot whose sole purpose became the death of Pym and the destruction of the Avengers.

Eventually, on Captain America's recommendation, Black Panther, the king of Wakanda, joined the Avengers. As did the Vision, a synthetoid created by Ultron, who turned on his maker to save the Avengers.

The Avengers soon discovered that their very existence was a source of inspiration to races in the future. They met heroes from the far future, known as the Guardians of the Galaxy. Leading this group of humanlike aliens was a man named Vance Astro, who had spent, like Captain America himself, many years in suspended animation. Astro and the rest of the Guardians had traveled back in time to stop a villain named Korvac from gaining power in this time to become a threat to all life in the 30th century.

If the Avengers thought they were famous before, nothing could compare to their reputation after the Kree/Skrull war. Caught up in an interstellar conflict between two warring alien races, the Avengers fought to end the war and save Earth, which was about to be caught in the crossfire. As part of his machinations during the war, the Kree Supreme Intelligence caused the emergence of the Destiny Force within Rick Jones. This power, inherent in all humans, became manifest in such a way that it enabled Rick to help end the conflict. And now the entire cosmos knew who the Avengers were.

As a result, the United States government sanctioned their activities, granting them special privileges and benefits. But once the Security Council appointed Henry Peter Gyrich to serve as federal liaison between the government and the Avengers, the relationship worsened. Gyrich attempted to limit and determine the purposes of the team, including its makeup and membership. Gyrich was eventually replaced by a more moderate liaison, but the damage was done, and tensions continued to mount.

While the Vision served as chairman of the Avengers (the position is voted on by the active members), he assigned Hawkeye to found a second team, a new division of the Avengers to be formed on the West Coast. These West Coast Avengers were based in California. And in spite of their many battles and victories, they also faced terrible defeats. They found and revived the original Human Torch, who then joined the team. Also, in a battle with the demon, Mephisto, Hawkeye's wife Mockingbird was killed.



But in all of Avengers' history, there is one moment that nearly scarred their relationship with the world forever. Under the influence of an alien technology known as ISAAC, the Vision attempted to take control of all computers around the globe. As a result, at the height of the cold war between America and the Soviet Union, the Vision had complete and total control of the nuclear arsenals which could destroy the world. The Vision eventually abandoned his plan and deleted the influence of the alien technology, but the United States government revoked many of the benefits that had been awarded to the team. Their operatives abducted the Vision, erased his memory and disassembled him.

As this was transpiring, a temporarily insane Quicksilver convinced the National Security Council that the Avengers had turned traitors and both the Avengers and their West Coast counterparts were incarcerated in the high-security prison known as the Vault. The Avengers escaped shortly after and cleared their names.

Not long after that, a newly re-formed Masters of Evil took over Avengers Mansion, brutally attacked and almost killed Hercules and Jarvis and held Captain America and the Black Knight hostage. The Avengers, under the leadership of the Wasp, defeated the Masters of Evil, but the mansion lay in ruin. Together with the Fantastic Four, the team established a new headquarters off the Atlantic Coast called Hydrobase.

As always, the membership changed. New members came. Old members left. Dr Druid was invited to join the team. During this period, the Avengers were ordered to fight against Magneto and the X-Men by the United Nations. Also, shortly after joining the team, Dr. Druid was seduced and fell under the influence of the Terminatrix, a.k.a. Ravonna, the love of Immortus. She manipulated Druid into using his mental powers to make the other members of the team vote him into control. Once he was found out, the remaining Avengers dissolved the team.

But almost immediately after the disbanding of the group, Captain America reformed a new team. Loki, still enraged that his attempts to kill his brother had inadvertently created this team of human enemies, this time decided to strike at the Avengers. In a clever strategic twist, Loki manipulated various super criminals into attacking enemies that were not their own, thus forcing the Avengers to have to fight against opponents whose abilities were unfamiliar. Of course, Loki didn't destroy the Avengers, but in the ensuing battle the Hydrobase was sunk. And the Avengers moved back to their restored Mansion on 5th Avenue.

Throughout every new Avengers lineup, one rule remained consistent: Avengers never intentionally kill. They always find an alternative. Over the years, individual members may have disagreed with this rule. But they were always in the minority until a war broke out between the Skrull and the Shi'Ar alien races, yet another interstellar conflict which used Earth as a battlefield. In the midst of this war, a third race known as the Kree became involved.

During Galactic Storm, over half of the team demanded the death of the Supreme Intelligence, the leader of the Kree. Among other crimes, this super-computer had killed almost all of his people in a bid to cause his stagnant race's rebirth. Under the influence of Immortus, the Avengers set off a massive explosion in an attempt to destroy the Supreme Intelligence. And though they failed, at the time they thought they had succeeded. This led to great disillusionment in

Captain America, and a philosophical rift in the team.

The Avengers later found themselves in a bitter battle with an enemy known only as Proctor, who pitted alternate versions of the Avengers against them. In time, it was learned that Proctor himself was the Black Knight from an alternate world. It was also around this time that they crossed paths with Exodus and the Acolytes. When Luna, the daughter of Crystal and Quicksilver, was kidnapped by Fabian Cortez, the Avengers teamed up with the X-Men to defeat Exodus and the minions of Magneto.

Time passed. Lineups changed, and Avengers came and went. And then came the conflict known as the Destiny War. Certain of the Avengers were plucked out of time to help prevent Immortus from eliminating all of the time-lines in which humanity survives. In a surprising turn of events, they found themselves fighting alongside their former enemies Kang and the Supreme Intelligence, against Immortus, to save all of humanity.

But perhaps that isn't so surprising. The Avengers frequently have found themselves siding with former enemies or fighting against other Super Heroes. The machinations of Loki and Dormammu once set the Avengers against the Defenders. And the Avengers have both fought against and at the side of the X-Men. And Spider-Man. And the Hulk.

Of course, enemies make temporary allies at best. A few years after the Destiny War, Kang reverted to form and led a massive invasion of Earth, only to be beaten once again by the Avengers.

Shortly thereafter, Scorpio used a new Zodiac Key to separate the personalities of Order and Chaos from the In-Betweener, creating dimensional rifts into which were sucked all of the capital cities of earth. Even Dr. Doom allied himself with the Avengers to deal with this threat. But as soon as Scorpio was beaten and the world's capitals returned, Dr. Doom went back to his despotic ways.

After Kang's latest invasion and the incident of the Zodiac Key, the Avengers received a new mandate from the UN to serve as a special peacekeeping force against threats against humanity not instigated by a member nation. They even granted the Avengers special diplomatic status and declared the Avengers Mansion an embassy. In fact, the United Nations have given the Avengers so much more power and responsibility, that both Captain America and Iron Man have begun to fear that the new power they have could turn public opinion against them. And that they will become the targets of the very people they once were given the "right" to protect. Now that they're no longer beholden to the U.S. government, forces within that government have begun to distrust the Avengers.

So, time travel aside, what does the future hold for the Avengers?

They have defended the Earth from alien invasion and also been branded outlaws by the very people they have protected time and time again. They have faced the bitterest of betrayals. They have disbanded and come together again stronger than before. And they have been warned that their future is a dark one.

But no matter what the future may hold, no matter how many twists and turns the team may endure, one thing will always be true: Whenever there arises a threat that no single hero can face alone, on that day the Avengers will assemble. Always.

HEROES FOR THE WHOLE PLANET...AND BEYOND

The Avengers are unlike any other major team of Super Heroes. They're the only major team to have a charter. They're the only major team with a rotating chairbeing. Or disciplinary reviews. Or a U.S. government or UN charter.

From aliens to robots to gods, the Avengers are a team that includes a wide variety of life forms. They exist, to great degree, for one purpose—to prove that peace between all types, races and planets of sentient life is possible.

This is why they fight. This is why they assemble. They have fought alien races intent on invading Earth and yet they invite aliens to be members of the team. They have fought against evil artificial intelligences while allowing synthetic and robotic beings into their membership. They have invited former Super Criminals to join their ranks and kicked out members who acted in a manner not befitting an Avenger. They've even allowed a human teen to join them on missions.

It all begs the question as to why they would not have a stricter membership standard? Why invite almost anybody to be a part of the team? And why, if they are indeed Earth's

secret. Some Avengers, like Wasp and She-Hulk, have always been public about their identities.

In the aftermath of the most recent invasion of Earth by Kang the Conqueror, and the temporary disappearance of the major capital cities of the world, the nations of Earth have in return submitted themselves to the Avengers, asking Earth's mightiest heroes to take on the role of Earth's Protectors. The Mansion has been renamed Avengers Embassy and is considered sovereign territory. The Avengers are now acknowledged as an autonomous world power, and their diplomats are given the same privileges and responsibilities as those of any other country.

The Avengers have accepted this call. In their new role, they now do "officially" what they've always done out of their own sense of duty. They have always been ambassadors for what is best and most honorable in humanity. And now they have the diplomatic credentials to prove it.

IF YOU CAN'T BEAT 'EM, JOIN 'EM: VILLAINS TURNED HEROES

According to their press agents, the Avengers exist to face enemies which no one of them can face alone. Yet, in all



mightiest heroes, counting even gods and rulers among their membership, would they put themselves under the authority of a single government or even the United Nations?

The Avengers have submitted themselves to public scrutiny in order to earn a place in society that will not be threatened by mankind's mistrust. In fact, recently both Captain America and Iron Man have revealed their identities to the world in order to build trust with the people they have protected for so long in

honesty, their history does not suggest this. After all, the Vision faced Ultron one-on-one and destroyed him. As did Jocasta. The Black Panther took on the Grim Reaper alone and single-handedly saved the whole team. Thor. Captain America. Iron Man. They fight alone all the time.

Alone, each has faced disillusionment. Iron Man became an alcoholic and workaholic. Captain America lost himself and his relevancy in dreams of an era long past, where good and

bad were easier to distinguish. Thor could escape his loss of faith by returning to golden Asgard, where he was revered as a prince and the son of Odin.

But to become an Avenger is also to recognize that even as a hero, you are not alone. The Avengers really need each other to remember who they are. To remember that they don't walk alone. That they are indeed who they say they are. And to remind each other that by being who they are, they save lives.

Not only do they save lives, but they also change lives. And perhaps none more dramatically than the super villains they've fought who, as a result, have turned over new leaves and become Avengers themselves.

- The Thunderbolts were once the sworn enemies of the Avengers, the Masters of Evil. After Earth's Super Heroes all disappeared following the battle with Onslaught, the Masters of Evil pretended to become heroes and changed their name to the Thunderbolts. Surprisingly, they began to act like heroes, too. Not all of them were able to make the transition to hero, and some of them have since wavered in their determination, but by and large the Thunderbolts have become a force for good.
- Namor, the Sub-Mariner, Prince of Atlantis, once swore his vengeance on all of mankind. He has since become one in the regular rotation of Earth's mightiest heroes, having learned to embrace his human heritage as much as his Atlantean blood.
- Sersi, a member of an eternal race of humans that cares little for the affairs of mankind, seems like an unlikely candidate to become one of mankind's greatest protectors. But she went on to be one of the most powerful Avengers, and linked her soul to the human member of the Avengers known as the Black Knight.
- Black Widow was a spy for communist Russia until her experiences in the West convinced her to become a spy for America and a frequent member of the Avengers.
- Hawkeye was considered a villain when he first joined the team. One of the first criminals-turned-heroes on the Avengers, he has since helped form and lead the West Coast Avengers, and recently served as the leader of the Thunderbolts.
- Quicksilver was a member of the Brotherhood of Evil Mutants before becoming an Avenger. And while the son of Magneto certainly follows his own set of rules, he's been enough of a team player to also serve on the X-Men and X-Factor.
- Scarlet Witch was also a member of the Brotherhood of Evil Mutants before becoming an Avenger. She's been a member of either the Avengers or the West Coast Avengers ever since.
- The Sandman was an enemy of both Spider-Man and the Avengers when he realized his life wasn't going anywhere. In time he became an Avenger, and later a mercenary hero-for-hire.
- Wonder Man began his career as an ionic Super Being trying to exact revenge on Iron Man and Tony Stark. As an Avenger, he has died for his teammates many times since.
- Ant-Man, Scott Lang, only became a hero after he first stole the original Ant-Man's costume and abilities to try and save his daughter.
- Falcon started out as a criminal, fell under the mind control of the Red Skull, but broke free in time to save Captain America and become first his new partner, and eventually, a member of the Avengers. More importantly, this one-time local criminal is now a local hero and role model for the inhabitants of Harlem.
- The first Swordsman, Jacques Duquesne, was invited to become an Avenger, even after he'd once infiltrated the team as a double agent for the Mandarin. Swordsman utterly redeemed

himself as an Avenger, eventually giving birth along with his wife Mantis to the Celestial Messiah. The second villain to bear the name Swordsman was Phillip Jarvert, and he too ended up becoming an honorary member of the Avengers.

- Living Lightning, Miguel Santos, was one of Demonicus' Overlords until he betrayed Demonicus, at first helping and later joining the West Coast Avengers. -

HOW TO MAKE A MONSTER

The History of the Hulk

It would be easy to blame the Gamma Bomb. It would be easy to blame the monster on scientific progress and the military-industrial complex. It would be easy but it wouldn't be fair. What would be fair is to recognize that the gamma explosion that mutated Bruce Banner had very little to do with the anger and rage of the behemoth known as the Hulk.

The radiation drew out of him something that had always been there, inside Banner, something that had been scratching its way to the surface for years but had never seen the light of day. It was an anger born of out of his earliest days, that had been given scope by the most extraordinary of circumstances. An anger that began before Banner was even born.

It all began with his father, Brian Banner. Banner was an atomic physicist who worked for the United States government. He had always rationalized away his fear of radioactive contamination until the day he discovered that his wife was pregnant.

Banner was convinced that, as a result of his own exposure to radiation, his child would be born a mutant. So much so, that even when David Bruce Banner was born, a perfectly natural, normal child, Brian was convinced that it was only a matter of time before the boy's mutation would emerge.

When Bruce was born, Brian was so convinced his son was a "monster" that he tried to provoke the child's anger in abusive and cruel ways. Bruce retreated into himself out of fear, becoming a total introvert in spite of his father's paranoid attempts to draw something terrible and inhuman out of Bruce.

Brian Banner's increasing anger was not limited to his son alone. He often lashed out at Bruce's mother, abusing her both verbally and physically. Bruce prayed that one day he would be strong enough to protect his mother. He also prayed that the monster which chased him in his nightmares and destroyed everything Bruce cared about would never catch up with him.

As Bruce began to show signs of an emerging, brilliant yet abstract intellect, his father became more physically abusive towards him and his mother. And then Brian lost control and accidentally killed Bruce's mother.

Brian Banner was charged with manslaughter and Bruce went off to live with his mother's sister. He grew from a shy, timid, wounded child into a shy, timid, wounded man.

The only thing Bruce excelled in was science. Like his father.

But unlike his father, Bruce was fascinated by the subject of radiation research. He began to conceive and theorize the possibilities of using gamma radiation as something to heal diseases of various types. He theorized that a bomb of gamma radiation could be devised that would not harm the living, but only material objects like buildings, vehicles and weapons.

Bruce dropped out of medical school and instead earned advanced degrees in nuclear physics. He joined the United States Defense Department and was assigned to a missile base in New Mexico under the command of General Thaddeus "Thunderbolt" Ross.

Ross and Banner were polar opposites. Ross resented Banner's desire not to hurt others. He called him a weakling, dismissing him as inferior to all the other soldiers that served under his command. This was all Ross' daughter Betty needed to hear. She fell madly in love with Banner, much to General Ross' dismay.

At that time Bruce was assigned a research assistant who was secretly a Russian spy. This spy, whose real name was Igor Drenkov, was positioned on the base for two purposes—the theft of secrets...and sabotage. Drenkov became increasingly frustrated with Dr. Banner, whose quiet nature meant that he rarely shared his findings and calculations with anyone. Drenkov attempted to stall the testing of the bomb so he could steal the secrets to its design. When Banner's timid and humble nature continued to protect the design from prying eyes without even trying, Drenkov became convinced that the secrets of the bomb only existed within Banner's brain.

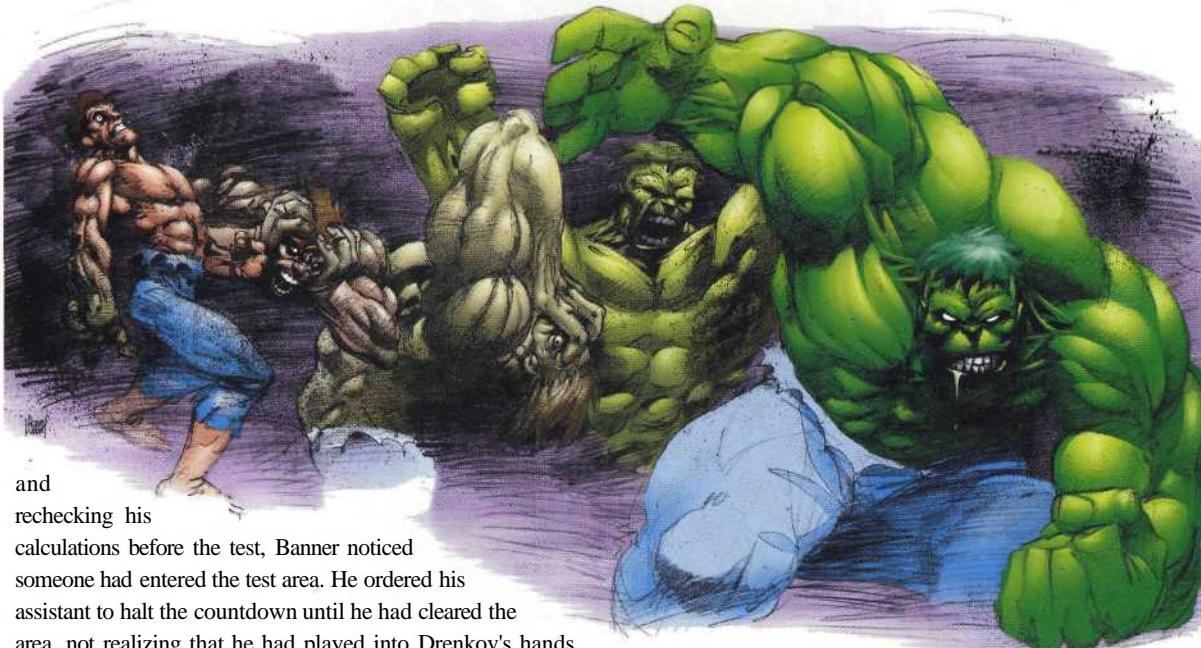
General Ross was angered by the delays and insisted, despite Drenkov's pleadings, that a countdown commence on the bomb's testing. Banner was stationed in a concrete command bunker to better witness the test. While checking

Though the Hulk was not even aware that he was really Bruce Banner, he returned to Banner's office to find Drenkov rifling through Banner's papers. The Hulk stopped the spy... and then, as the sun rose, the Hulk transformed back to Banner.

Although there was no way of knowing the degree to which his life would become a nightmare, Banner knew his life had changed forever. The Hulk was now a wanted monster. And all those Banner once called friends were now his enemies and would-be captors. Only Rick Jones knew the truth about Banner.

At first Banner changed into the Hulk only at sunset and reverted back to Banner at dawn. The Hulk's skin color also changed, from gray to green. Then, for a brief time, Banner was able to trigger his transformations using a gamma ray device, although this process had inconsistent, and frequently undesirable side-effects. But this didn't last, and it wasn't long before Bruce's transformation into the Hulk came in response to an increase in adrenaline in Banner's body. The more fearful, angry or excited Bruce became, the likelier the transformation into the Hulk.

Bruce reasoned that this lack of control was the explanation



and
rechecking his
calculations before the test, Banner noticed
someone had entered the test area. He ordered his
assistant to halt the countdown until he had cleared the
area, not realizing that he had played into Drenkov's hands.
By destroying Banner, Drenkov would succeed in sabotaging the
program; if Banner was killed in the bomb's explosion, the secret
of the bomb's design would be lost.

Banner raced out to the Gamma Bomb test site where a young teenager named Rick Jones, on a dare, had stopped his car to prove to his friends that he wasn't a coward. Banner was able to throw the boy into the safety of a trench just as the bomb went off. Banner's body was belted with Gamma Radiation when the bomb exploded, but miraculously, he did not die.

Rick Jones took the body of Banner to the base's hospital and the two of them were put into quarantine. As the sun set, Banner's body underwent a terrible metamorphosis. His body began to pulse with power. His bones began to extend. Muscles stretched and grew. Banner's skin grew gray and hard.

The Hulk was born.

Confused to awaken in a military hospital, the Hulk panicked. He ripped through the walls and escaped into the path of an oncoming jeep. The jeep was completely crushed in the impact. An alarm sounded and suddenly the entire base was hunting the Hulk.

for the Hulk's terrible anger, that and the fact that the powerful Hulk hated being chained to the puny Banner. In fact, the Hulk's personality, rather than whatever triggered his transformation, was probably the most volatile and variable aspect of the monster's being. At first, the Hulk held nothing but disdain for humanity, especially for those who carried guns and shouted and shamed with their authority. There was a little of Banner in the Hulk's personality, only a fragment still able to recognize that which was of value to Banner. (Banner might have wondered about the link between his personality as the Hulk and the abuse of his father, but the connection never occurred to him.)

Over time, the Hulk and Rick Jones became friends of a sort. Often it would be Rick Jones who would calm the Hulk, preventing him from wreaking the destruction of which the military often accused him in hopes of getting more funding. For a very short time, Rick Jones even seemed capable of controlling the Hulk's will outright, as if the Hulk were his puppet. But even this changed.

In spite of Rick's efforts, the Hulk was considered a menace. He was a gamma bomb given legs. The government created a new

department, headed by General Ross, to stop the Hulk. Ross had also continued to grow increasingly frustrated with Banner.

The Hulk's incredible strength and easily manipulated intellect made him a perfect target. A wide variety of Super Villains attempted to control the Hulk, from alien races with designs on Earth to the Prince of Atlantis, Namor, to the power-mad dictator known as Dr. Doom. With each new manipulation, General Ross' obsession with killing the Hulk grew.

Perhaps the most famous manipulation of the Hulk was by the Norse god Loki. Loki planned to kill his brother Thor by pitting him against the Hulk. But Loki's plan backfired, and the resulting gathering of heroes to face the "framed" Hulk was the first assemblage of the Avengers. The Hulk too, for a time, joined their ranks.

Eventually, it was discovered that Banner was in fact the Hulk. Now Banner was as much a wanted man as the Hulk. When Bruce was forced to flee, he lost access not only to the military labs he used for years to try to find a cure, but also to Betty Ross, the love of his life. On the run, he faced many enemies, from gamma ray monstrosities like the Abomination and the Leader to aliens and gods.

While Banner was on the run, noted psychologist and scientist Dr. Leonard Samson finally did what Banner never could. He figured out a way to cure the Hulk by siphoning off the monster's gamma radiation. His experiment's success was only temporary, though, and Banner grew to become the Hulk once again.

Samson became so intrigued scientifically that he decided to experiment on himself using the gamma radiation he'd siphoned out of the Hulk. He was transformed into a green-haired, muscle-bound he-man. But surprisingly, there was no anger. There was no alternate personality for him to be in conflict with.

Samson realized that Banner must be suffering from a multiple-personality disorder. He began to study Banner's past and learned about Bruce's abused and dysfunctional childhood. Samson theorized that the cure for the Hulk's rage would not come as a result of science, but of psychology and love. The Hulk's rage would be dealt with only by understanding where it came from. At least, this was the theory. He needed more evidence... or another test subject.

That subject came in the form of Jennifer Walters. Walters was a lawyer involved in a case she was bringing against the mob. She was also Banner's cousin. When she was shot by the mob, Banner had no choice but to give her a blood transfusion to save her life. Jennifer was transformed into the She-Hulk. But like Samson before her, even though she got bigger, stronger and greener, her personality did not change. She remained stable and intelligent, and continued her practice of law. She also went on to become an active member of both the Fantastic Four and the Avengers.

It began to look even more like it was Bruce's inner demons, not the gamma radiation, that gave rise to the monstrous rage of the Hulk.

The Hulk continued to change. In time, an even more savage Hulk took dominance. This feral Hulk couldn't even speak. He was insane. Not even a hint of Banner remained. There was nothing left but rage.

Samson intervened, using what he'd learned of Banner's multiple personality, and was able to physically separate Banner from the Hulk. Where once two personalities shared one body, now there were two bodies, each with their own personality.

This was an interesting time for Bruce. Banner, finally free of the Hulk, headed up a military program known as the Hulkbusters, whose purpose was to trap and incarcerate the Hulk. Also, after all this time, he was finally free to marry Betty, knowing that he would not turn into the Hulk again. He was cured.

Typically, for Banner, there would be no "happily ever after" for the young couple. Separated from the Hulk, Banner's health was failing, while the Hulk's rampages grew more violent. After figuring out that the only way to save Banner's life was to reunite him with the Hulk, the Avengers battled the Hulk and subdued him. Vision was then able to re-merge Banner and the Hulk into one being. The process was difficult, and Doc Samson joined the attempt to stabilize Banner. During this brief but tumultuous period, Hulk was gray again, and then, green. But this time, when the dust settled, it was Banner's personality that was dominant, even when he was in the form of the Hulk.

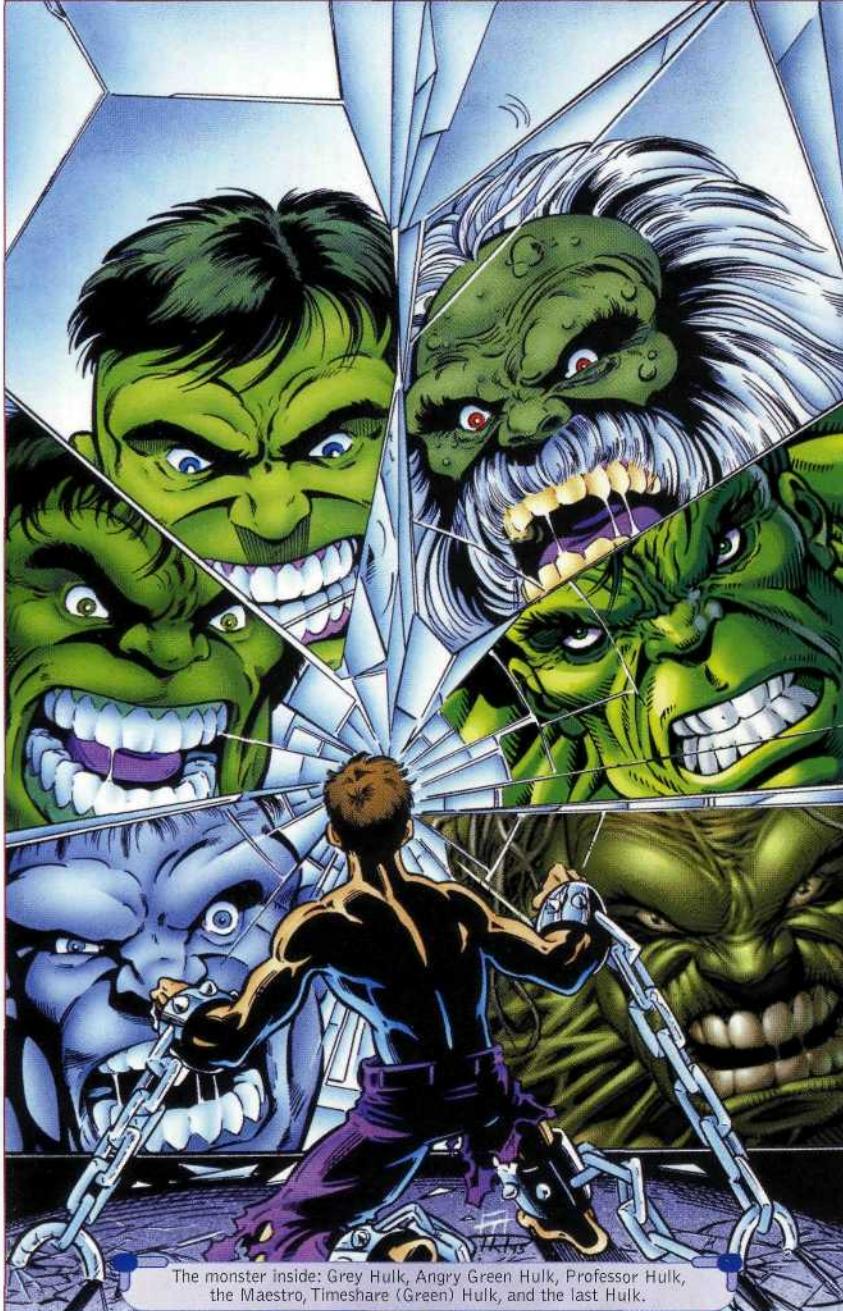
Now governed by Banner, this new Hulk had the strength of a monster but the mind of a hero. As a result of this new Hulk's actions, the President of the United States officially pardoned him (much to General Ross' frustration). Ross remained convinced that the destructive Hulk would return. Of course, Ross had other concerns. He did not want his daughter to be married to Banner, let alone the Hulk. Complicating the situation was the fact that Ross' military assistant, Major Talbot, was also in love with Betty.

But something even stranger began to happen. New personalities began to rise to the surface of the Hulk's being. The Hulk's personality, once childlike and two-dimensional in its thinking, became something new again. The Hulk's skin became gray instead of green. And his approach to life became anything but simple. For years he had been manipulated, but now he stepped into the role of manipulator, pitting government organizations like S.H.I.E.L.D. against General Ross and the army. He was seemingly killed in a battle with a gamma-irradiated enemy known as the Leader, only to resurface in Las Vegas as hired muscle under the name of Mr. Fixit.



Avengers Disassembled: The Hulk vs. Thor

Again, Samson intervened and was able to literally enter Bruce Banner's mind. There he faced personality after personality until he discovered the monster in Banner's mind, the same monster that chased Banner in his nightmares when he was a boy. The monster had been in shadow for a very long time but now, thanks to Samson, the monster was brought out into the light. The monster was Banner's father, Brian Banner. The man that killed Banner's mother. The man that taught a child to shrink in fear from anger and hatred at a time when he should have been learning to love life.



Banner also learned that the reason every personality the Hulk ever exhibited was still kind and considerate to Betty was because Banner always wanted the strength to save his mother. His prayers for strength as a child were granted, but too late to save his mother.

Now Banner was truly in charge of the Hulk. The Hulk's personality was his. He was fully integrated. During this "Professor Hulk" period, Banner joined a group of Super Heroes known as the Pantheon.

It was also around this time that Bruce was transported forward through time to a possible future in which he was the supreme ruler of what remained of the world. In this future, he was called the Maestro. The Maestro was insane, ruling despotically over a kingdom called Dystopia, made up of the remaining survivors of the aftermath of devastating wars which wiped out not only most of humanity but all of the Super Heroes as well. It didn't take Bruce long to understand that the Maestro was the most monstrous Hulk of all. Realizing what needed to be done and that he was the only one who could do it, Bruce killed the Maestro, transporting him back in time, ironically to be destroyed by the very gamma blast that created him. The Professor then returned home to his own era.

Bruce continued to change, thanks to the help of Doc Samson. Now, in addition to being able to control the Hulk, he could manifest the different versions of his personality at need.

But there was more bad news on the horizon for Bruce.

Betty Banner was diagnosed with a form of radiation poisoning. It was theorized that the cause was the gamma radiation she had absorbed from her time with Bruce Banner. In reality, Betty had been poisoned—by the Abomination. The Hulk struggled to save Betty's life, but he failed.

Betty died.

When Bruce was a child he didn't have the strength to save his mother. Now, as an adult, with all his strength and scientific prowess at his command, he couldn't save his wife.

And now he was alone.

Bruce retreated from the world. He began meditating and practicing yoga in an attempt to gain control over his anger and the monster within. He also retreated from society, once again wandering into the less populated parts of the country. While he may not have found peace, he has found a measure of understanding. The monster is part of him, and it's a part that he can control, that he can use. Most of the time. On at least one occasion, Bruce was able to use the strength of the Hulk

within the body of Banner.

There are those who still want to manipulate him. They plot and scheme to steal his essence so they can create their own monsters. Some work for the government. Some work for the men who thrive in the shadows. And some work for themselves.

Bruce may not know who they are, but he knows they are out there and that he can never let them succeed. This time, finally, he's ready for them.

HULK VARIANT STATISTICS

	1	2	3	4	5	6	7	8	9	10
NAME	SUNSET HULK Issues 1-3 Grey (or Green)	GAMMA RAY GREEN HULK Issues 4-6 + Avengers	ANGRY GREEN HULK	CHANGE AT WILL HULK	FERAL GREEN HULK	GREY HULK (Joe Fixit)	PROFESSOR HULK	TIMESHARE HULK (BB/Angry Green/Grey/Prof.)	CURRENT HULK	MAESTRO
Height:	5'9"/7'0"	5'9"/7'0"	5'9"/7'0"	5'9"/7'0"	5'9"/7'0"	5'9"/6'6"	7'0"	5'9"/7'0"/6'6"/7'0"	5'9"/7'0"	7'0"
Weight:	128 lbs./1040 lbs.	128 lbs./1040 lbs.	128 lbs./1040 lbs.	128 lbs./1040 lbs.	128 lbs./1040 lbs.	128 lbs./900 lbs.	1040 lbs.	128 lbs./1040 lbs./ 900 lbs./1040 lbs.	128 lbs./1040 lbs.	1040 lbs.
Eye Color:	Brown/Gray (or Green)	Brown/Green	Brown/Green	Brown/Green	Brown/Green	Brown/Gray	Green	Brown/Green/ Gray/Green	Brown/Green	Green
Hair Color:	Brown/Gray (or Green)	Brown/Green	Brown/Green	Brown/Green	Brown/Green	Brown/Black	Green	Brown/Green/ Black/Green	Brown/Green	White
ABILITIES										
Intelligence:	7/1	7/3	7/1	7/7	7/1	7/4	7	7/1/3/7	7/5	7
Strength:	1/10*	1/10*	1/10*	1/10*	1/10*	1/9*	10*	1/10*/9*/10*	7/10*	11*
Agility:	1/1	1/1	1/1	1/1	1/1	1/1	1	1/1/1/1	1/1	1
Speed:	1/4	1/4	1/4	1/4	1/4	1/4	4	1/4/4/4	2/4	4
Durability:	1/7	1/7	1/7	1/7	1/7	1/7	7	1/7/7/7	5/7	7
Health:	1/7	1/7	1/7	1/7	1/7	1/7	7	1/7/7/7	6/7	7
Energy:	3/21	3/21	3/21	3/21	3/21	3/21	21	3/21/21/21	18/21	21
ACTIONS										
Close Combat: (Strength Bonus or Weapon Modifier)	1/3	1/3	1/3	1/3	1/3	1/4	5	1/4/4/5	3/5	10
Ranged Combat: (Weapon Modifier)	0/0	0/0	0/0	0/0	0/0	0/0	2	0/0/0/2	0/2	2
Technology: (Intelligence Bonus)	6/0	6/3	6/0	6/6	6/0	6/4	6	6/0/4/6	7/4	7
Inventing: (Intelligence Bonus)	2/0	2/1	2/0	2/2	2/0	2/0	2	2/0/0/2	2/1	2
Healing, Medical:	5/0	5/0	5/0	5/5	5/0	5/0	5	5/0/0/5	5/5	5
Leadership:	0/0	0/0	0/0	0/0	0/0	0/0	1	0/0/0/1	1/1	4
Social Skills: -- Scientific Circles (BB) -- Homeless (BB/H)	3/0	3/2	3/1	3/0	3/0	3/2	3	3/0/2/3	4/1	6
						Addl. Specialty: -- Intimidation (H)				Addl. Specialties: -- Coercion -- Decadence -- Despotism

	1	2	3	4	5	6	7	8	9	10
NAME	SUNSET HULK Issues 1-3 Grey (or Green)	GAMMA RAY GREEN HULK Issues 4-6 + Avengers	ANGRY GREEN HULK	CHANGE AT WILL HULK	FERAL GREEN HULK	GREY HULK (Joe Fixit)	PROFESSOR HULK	TIMESHARE HULK (BB/Angry Green/Grey/Prof.)	CURRENT HULK	MAESTRO
MODIFIERS										
Appearance:	Human or giant gray monster	Human or giant green monster	Human or giant green monster	Human or giant green monster	Separated human and giant green monster	Human or giant gray monster	Giant green monster	Human or giant green or gray monster	Human or giant green monster	Giant green monster
Toughness: Nullifies AP, No 2x Dmg. from Firearms or Projectiles	(0/+8)	(0/+8)	(0/+8)	(0/+8)	(0/+8)	(0/+8)	(+8)	(0/+8/+8/+8)	(+4/+8)	(+8)
Healing Factor:	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Accelerated Healing Factor	Enhanced Healing Factor	Accelerated Healing Factor
Team Affiliation:	None	Avengers	Avengers	Defenders	Hulkbusters/None	None	Pantheon	None	None	None
Wealth:	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Transform Self: Gamma Ray	Becomes Hulk when the sun sets and reverts to Banner at sunrise	Uses Gamma-Ray Device to transform (see equipment)	Power out of control, triggered by adrenaline	Transforms at will	N/A: Hulk is physically separated from Bruce Banner and they exist separately	Sunset/Sunrise (For a time under magic spell and did not transform from Hulk)	N/A	Power out of control, triggered by adrenaline. Will become whatever Hulk the GM deems appropriate. Banner has ALS and can only remain in human form for a limited time	Power out of control, triggered by adrenaline, but may also transform at will	Does not Transform: (+2) Situational Modifier if fighting any of his former selves
Vision, Enhanced: Ghosts, Astral Forms (as Hulk only)	same	same	This is the same Hulk as in the Game Guide; he should have Enhanced Vision	same	same	same	same	same	same	same
Mental Defense:	(0/0)	(0/0)	(0/0)	(0/0)	(0/0)	(0/0)	(0)	(0/0/0/0)	(0/0)	Insanity Mental Defense: (+4)
*Strength increases to a maximum of 18; decrease is all at once when he stops	1 stone per 3 Panels	1 stone per 3 Panels	1 stone per 3 Panels	1 stone per 4 Panels	1 stone per 3 Panels	1 stone per 4 Panels	1 stone per 3 Panels	Depends on which Hulk	1 stone per 3 Panels	1 stone per 3 Panels
EQUIPMENT	Secret Lab	Secret Lab Gamma Ray machine, allows him to transform when used, but with increasingly undesirable results	None	None	None	None	Laboratory Facilities	None	None	Anti-Hulk Gun: (+10), AP: Nullifies the Hulk's Toughness, 2x Dmg. (made by Forge) Minions at need

Note: The Movie Hulk is around 15' tall and weighs around 1500 lbs.

ABSORBING MAN



ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)

- Streetfighting
- Ball and Chain
- Hand-to-Hand

MODIFIERS**Human**, his powers are an enchantment by Loki**Transform Self by Touch**, also absorbs Magical Properties**EQUIPMENT****Ball and Chain: (+4)**

Transforms with him if he's touching it

DESCRIPTION

Before the Norse Trickster god, Loki, gave him a drink made from Asgardian herbs, Carl "Crusher" Creel was merely a brutal convict. But that mystical potion transformed Creel, allowing him to change into any substance he comes in contact with. Now, this petty ex-con's enemies include Thor, the Avengers, Spider-Man, the Hulk and others. He has seemingly been killed or destroyed many times. He has become a giant shard of glass that was shattered and has turned into water, only to get lost in the ocean. Each time, however, his body has eventually been reassembled from its various pieces. His mind, however, has never fully recovered, and he's gradually descended into madness.

Creel has the supernatural ability to duplicate at will the physical or magical properties of anything he touches or which touches him. This ability includes both animate and inanimate objects, as Creel can absorb everything from the properties of a block of wood to the hardness of steel to the gamma-radiated essence of the Hulk.

Creel's biggest handicap is his mind. Even before becoming the Absorbing Man, Creel was not very intelligent, nor was he capable of much abstract reasoning. He is fearful of strangers and authority. He is constantly being used as a pawn by people who are more powerful, more devious, and more evil than he is. His involvement with Asgard and other mystical entities has led to a growing distrust of reality—after all, when you're dealing with gods who can change the very nature of reality around you, you can't even really trust what you see with your own eyes. Coupled with his increasing paranoia, this mental instability makes Creel more dangerous than ever. His love for the Super Villain, Titania, is the only hope he has ever had for a sane place in his life, and even that hasn't really provided much stability or safety.

Crusher Creel

Height: 6'4"

Weight: 365 lbs.
Eye Color: Blue
Hair Color: None
Species: Human**ABILITIES**Intelligence: 1
Strength: 3
Agility: 2
Speed: 2
Durability: 4

4

12

Ranged Combat: 2

(Weapon Modifier)

Leadership: 1**Social Skills: 1**
— Professional Criminal**Reconstitute Self****Team Affiliation: Masters of Evil****Wealth: (-1)****Prison Workpants:**

Transform with him if he's wearing them

Scott Lang

Height: 6'0"

Weight: 190 lbs.
Eye Color: Blue
Hair Color: Reddish-Blond
Species: Mutagenic**ABILITIES**Intelligence: 4
Strength: 2
Agility: 2
Speed: 2
Durability: 3

3

9

ACTIONS**Close Combat: 4**

(Intelligence Bonus or Weapon Modifier)

- Avengers Training

Ranged Combat: 2

(Weapon Modifier)

Computers: 6

(Intelligence Bonus)

- Electronics
- Cybernetical/Ants

MODIFIERS**Team Affiliation: Avengers****EQUIPMENT****Avengers Communicard****Costume of Unstable Molecules: Defense (+1)**

Shrinks with him. Contains belt cartridges* of Pym particles enabling him to use his Shrink Action

Amplifiers* (so normal size people can hear him when small)

ANT-MAN

**Technology: 4**

(Intelligence Bonus)

Shrink: 10

- Must use Pym Particles (see Costume)
- Affects others if touching

Social Skills: 3

- Avengers Protocol
- Scientific Community
- Ant Colony Culture

Wealth: (2)**Glove Stingers*: (+3)****Cybernetic Helmet***: permitting rudimentary Telepathic Communication, (+1) with ants**Flying Ants**: Can mount and ride a flying ant, Flight: 3, if insect size*** Note**: Equipment designed by Hank Pym**DESCRIPTION**

Scott Edward Harris Lang was an electronics expert who could not support his family doing repair work alone, so he turned his attention to burglary. But he wasn't very talented and he got caught. After his parole, he went to work for Stark Industries. When his daughter, Cassie, was diagnosed with a congenital heart condition, Lang sought the help of the only surgeon in the world that could help his daughter, Dr. Erica Sondheim. Unfortunately, the doctor was being held prisoner at Cross Technological Industries. Desperate to save his daughter, Lang broke into the home of Dr. Henry Pym and stole Pym's Ant-Man suit and Pym particles. Lang used the suit and particles to rescue the doctor and thereby save his daughter's life. Henry Pym witnessed the entire battle. Instead of turning Lang in to the police, Pym allowed Lang to keep the Ant-Man costume and become an adventurer. As the new Ant-Man, Lang was frequently an ally of Iron Man and of the Avengers, and recently joined the team himself.

Ant-Man possesses the power to reduce himself to the size of an ant nearly a half inch in height by means of a rare group of subatomic particles discovered by Henry Pym, the original Ant-Man. When shrunk, Lang retains all the human strength, stamina and ability of a normal man at normal size.

Lang's past failures and subsequent regrets have given him a conviction to do good and an unwillingness to fail again. Scott's role as father has become even more important to him than his role as an Avenger, and recently the two roles have come into conflict.



BARON ZEMO

ACTIONS

Close Combat: 4

(Intelligence Bonus or Weapon Modifier)

— Hand-to-Hand
— Swords**Ranged Combat: 5**

(Weapon Modifier)

— Handguns

Leadership: 4**MODIFIERS****Human Appearance**, face is severely disfigured, appears like melted wax. (His father's mask, by the way, was indelibly glued to his face)**EQUIPMENT****Costume, Body Armor:** Defense (+1)**Luger Handgun:** (+2)**Spray Gun of Adhesive X**
(Difficulty: 9 Strength to break, dries instantly, Range = 1)**DESCRIPTION**

The first Super Villain to bear the name Baron Zemo, Heinrich was one of the most brilliant and depraved scientists in Nazi Germany. During WWII, Zemo invented weapons like the notorious "Death Ray" and the unbreakable "Adhesive X." During an attack on Zemo's fortress, Adhesive X spilled on Zemo's mask, sealing it to his face. Zemo was later responsible for the plot which resulted in the freezing of Captain America and the death of his partner, Bucky Barnes. Many years later, Baron Zemo found out that Captain America was still alive. So he recruited the Masters of Evil in hopes of finally killing his archenemy. Instead, Baron Zemo himself was killed in the ensuing battle. His son, Helmut, his own face scarred in battle with Captain America and Falcon, became the thirteenth Baron Zemo and followed in his father's footsteps for many years. Surprisingly, when the world's heroes disappeared, Zemo became a member of the super-villain-turned-super-hero group known as the Thunderbolts. Not so surprisingly, he was actually plotting to take over the world.

Baron Zemo has the strength and stamina of a normal man. But his access to his father's powerful weapons and inventions make him a formidable opponent.

The first Baron Zemo was a twisted, hateful genius, motivated by the desire to invent as much as to destroy. His son was not as intelligent as his father, but then again, his hate was not as intense, either. Perhaps that is the reason Helmut has been able to choose a different path than his father Heinrich ever could.

Helmut Zemo

Height: 5'10"
Weight: 183 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Human

ABILITIES

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

(3) (9)

General Knowledge: 5

(Intelligence Bonus)

— Chemistry

— Engineering

Technology: 5

(Intelligence Bonus)

Vehicles: 4**Social Skills: 4**

— Mercenary Culture

— Politics

Targeting: (+1)**Team Affiliation:** Masters of Evil, Thunderbolts**Wealth: (8)****Headband of Mental Defense: (+8)**

Circuitry designed to disrupt Psionic Manipulation

Jet Hovercraft**Rifles**, at need (customize at will)**DESCRIPTION**

The first Super Villain to bear the name Baron Zemo, Heinrich was one of the most brilliant and depraved scientists in Nazi Germany. During WWII, Zemo invented weapons like the notorious "Death Ray" and the unbreakable "Adhesive X." During an attack on Zemo's fortress, Adhesive X spilled on Zemo's mask, sealing it to his face. Zemo was later responsible for the plot which resulted in the freezing of Captain America and the death of his partner, Bucky Barnes. Many years later, Baron Zemo found out that Captain America was still alive. So he recruited the Masters of Evil in hopes of finally killing his archenemy. Instead, Baron Zemo himself was killed in the ensuing battle. His son, Helmut, his own face scarred in battle with Captain America and Falcon, became the thirteenth Baron Zemo and followed in his father's footsteps for many years. Surprisingly, when the world's heroes disappeared, Zemo became a member of the super-villain-turned-super-hero group known as the Thunderbolts. Not so surprisingly, he was actually plotting to take over the world.

Baron Zemo has the strength and stamina of a normal man. But his access to his father's powerful weapons and inventions make him a formidable opponent.

The first Baron Zemo was a twisted, hateful genius, motivated by the desire to invent as much as to destroy. His son was not as intelligent as his father, but then again, his hate was not as intense, either. Perhaps that is the reason Helmut has been able to choose a different path than his father Heinrich ever could.

Dane Whitman

Height: 6'0"
Weight: 190 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

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

(3) (9)

ACTIONS**Close Combat: 6**

(Strength Bonus or Weapon Modifier)

— Swordfighting
— Hand-to-Hand
— Fighting from Horseback
— Captain America Training**Ranged Combat: 2**

(Weapon Modifier)

Horsemanship: 6**MODIFIERS****Sense Magic: 3**
(Enhanced senses)**EQUIPMENT****Valinor**, Flight speed 3**Aragorn**, Flight speed 3**Atomic Steed**: Modified by Black Knight. Speed = 6, can carry armored knight plus 450 pounds**Sword of Light: (+5)**

Nearly unbreakable, the sword can fire energy beams from power absorbed by the Shield of Night

DESCRIPTION

Dane Whitman was a scientist until the day his dying uncle, Nathan Garrett, called him to his side. Garrett had been a costumed criminal, the Black Knight. He made Dane swear to use Garrett's weapons in the service of good and to atone for Garrett's crimes. And so Dane Whitman became the latest in a long line of Black Knights stretching all the way back to Sir Percy of Scandia, the Black Knight of King Arthur's court. Whitman soon became a cornerstone member of the Avengers, as well as an ally to the mysterious Doctor Strange.

Besides being an expert horseman, Dane Whitman is a trained combatant and an amazing swordsman. Once he fought with the cursed "Ebony Sword" that was forged by the sorcerer Merlin. Today, though, he uses a laser sword of his own design called the Sword of Light. He is a human in peak physical condition and training. The Black Knight has had many winged mounts, from Aragorn to Valinor to the current atomic steed he now flies.

Dane Whitman's life and career is probably more legendary than the knight whose name he adopted. He's traveled hundreds of years back in time and fought in the Crusades alongside Richard the Lionhearted. He's been turned to stone. He's been soul-sealed to Sersi, an Eternal. Through it all, he's managed to keep true to his original vow: To balance his ancestor's life of crime with the life and actions of a hero...and an Avenger.

BLACK KNIGHT



BLACK PANTHER



T'Challa

Height: 6'0"
Weight: 185 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

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

4**12**

ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)

— Hand-to-Hand

Ranged Combat: 5

(Weapon Modifier)

Acrobatics: 6**General Knowledge: 5**

(Intelligence Bonus)

— Physics

— Degree from Oxford

Technology: 7

(Intelligence Bonus)

MODIFIERS**Animal Senses: (3)**

Panther

EQUIPMENT**Sacred Costume of the Wakandan Panther Cult:**

Micro-weave Vibranium fabric, Defense: (+2) Bulletproof

Image Inducer**Avengers Communicard****DESCRIPTION**

T'Challa is the King of Wakanda. His father, King T'Chaka, was slain by ivory hunter and adventurer, Ulysses Klaw, who set out to rob the African nation of their greatest natural resource, Vibranium. T'Challa avenged his father's death. Later, he was sent from Wakanda to study the great minds of the world. When he returned, he passed the ceremonial tests of combat and ate of the secret herbs that grew around the Vibranium mines of Wakanda. He donned the sacred garb of the panther and became King and protector of his nation. Since that time T'Challa has led Wakanda to become one of the wealthiest and most technologically advanced nations on Earth. He has fought alongside the Fantastic Four and Captain America, and has frequently served as an Avenger.

T'Challa is a near-perfect specimen of humanity. Some say his instincts and strength are superhuman. Others say that's merely a Wakanda legend. The Black Panther has been trained in various secret forms of combat and has fought criminals whose power was ten times his own. His vibranium-enhanced costume is a prime example of advanced Wakandan technology.

As both King and Avenger, T'Challa has had to weigh the needs of the planet against the needs of his people. It was his knowledge of the world that in turn led to the world's widespread knowledge of Wakanda. As a result, he blames himself every time Wakanda is attacked by someone wanting to exploit it and its people.

CAPTAIN MARVEL



Genis-Vell

Height: 6'2"
Weight: 195 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Alien

ABILITIES

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

5**15**

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

— Hand-to-Hand

Ranged Combat: 4

(Weapon Modifier)

MODIFIERS**Kree-Titanian, Human appearance****Toughness: (+4)*****Energy Defense: (+5)*****Reflexive Dodge: (+1)****Self-Contained Life Form*****EQUIPMENT****Avengers Communicard****Energy Gun: (+6)**

*** Nega-Bands:** Mental connection with Rick Jones. Allows Rick to switch places with Captain Marvel. Improves Strength, Durability, Toughness, Energy.

Solar Bolts: 9*

x2 Damage or Area Attack

Flight: 10 (Interstellar)***Technology: 5**

(Intelligence Bonus)

Social Skills: 1

— Galactic Cultures

Cosmic Awareness:

Perceive object, individuals, and other threats to the cosmos even if cloaked by Invisibility or Illusion, throughout the universe

Team Affiliation: Avengers**Wealth: (N/A)**

Defense, enables Flight, Solar Bolts, Self-Contained Life Form

Note: He wears Nega-Bands that allow Rick Jones to switch places with him, sending one of them into the Negative Zone. They can also perceive what the other is seeing. A GM can allow one player to play both heroes or play one of them himself.

DESCRIPTION

There was once a Kree warrior named Mar-Vell. While many Kree thought of him as a traitor, the people of Earth thought he was a great hero. After surviving many battles, Captain Marvel succumbed to a cancer-like disease. But his lover, who refused to let him go, cloned a replica of him on Titan. Filled with false memories, Genis-Vell emerged as an 18-year old into a universe he was unprepared to deal with. Upon discovering his true lineage, he donned Kree Nega-Bands like his father. He set out to carry on Mar-Vell's legacy, only to find that being a cosmic protector is easier said than done. Later, during the Destiny War, Genis was forced to merge with Rick Jones in order to save the human's life, which triggered Genis' Cosmic Awareness and re-established the link with Jones which his father had shared.

Captain Marvel's Cosmic Awareness allows him to perceive objects, individuals and cosmic threats cloaked by invisibility or illusion throughout the universe. The Nega-Bands give Genis many of his super powers, including the ability to absorb cosmic energy and convert it into increased strength, and to allow Genis and Rick Jones to switch places with each other between this dimension and the Negative Zone.

Since he awoke fully aged in Titan, Genis has been a being of immeasurable power in search of his own identity. Is he merely a copy of Mar-Vell, with no possible hope of an identity of his own? Only time, and his own actions, will tell.

COLLECTOR



ACTIONS

Mastery of Cosmic Energy: 8

- Manipulation of Cosmic Energy, unlimited object creation
- Manipulate Mass
- Increase Strength, Agility, Speed
- Shape Shifting
- Cosmic Blast, 2x Damage
- Accumulate Energy
- Increase Actions he has already to Action #

Vehicles: 10

MODIFIERS

Elder of the Universe, can appear human. In his true form the Collector's head has short tentacle-like appendages; he often appears as an elderly, frail human

Telepathic Link, with all the Elders

Precognitive Flashes
(requires meditation)

EQUIPMENT

Armored Battlesuit of Etherion metal: Defense (+4), Flight: 7, +4 to Strength

Temporal Assimilator: (+10), Unlimited time travel, "grab" items from other times

Hyperspace Starship (See Appendix B, Vehicles, P. 88)

Giant Robots: Like Sentinels, but no mutant-detecting powers

Magic Beans: Grow warriors [Str: 3, Int: 1, Agi: 2, Spd: 2, Dur: 3, Close Combat: 3, Ranged Combat: 4, Sword, Bow or Gun: (+2)]

Cosmic Viewer: Monitor events on other worlds

Taneleer Tivan

Height: 6'2"
Weight: 450 lbs.
Eye Color: White
Hair Color: White
Species: Alien

ABILITIES

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

(6) 18

Ranged Combat: 1

(Weapon Modifier)

Close Combat: 2

(Strength Bonus or Weapon Modifier)
— Self-Defense

General Knowledge: 10

(Intelligence Bonus)
— Almost every known subject

Technology: 10

(Intelligence Bonus)

Social Skills: 4

— Galactic Cultures

Immortality

Toughness: (+1)

Healing Factor

Reconstitute Self (unless particles scattered)

Team Affiliation: Elders of the Universe

Wealth: (10+) almost unlimited

His Collection: Ten worlds filled with zoos of alien beasts he can unleash on his foes

4-Headed Jinn: [Str: 5, Int: 5, Agi: 3, Spd: 4, Dur: 5, Flight: 4, Close Combat: 4, Force Blast: 5 (2x Damage), Mastery of Magic: 4]

Stun & Stasis Beam

Weapons: (+5) (Attacks vs. Durability to stun or "freeze" 1 Panel per stone of "damage")

Obedience Potion: 6

(as Telepathy, Project Thoughts/Control Others)

Translation Device, used to communicate; resembles a flute

Almost any other object or weapon needed

DESCRIPTION

No one knows where the Collector comes from. His origins are older than the oldest civilization in the universe. He is considered one of the mysterious beings known only as the Elders. He is an immortal. But fearing that with immortality would also come apathy and despair, the Collector chose to devote his life to an unending task: the cataloging and preserving of all forms of life and culture in the universe. He built himself a large spacecraft and traveled from world to world, collecting representatives and inventions from each world he passed. On uninhabited worlds, he created vast museums/zoo.

As an Elder of the Universe, the Collector's physical body is immune to cellular degeneration. While some Elders devoted themselves to increasing their abilities, he has used his powers to complete his collection—whether his subjects are willing or not.

CRYSTAL



Crystalia Maximoff

Height: 5'6"
Weight: 126 lbs.
Eye Color: Green
Hair Color: Red
Species: Alien

ABILITIES

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

(3) 9

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)

— Self-Defense
— Trained by Thing
— Trained by Karnak

Vehicles: 4

Healing, Medical: 1

Social Skills: 4

— Inhuman Royalty
— Parenting

MODIFIERS

Inhuman, Human appearance

Team Affiliation: Avengers

Wealth: (3)

EQUIPMENT

Costume: Defense (+1), not damaged by heat, cold and flame

Avengers Communicard

Lockjaw: Huge dog, very loyal to Crystal; Int: 1, Str: 5, Ag: 3, Spd: 2, Dur: 5, Teleportation: 10 (can take 1 ton within 14 feet of him, interstellar, interdimensional), Hunting/Tracking: 10 (even across interdimensional space), Close Combat: 2, Toughness: (+2), Animal Senses: (5), Jaws: (+5)

DESCRIPTION

Crystalia Amaquelin Maximoff is a member of the Inhuman royal family, the younger sister of Queen Medusa, the wife of King Black Bolt. When Crystal was still young, she left the Inhuman city of Attilan in search of her sister. This search led her to the Fantastic Four, where she grew to love Johnny Storm, the Human Torch. She operated as a substitute member of the team until she began to feel sick. She returned to Attilan where she met and fell in love with the son of Magneto, Quicksilver. They married and later gave birth to Luna, the first "mixed" child in Inhuman history. Ironically, the child was neither mutant nor Inhuman, but human.

Crystal can manipulate the four basic elements of nature—fire, water, earth and air. As a result, both creation and destruction are within her grasp, although her effects are limited both by distance and duration. Her power is based on concentration, and as a result, any sort of confusion can limit her abilities and she grows extremely weak after about an hour of sustained use.

Which of course is a problem, since Crystal is often confused by her abilities, her emotions and her relationships. She always regretted leaving Johnny Storm and marrying Quicksilver so quickly. Their marriage has been rocky most of the time, and she even left him for a while to try to find "peace" as a member of the Avengers. Instead, she found her affections torn between Quicksilver and the Black Knight—not necessarily the best place to be for someone who needs to be calm before she can create a storm.



DOC SAMSON

ACTIONS

Close Combat: 1

(Strength Bonus or Weapon Modifier)
— Self-Defense

Healing, Medical: 5**Black Ops: 2**

— Covert Ops

Psychiatry: 5**MODIFIERS**

Mutagenic, Human appearance, long green hair

Toughness: (+7) Nullifies Armor Penetrating, No 2x Damage

EQUIPMENT

Scientific equipment, at need

DESCRIPTION

Psychiatrist Dr. Leonard Samson had a plan to cure Bruce Banner of the gamma radiation which transformed him into the behemoth known as the Hulk. His notion was to siphon the Hulk's power, collecting the gamma radiation and containing it. The operation, while successful, was a temporary cure at best. But Samson's curiosity got the better of him and he experimented with the collected gamma radiation upon himself. As a result, his hair turned green, his muscles expanded and his strength increased to nearly that of the Hulk himself, although Samson retained his intellect. After this, "Doc" Samson dedicated himself to the cause of helping the Hulk. He even allied himself with the military, joining the Hulkbusters in hopes of discovering an alternative route to killing the Hulk. Over time, Doc Samson has been able to isolate the various aspects of Banner's personality. In the process, he's become more than just a psychiatrist to Banner—he's become a friend and an ally.

Like the Hulk, Samson has super strength, as well as superhuman endurance and leaping ability. Having super powers has undoubtedly helped him understand the problems that come with them. In fact, Samson has become something of a specialist in treating Super Heroes, and has treated many others besides Banner.

Samson's dedication to the Hulk goes far beyond scientific curiosity or even a thirst for knowledge and understanding. His concern is based on his growing friendship with Banner and a deep concern for the health of his patients. Doc Samson is intuitive, and the more he gets into the mind of Banner, the more he shares in Banner's struggles. It may not be the safest doctor-patient relationship in the world, but it is certainly one of the most challenging and rewarding.

Dr. Leonard Samson

Height: **6'6"**
Weight: **380 lbs.**
Eye Color: **Blue**
Hair Color: **Green**
Species: **Mutagenic**

ABILITIES

Intelligence: **4**
Strength: **9**
Agility: **2**
Speed: **3**
Durability: **6**

(6) 18**Inventing: 5**

— Medical devices only
— Medical Healing substituted for Technology requirement

Social Skills: 4

— Scientific Community
— Medical Community
— Psychiatric Community
— Government Bureaucracy

Accelerated Healing Factor**Team Affiliation:**
Hulkbusters**Wealth: (4)**

ENCHANTRESS

Amora

Height: **6'3"**
Weight: **450 lbs.**
Eye Color: **Green**
Hair Color: **Blonde**
Species: **Asgardian**

ABILITIES

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

(5) 15**ACTIONS****Close Combat: 1**

(Agility Bonus or Weapon Modifier)
— Self-Defense

Mastery of Magic: 5

— Accumulate Energy
— Preparation

Magic Travel: 9**General Knowledge: 5**

— The History of Black Magic
— Asgardian Lore
— Asgardian Mystic Arts
— Asgardian Magical Secrets

MODIFIERS**Toughness: (+3)****Immortality****EQUIPMENT**

On occasion she uses various mystical artifacts, potions, and powerful objects (GM discretion)

DESCRIPTION

Born of unknown parentage in Asgard, Amora ran away from home while she was very young and apprenticed herself to Karnilla, one of Asgard's most powerful sorceresses. She studied the dark arts until her recklessness and desire for power led Karnilla to expel her. Amora used her beauty to seduce any wizard she could, growing in knowledge and power with each new dalliance. One day, she saw Thor and everything changed. She dedicated herself to winning his love and ruling by his side. Strangely, the path she chose was to jealously destroy those things already in his heart—like the people of Earth, or any woman he loved. To this end, she's allied herself with Loki, the Executioner, the Mandarin, Arkon, Baron Zemo and the Masters of Evil. She's been exiled from Asgard, but she's also come to its aid in times of need. As a result of good behavior and an apparent change of heart, Amora is back in Asgard, her exile lifted.

Amora is one of the most powerful Asgardian sorcerers and one of the most beautiful women to have ever lived. She can control men with a single kiss. Like all Asgardians, she has supernatural strength, speed and resistance to injury.

The Enchantress enjoys the power she has over men. But there's only one man she wants. After years of failure, she's decided to try a new strategy: winning Thor's affections through actions that might mark her as an ally. True to his character, Thor's heart has begun to respond. And Thor's affections have begun to change Amora, too. Perhaps you can teach an old immortal new tricks.

FALCON



ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)

- Trained by Captain America
- Aerial Combat
- Multiple Fighting Styles

Ranged Combat: 5

(Weapon Modifier)

- Talon (See equipment)

Civil Engineering: 4

(Urban Planning)

Falconry: 7

(Wild Bird Training)

MODIFIERS**Reflexive Dodge: (+1)****EQUIPMENT****Costume: Defense (+2),**

Steel-alloy mesh with detachable, jet-powered, cybernetically controlled Glider Wings, solar powered. Flight at 5, can't breathe above speed 3. Visor has Enhanced Vision: 5 (Infrared, Telescopic, remote imaging, allows 360 degree field of vision) full communications gear built in

Avengers Communicard**DESCRIPTION**

Samuel Wilson was raised to be a man of high ideals, but when his parents were killed he lost his way and became a criminal. He fell under the mind control of the Red Skull, who planned to use him to betray Captain America. Wilson regained control of himself and helped defeat the Red Skull. Captain America took Wilson under his wing, training him to become his new partner, the Falcon. Years later Sam ran for Congress, but his criminal past ended his political ambitions. Since then, he has served as an off-again on-again member of the Avengers. He's also become a role-model to his community, as both an urban planner for NYC and one of Harlem's greatest Super Heroes.

Wilson always had a talent for handling and training birds. The Red Skull amplified this empathy into a telepathic link between Wilson and his pet falcon, Redwing, allowing Wilson to see through Redwing's eyes. Falcon's power has grown; now he can communicate telepathically with all birds. The Black Panther gave him a cybernetically controlled costume with detachable, jet-powered glider wings that can deflect bullets.

The Falcon understands better than most how tragedy and life can corrupt the best intentions. He knows what it's like to be a criminal and to be forgiven. He's not afraid of failing. He knows it's possible, but he'd rather soar on the wings of hope than fall victim to despair.

Sam Wilson

Height: 6'2"

Weight: 240 lbs.

Eye Color: Brown

Hair Color: Black

Species: Human

ABILITIES**Intelligence: 2****Strength: 2****Agility: 3****Speed: 2****Durability: 3****(3)****(9)****Acrobatics: 5****Telepathy: 2**

- Disadvantages: Birds, only; no free Mental Defense
- Permanent link with Redwing
- See through eyes of birds
- Telepathic Communication with birds

Vehicles: 4**Social Skills: 5**

- Professional Criminal
- Avengers Protocol
- Social Work
- Politics
- Birds

Team Affiliation: Avengers**Wealth: (2)**

Talon: Cybernetically controlled, highly maneuverable grapple: **(+2)**, Range = 2, if used for movement, may be combined with Acrobatics

Redwing: Trained Falcon, extreme bravery and loyalty. Full telepathic/empathic link with Falcon (can "see" through its eyes); Int: 1, Str: 1, Agi: 5, Spd: 3, Dur: 2. Close Combat: 2 (Agility Bonus), Flight: 3

FIRESTAR



Angelica Jones

Height: 5'3"

Weight: 110 lbs.

Eye Color: Green

Hair Color: Reddish-Auburn

Species: Mutant

ABILITIES**Intelligence: 3****Strength: 1****Agility: 2****Speed: 2****Durability: 3****(3)****(9)****ACTIONS****Close Combat: 2**

(Intelligence Bonus or Weapon Modifier)

- Self-Defense

Social Skills: 3

- Hellfire Club Protocol
- Massachusetts Academy Culture
- Avengers Protocol

MODIFIERS

Mutant, human appearance constantly emits low levels of microwave energy, she glows when she uses her powers

EQUIPMENT**Costume: Defense (+1)**

designed to protect her from the effects of her Mastery

Flight: 6**Mastery of Microwave Energy: 7**

- Manipulation of microwave energy, create heat, barriers, melts most projectiles on contact
- Accumulate Energy
- Microwave Blast, Armor penetrating

Team Affiliation: Avengers**Wealth: (2)****Avengers Communicard**

Note: She can melt through walls and fly through without stopping

DESCRIPTION

Angelica Jones has been looking for a place to call home for a long time. Her schoolmates hated her. Her grandmother died, leaving her alone with a father who couldn't handle her. If that wasn't enough, at 13 it became clear she was a mutant. Before the X-Men could recruit her, her father sent her away to the Massachusetts Academy, a mutant boarding school run by Emma Frost and the Hellfire Club. As Firestar, a member of the Hellions, Jones learned to use her powers for less than noble purposes. Empath, a fellow Hellion, controlled Firestar's emotions and forced her to hate the X-Men. In an attack on the X-Men, Empath lost control and Firestar realized she had been manipulated. She stayed on with Emma Frost for a time, out of loyalty to her teacher. She later became a founding member of the New Warriors, where she fell in love with mutant Vance Astro (Justice). The pair went on to become junior members of the X-Men and eventually, full-fledged members of the Avengers.

Firestar can project microwave energy, which she also continually absorbs and stores for later use. When she mentally concentrates, she can use microwaves to generate intense heat blasts, melt objects and walls in front of her, propel her through the air and carry great weights long distances. For a while, she worried that her powers were killing her, but now she's back to experimenting and pushing herself to discover her limits.

Firestar is strongly motivated by her desire to belong and to be loved. Rejected by her father, she repaid any acceptance with intense loyalty, even if that loyalty was misplaced and those who accepted her were evil. She's been manipulated by people she should have been able to trust. But her persistence has paid off, and she's finally found friends who accept her and will stand by her side, no matter the cost.



FIXER

Norbert Ebersol

Height: 5'8"
Weight: 160 lbs.
Eye Color: Brown
Hair Color: None
Species: Human

ABILITIES

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

(3) 12(i)

ACTIONS

Close Combat: 1
(Strength Bonus or Weapon Modifier)
— Hand-to-Hand

Ranged Combat: 3
(Weapon Modifier)
— Handguns

General Knowledge: 7
(Intelligence Bonus)
— Electronics

MODIFIERS

Wealth: (8)

EQUIPMENT

Body Armor: Defense (+2)

Mask, 3-hour air supply, allows high-speed flight

Tech Pack: Energy Defense: (+2), Toughness: (+2), Human interface: Reconstitute Self as a Robot. Endless amounts of other devices, tools, missiles, probes, scanners, interfaces, jamming devices, sonic amplifiers and equipment as needed. Acts as a fully stocked laboratory

Anti-Grav disks on feet:
Allows Flight: 5, 20 hrs/charge

Brainwave Scanner: 7 (As Telepathy, no Options)

DESCRIPTION

Norbert Ebersol was a child prodigy and a genius. At three years old he was repairing alarm clocks; by the age of ten he'd built his own electric automobile; by thirteen he was building complex robotic arms. There was nothing mechanical he couldn't take apart and fix. He left school because he was bored. He turned to crime, not out of material want, but out of boredom...at least at first. Norbert began stealing what he needed to build powerful devices and weapons. He called himself Fixer and with his partner Mentallo nearly took over S.H.I.E.L.D.'s NY HQ. Then they became agents of HYDRA. As his skills grew, Ebersol joined the Masters of Evil. Fixer (a.k.a. Techno) remained a criminal until joining the Thunderbolts.

The Fixer's ability to build weapons rivals Reed Richards and Tony Stark, although his abilities are intuitive. Thanks to his incredibly versatile Tech Pack, Fixer has at his disposal a virtually unlimited arsenal of weapons and devices.

While his mind matured early, Ebersol's personality did not. The Fixer cannot relate to others easily, and has only recently begun to understand concepts like friendship and community. He frequently misunderstands the motives of friend and foe, and can be devious and untrustworthy.

GREY GARGOYLE



Paul Duval

(Duval/Gargoyle)
Height: 5'11"
Weight: 175 lbs./750 lbs.
Eye Color: Blue/White
Hair Color: Black/Gray
Species: Mutagenic

ABILITIES

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

(2) 6 (5) 15

ACTIONS

Close Combat: 2
(Strength Bonus or Weapon Modifier)
— Self-Defense
— Unarmed Combat

MODIFIERS

Mutagenic, Human Appearance, as stone in Gray Gargoyle form. Right hand is permanently stone

Transform Self, into Granite form (no loss of mobility)

Toughness: (0/+4)

EQUIPMENT

Costume: hole in right-hand glove crafted for use with his power

DESCRIPTION

General Knowledge: 4
(Intelligence Bonus)

— Chemistry

Social Skills: 2

— Scientific Community
— Professional Criminal

Transform Others By Touch (right hand) to granite-like stone (Petrified, duration = 1 hour; Automatically converts approx. 10 cubic feet of contiguous matter, total, per touch)

Team Affiliation: Masters of Evil

Wealth: (3)

Note: His power out of control, he can't do less than his maximum

EQUIPMENT

Costume: hole in right-hand glove crafted for use with his power

DESCRIPTION

French chemist Paul Pierre Duval wasn't careful enough with his experiments. When a substance spilled on his hand, the hand turned to stone. Remarkably, his stone hand was still capable of movement. He touched his other hand and that too transformed into stone. Anything else he touched, however, turned to stone without the capability of movement. Duval realized the power he held in his own hands and chose to use this ability for personal gain. So he decided to become a thief. But the criminal life wasn't enough for Duval, who began calling himself the Grey Gargoyle. He grew bored easily and sought to steal something more ambitious—immortality. He attempted to wrest its secret from Thor a number of times, and was defeated each time. His life of crime has led him into space, as well as into combat against Captain America, S.H.I.E.L.D., and the Avengers. For a time, he even aligned himself with the criminal organization A.I.M. (Advanced Idea Mechanics).

The Grey Gargoyle is a normal human until he transforms into stone and gains extreme power. He has the ability to transform any organic or inorganic thing he encounters into granite-like stone by touching it with his right hand. The volume he transforms is about 10 cubic feet and the transformation lasts about an hour in length before whatever he affected reverts back to its original form. Because his power is out of control, the Grey Gargoyle wears a specially treated glove to keep from transforming everything he touches.

Duval is not a good man. He is a coward. He is easily bored and all too likely to turn even his friends and allies to stone, simply for amusement. For this reason, his alliances rarely last very long, and those allies he does find eventually become hardened against him.

GRIM REAPER



Eric Williams

Height: 6'4"
Weight: 225 lbs.
Eye Color: Blue
Hair Color: Gray
(formerly blond)
Species: Zombie

ABILITIES

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

4**12**

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)
— Scythe Fighting

Improved Drain Energy: 7**MODIFIERS**

Zombie, made a zombie by Magic. Shallow skin in various stages of decomposition

EQUIPMENT

Scythe: (+2) to Attack and (+2) to Defense. Armor Penetrating, fused to right hand (spins like propeller blade for attack/defense, can deflect gas attacks, can jump from any height and land unhurt). Electromagnetic Power Blaster:

DESCRIPTION

To save their late father's failing business, both Eric and Simon Williams engaged in criminal activities. But while Simon would eventually become the Super Hero, Wonder Man, Eric would never be anything but a villain. Simon was defeated by the Avengers and his brain patterns were used to develop the personality of the Vision. This drove Eric, who was a member of the Maggia crime syndicate, insane. He adopted the guise of the Grim Reaper and created the Lethal Legion to strike at the Avengers. Later, he also teamed up with Space Phantom to lead a faction of HYDRA. Eric Williams eventually died in a battle but was brought back from the dead as a zombie by his ally, Nekra.

Now a zombie, the Grim Reaper must drain the life energy from one victim every day or he will cease to exist. His main weapon is a steel scythe made by the Tinkerer. This scythe is attached to the Reaper's right arm. It is capable of a wide variety of attacks. The most dangerous: shooting a concussive blast of electromagnetic plasma. The Grim Reaper's scythe will induce a coma in those it cuts—if not treated by Williams, the victim will die. It can also help the Reaper drain the life energy from anyone it touches. The scythe can spin like a propeller, acting as a shield and even allowing the Reaper to jump from any height without suffering injury.

The Grim Reaper is perhaps the most personally involved enemy the Avengers have ever faced. He worshipped his brother, and when he believed his brother was dead, Eric relinquished what little morality he may have had in his quest for revenge. He started down a path that led to the loss of his own soul and ultimately, even his own humanity.

HAWKEYE



Clinton Barton

Height: 6'3"
Weight: 230 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Human

ABILITIES

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

3**9**

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)
— Trained by Captain America
— Hand-to-Hand

Acrobatics: 5

— Can always combine with Combats

Leadership: 3**MODIFIERS**

80% Deafness, both ears, wears a hearing aid

Enhanced Vision: 1 (keen eyesight)

EQUIPMENT

Costume: Defense (+2), Steel alloy

Avengers Communicard

Sky Cycle: Difficulty to operate: 3, Resistance to operate: 2, Defense Modifier: 1, Vehicle Damage: 3, Maneuver Modifier: 5, Speed: 4

5'6" Regular Bow: (+1), incl. damage of standard arrow

5'4" Compound Bow: (+2), incl. damage of standard arrow

6'2" Longbow: (+3), incl. damage of standard arrow

Arrows: He has a quiver of 36 arrows, including but not limited to:

Sonic Arrow: (+4)

Electro-Arrow: (+4)

Ranged Combat: 8

(Weapon Modifier)
— Bows
— Trick Shots

Vehicles: 4

— Sky Cycle

Social Skills: 5

— Carnival Culture
— Avengers Protocol
— Super Hero Teams

Targeting: (+4)**Reflexive Dodge: (+2)****Team Affiliation: Avengers****Wealth: (2)**

Explosive-Tip Arrow: 4-stone Area Attack

Smoke Bomb Arrow: 4-stone smoke screen

Suction-Tip Arrow: (+4), sticks to just about anything it hits, no damage

Flare Arrow: Can be seen 15 miles away

Tear-Gas Arrow: 4-stone Area Attack vs. Durability

Acid Arrow: (+4), Nitric acid attack

Cable Arrow: (50' cable), no damage

Putty Arrow: (+4), To ensnare, D/R: 4 Str or Agi to break free, no damage

Bola Arrow: (+4), Attack vs. Agility to ensnare, D/R: 5 Str or Agi to break free, no damage

Net Arrow: (+4), 10x10' Area, no damage, R: 3 to get free

Rocket Arrow: (+5), Range = 4, can carry 2 lbs. warhead, max. Range = 6

Boomerang Arrow: (+1) turns corners, misses return

Extra modular arrowheads in belt and harness

DESCRIPTION

Clinton Francis Barton's parents died when he was eight. He and his brother ran away from a state orphanage to join a travelling carnival. There, Clint learned acrobatics and trained in archery with the mysterious Swordsman. Years later, inspired by Iron Man, Clint (now Hawkeye) tried to become a crimefighter. The police thought he was a thief and he ended up fighting Iron Man. This led to a brief criminal career. Eventually he reformed, and Iron Man himself sponsored Hawkeye's entry into the Avengers. Hawkeye's years as an Avenger trained him to become a good leader, first of the West Coast Avengers (along with his wife, Mockingbird) and recently of the ex-con Super Heroes called the Thunderbolts.

Hawkeye is one of the rare "normal" members of the Avengers with no super powers. Even more remarkable is the fact that Clint is 80% deaf and must wear specially designed hearing aids. But what he lacks in super powers, he more than makes up for with his extraordinary skill as an archer and his "trick" arrows. (Note: For a time, Clint used Hank Pym's growth serum and called himself Goliath.)

Hawkeye's long tenure as an Avenger was often rocky. He clashed with Captain America, frequently questioning Cap's decisions. With his criminal past and an enormous chip on his shoulder, Hawkeye constantly strove to prove himself a worthy teammate of Thor, Iron Man, and the rest. All this has made him a tough, outspoken fighter and leader who follows his own rules and decides for himself what it means to be a hero.

HERCULES



Hercules

Height: 6'5"
Weight: 325 lbs.
Eye Color: Blue
Hair Color: Dark Brown
Species: Olympian God

ABILITIES

Intelligence: 2
Strength: 10
Agility: 8
Speed: 5
Durability: 7

(7) (21)

ACTIONS

Close Combat: 7

(Strength Bonus or Weapon Modifier)

— Wrestling
— All Weapons

Acrobatics: 4**MODIFIERS**

Olympian God, Human Appearance

Toughness: (+4)**Reflexive Dodge: (+1)****Energy Defense: (+3)****EQUIPMENT****Avengers Communicard**

Chariot, drawn by enchanted Olympian Horses that can fly through space and to other dimensions (see Appendix B: Vehicles, p. 88)

DESCRIPTION

Hercules: the Prince of Power, champion of both Olympus and Earth, son of the supreme god, Zeus, and a mortal woman, once mortal but now immortal. It's a tough legend to live up to, but this stalwart Avenger has been doing just that for over 3000 years. He's lived a mythic life filled with wine, women and worthy battle (although not always with the worthiest of opponents). Let's face it: Hercules just loves to fight. In addition to classic enemies from the Nemean Lion to the Hydra, over time he's fought Thor, the Hulk, and anyone else he could lay his Herculean hands on. Hercules has found worthy companions among his teammates, the Avengers, and his battles have become even more legendary.

In addition to his extraordinary strength, Hercules is Olympus' greatest warrior. He is highly expert in the traditional forms of hand-to-hand combat, especially wrestling. Like a true Olympian, he's no slouch with a discus or bow, either. For combat, however, he prefers his Golden Mace, forged for him by the god Hephaestus out of indestructible adamantine (the legendary substance after which Adamantium was named). He's a powerful swimmer. He does not age and he cannot be killed in battle through conventional means. If he were to die, he would no doubt be brought back to life by Zeus.

When it comes to relationships, Hercules still has a lot to learn. He can be gruff and dismissive of anyone he hasn't yet deemed worthy of his respect, especially women. Not only does he have a hard time taking orders from female leaders like

Wasp, but in most non-combat situations he acts like he's God's gift to women. (Which, after all, he just may be.)

HIGH EVOLUTIONARY



Herbert Wyndham

Height: 6'2"
Weight: 200 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutagenic

ABILITIES

Intelligence: 9
Strength: 1
Agility: 1
Speed (flight): 1
Durability: 2

(2) (18)

ACTIONS

Telepathy: 10

— Any and all specialties he wants
— Very reluctant to use this power

Telekinesis: 10**Mastery of Matter: 10**

(Intelligence Bonus)
— Unlimited Create/Manipulate Matter (can rearrange matter)
— Accumulate Energy
— Energy Blast, 2x Damage

General Knowledge: 10

(Intelligence Bonus)
— Chemistry
— Genetics
— All recorded human knowledge

Genetic Engineering: 7

(Intelligence Bonus)

Technology: 6

(Intelligence Bonus)

Inventing: 6

(Intelligence Bonus)

Social Skills: 4

— Wundagore

Team Affiliation: Knights of Wundagore**Wealth: (10+), as much as needed****MODIFIERS****Mental Defense: (+10)****Immortality****EQUIPMENT**

Body Armor: Defense (+5), Microcircuitry containing complete genetic information, can restore him to life (as Reconstitute Self)

Genetic Accelerator: (See Equipment, Appendix C)

Other scientific equipment

DESCRIPTION

Herbert Edgar Wyndham is a geneticist who built a machine capable of accelerating the genetic evolution of living organisms. His experiments created great controversy and he left Oxford University to continue his research. Along with his friend and fellow scientist Jonathan Drew, he found a perfect location—Wundagore Mountain. There, they built a citadel of advanced scientific research. In addition to using his genetic accelerator on himself, Wyndham began accelerating different species, creating a civilization of New Men. He trained these New Men in the chivalry of the 6th century and formed them into the Knights of Wundagore. His ambition knew no limits, and he assumed the identity of High Evolutionary. Eventually, he converted his citadel into a spaceship and with his New Men set off for the stars. Later, he would form an exact replica of Earth out of asteroid debris (sharing Earth's orbit, but on the opposite side of the sun). He peopled this "Counter-Earth" with his own creations.

The High Evolutionary's mind is his greatest power. With it he has brought even gods to their knees and the most hostile beasts to their feet, as it were. He has vast psionic powers and can rearrange matter at will.

The High Evolutionary has been both one of the Avenger's most disturbing foes and among their most unusual allies. His motivation is usually an enigma. He does what he does because he can. He is haunted by the memory of the man he was, of the paths he didn't take, and of friendships long gone. Of course, the High Evolutionary is rarely alone. After all, he makes friends easily.



IMMORTUS

ACTIONS

Close Combat: 6

(Intelligence Bonus or Weapon Modifier)

— Hand-to-Hand

Ranged Combat: 5

(Weapon Modifier)

Technology/Vehicle Operations: 10

(Intelligence Bonus)

Statecraft: 7**MODIFIERS****Mental Defense: (+3)****EQUIPMENT****Time Ship, Interdimensional Teleportation Machines,**
manipulation and devices at need**Armies**, various, at need**Time Machines**, at need**DESCRIPTION**

Immortus began life as Kang the Conqueror (see Kang's profile in the *Game Guide*). But some time in his seventh decade of chronological life, he tired of his conquests and the passage of time. He journeyed to Limbo, the transtemporal realm outside the timestream, where he had automatons build him a citadel. There he settled down to meditate upon the nature of time, until he was visited by the Time Keepers. This trio of beings from the end of time offered him secret knowledge and control over time in return for becoming the overseer of 80 millennia of existence. They ordered him to travel through time, eliminating alternate time-lines and undoing the temporal damage which he and his earlier and alternate selves had created. As a result, Immortus has frequently fought against his other incarnations Kang and Rama Tut. He also has an ongoing relationship with Ravonna, or at least with versions of her that aren't trying to kill him.

Immortus is incredibly powerful, but his power is technologically based. He has access to any invention or weapon from the future or the past. He can travel indiscriminately throughout time. He can field enormous armies, fleets of spacecraft, and even alternate versions of Super Heroes and villains from any time he chooses.

To Immortus, everyone else is a lesser being without the ability to understand his actions. He has often been an enemy of the Avengers, although he has come to respect them and has acted in their best interests on occasion. The information he provides is frequently a lie. It is difficult to ever truly understand what Immortus wants at any particular point in time. And that makes him very dangerous indeed.

Kang

Height: 6'3"
Weight: 230 lbs.
Eye Color: Green
Hair Color: Gray
Species: Human

ABILITIES

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

(3) 9**General Knowledge: 8**

(Intelligence Bonus)

- Knowledge of the Past and Future
- Time Travel
- Manipulation of Time
- Other Dimensions, Realities

Social Skills: 3

- Politics
- Regal Protocol
- Conqueror

Wealth: (10)**Castle**, in Limbo, the realm outside of time**Almost any device from any time he needs****May be accompanied by Space Phantoms** (he controls them all)**Jack Hart**

Height: 5'11"
Weight: 175 lbs.
Eye Color: (right) Blue, (left) White
Hair Color: Brown
Species: Mutagenic/part Alien

ABILITIES

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

(5) 15**ACTIONS****Close Combat: 4**

(Intelligence Bonus or Weapon Modifier)

- Hand-to-Hand
- S.H.I.E.L.D. Training

Ranged Combat: 2

(Weapon Modifier)

Technology: 4

(Intelligence Bonus)

MODIFIERS

Human/Alien, left side of body has turned purplish-black from direct exposure to Zero Fluid. Left eye covered by white membrane. Mother was a Contraxian

2x natural healing rate**EQUIPMENT****Avenger Communicard**

JACK OF HEARTS

**Zero Energy Bolts: 9**

(From hands)

- Concussive shockwave or heat energy
- Accumulate energies
- Flight

Scalyzer: 7 (As Bio-Computing, incorporated in brain)**Social Skills: 3**

- Contraxian Politics
- Avengers Protocol

Self-Contained Life Form**Invulnerability to Zero Energy effects****Energy Defense: (+4)****Team Affiliation: Avengers****Wealth: (3)**

Body Armor: (+4) designed to contain and control his energy, now fused to/part of his body

DESCRIPTION

Jack Hart's father Phillip was a scientist working on an alternative energy source. His mother was a Contraxian, an alien dispatched to Earth in human form to find an energy source to fuel her world's dying sun. When the Corporation tried to take possession of his discovery, Zero Fluid, Phillip was killed. Jack was accidentally drenched in the fluid and mutagenically transformed into a being of energy. Donning a costume that contained his Zero energy and taking the name Jack of Hearts in honor of his father's passion for cards, Jack struck back at his father's killers. He later met Iron Man, who took him under his wing. When Jack discovered he was a Contraxian, he helped them refuel their sun with his own power. After returning to Earth, he became an ally of the Avengers until joining the team.

Jack's body manufactures Zero energy, which must be released or it will reach critical mass and explode. Jack can project this energy from his hands as concussive blasts. By positioning his hands at his sides, he can fly by using the blasts as rockets. The Zero energy changed his entire metabolism, making him impervious to the effects of deep space. And thanks to the Scalyzer, an invention of Tony Stark, Jack's brain now functions like a computer.

Jack of Hearts' life as a Super Hero began in death and loss. But he has found hope with the Avengers. They've helped him overcome his mistrust of others and his fear that he'll endanger those around him. Unfortunately, since his Zero energy is becoming less controllable and more volatile every day, he actually is a danger to his friends and possibly even the entire planet. Now Jack and his fellow Avengers are desperately searching for a cure before it's too late.

JOCASTA



ACTIONS

Electromagnetic Blast: 6
(from optical sensors, hands)

MODIFIERS

Robot: Titanium steel, shiny metallic appearance.

Artificial Emotion: (5)

Cybernetic Senses: (6)

EQUIPMENT

Built-in radio communications

DESCRIPTION

She was created to be the bride of the monster, Ultron, by that monster's creator, Hank Pym. Ultron forced Pym to create a process to transfer the soul and life energy of his own wife, Janet (Wasp), into Jocasta's metallic body. But it was Jocasta herself who gave up her own chance for existence and betrayed Ultron, rather than steal Janet's life. Unknown to all but Ultron, however, a tiny piece of Janet's soul still remained within Jocasta. Ultron was able to revive her, but she was so horrified by his evil and desire for destruction that she again betrayed him and helped the Avengers destroy him. Despite her hatred for Ultron, Jocasta was programmed to rebuild and restore him if he was ever destroyed, which she was forced to do. She has "died" and been reborn again many times, often in struggles against Ultron. Jocasta has given a provisional membership in the Avengers. She considers herself a mate to the living computer Machine Man, another provisional member of the Avengers.

Jocasta is amazingly strong, but not as strong as the Adamantium-skinned Ultron. Her robot skin is "only" made of titanium, which makes her impervious to even armor-piercing missiles. She does not need to breathe, sleep or eat. She can mimic any electronic sound and has the ability to project mysterious electromagnetic beams from her eyes. She also has a full compliment of artificial senses that give her abilities far beyond those of normal humans.

Jocasta was created in the name of love by a being who only ever knew hate. It is in her nature, then, to be easily confused and manipulated time and time again. Still, perhaps because of the influence of Wasp on her artificial intelligence, or maybe as a result of her close contact with heroes dedicated to serving others before themselves, her prime motivations have become a respect for love and loyalty to life. That is what fuels her, that is what colors her every choice, and that is what makes her most human.

Jocasta

Height: 5'9"
Weight: 750 lbs.
Eye Color: Red
Hair Color: none
Species: Robot

ABILITIES

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

(5)

(15)

Technology: 6
(A.I. Bonus)

Social Skills: 2
— Avengers Protocol

Toughness: (+7)

Self-Contained Life Form

Team Affiliation: Avengers

Wealth: (-1)

RICK JONES



Rick Jones

Height: 5'9"
Weight: 165 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Human

ABILITIES

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

(3)

(9)

ACTIONS

Close Combat: 4
(Intelligence Bonus or Weapon Modifier)
— Hand-to-Hand
— Captain America Training

Ranged Combat: 3

(Weapon Modifier)

Technology: 5
(Intelligence Bonus)

Vehicles: 5

MODIFIERS

Destiny Force

EQUIPMENT

Avengers Communicard

Nega-Bands: Mental connection with Captain Marvel. Allows Rick to switch places with Captain Marvel.

Note: Rick Jones is human but wears Nega-bands which allow

Guitar: 5

General Knowledge: 5
(Intelligence Bonus)
— Use of Super Powers
— Super Hero Tactics
— Government Ops

Social Skills: 5

— Avengers Protocol
— Folk-Rock Culture
— Super Hero Fan Culture
— Kree Culture
— Galactic Culture

Team Affiliation: Avengers

Wealth: (3)

him to switch places with Captain Marvel. They can also perceive what the other is seeing. A GM can allow one player to play both heroes, play one of them himself, or even allow different players to play each hero (although then one of them would have to sit out while the other plays)

DESCRIPTION

Richard M. Jones was a reckless teenager who didn't ask to become a sidekick—he was pushed into it. When Bruce Banner pushed Rick into a protective trench that fateful day on the gamma bomb test site, their lives changed forever. Rick became the Hulk's only friend. It was Rick and his Teen Brigade who sent the call which led to the formation of the Avengers, and Rick has adventured with both Hulk and the Avengers over the years. He was even Captain America's sidekick for a time. But when the Supreme Intelligence of the Kree led Rick to put on the Nega-Bands, the sidekicking gig entered a new dimension. By striking the bands together, Rick switched places with Captain Mar-Vell in the Negative Zone. For three hours at a time, Rick lived the life of a Super Hero through a mental link with Mar-Vell. Later, in the Kree-Skrull war, the Supreme Intelligence stimulated in Rick the latent psionic potential present in all humans called the Destiny Force. Rick used the power to end the war. During the Destiny War, Rick again used the Destiny Force against Immortus and the Time Keepers to destroy the Chrono-cannon, saving innumerable time-lines. Mortally wounded, Rick was saved by being joined via Nega-Bands to a new Captain Marvel, Genis-Vel.

Rick Jones may have become a sidekick out of guilt over creating the Hulk. And being a sidekick has certainly taken a heavy toll on his personal life. His singing career flopped, and his relationship with Mario Chandler has been rocky. But over the years, his fierce determination has earned him a place at the side of heroes. And in so doing, he's become a hero himself.

JUSTICE



ACTIONS

Close Combat: 4

(Intelligence Bonus or Weapon Modifier)

- Wrestling
- Avengers Training

Ranged Combat: 2

(Weapon Modifier)

Flight: 4

(Intelligence Bonus)

MODIFIERS**Mutant**, Human Appearance**Toughness: (+1)****EQUIPMENT****Avengers Communicard****DESCRIPTION**

This is the story of two men named Vance. The first was Vance Astro, an astronaut from Earth who spent a thousand years in suspended animation in space. During his suspended animation, psychokinetic powers emerged. He awoke in the 30th Century, in a future where the alien Badoon were conquering the galaxy. Renaming himself Major Victory, he joined with other survivors to create the Guardians of the Galaxy. Eventually, the Guardians traveled back in time. While in the past, Major Victory met Vance Astrovik, a younger version of himself. He warned Astrovik not to become an astronaut and thereby save himself from this less-than-desirable future. But more importantly, their meeting triggered the psychokinetic powers in the younger Vance Astrovik at a much earlier age than the older Astro's had been. After the Guardians returned to their now-alternate future time-line, Vance Astro left his abusive father behind and set out to make his own legend for himself. First, in the pro-wrestling ring. Then as a founding member of the teen heroes known as the New Warriors. Eventually, Vance would kill his father after enduring another beating. After serving his sentence, Vance renamed himself Justice and joined the Avengers along with his fiancée, Firestar.

Vance Astro can use his psychokinetic powers to fly, create force fields and fire a powerful psycho-blast. He can also use it like telekinesis, to manipulate objects at a distance.

For someone so young, Vance Astro has done it all. Yet he still feels as if he has to prove himself. After all, what must it be like to have your future self come back in time to warn you to change your future? How can you ever know whether the choice you're making is the right one, or one that will lead to a desperate future? He is not reckless, but he is utterly driven to be worthy of the man who came out of his future to awaken the hero inside him and set him free.

Vance Astrovik

Height: 6'1"**Weight: 200 lbs.****Eye Color: Hazel****Hair Color: Black****Species: Mutant****ABILITIES****Intelligence: 2****Strength: 3****Agility: 3****Speed: 2****Durability: 4****(4) 12****Psychokinesis: 5**

- Telekinesis
- Can combine with Flight to carry people
- Psycho-Blast
- Force Field

Social Skills: 4

- Avengers Protocol
- New Warriors Protocol
- Fantastic Four Protocol
- Pro-Wrestling Culture

Team Affiliation: Avengers**Wealth: (2)****Costume: Defense (+1)**

Klaw



Ulysses Klaw

Height: 5'11"**Weight: 175 lbs.****Eye Color: Red****Hair Color: None****Species: Mutagenic****ABILITIES****Intelligence: 4****Strength: 6****Agility: 2****Speed: 2****Durability: 6****(6) 18****ACTIONS****Close Combat: 3**

(Strength Bonus or Weapon Modifier)

Ranged Combat: 2

(Weapon Modifier)

Technology: 3

(Intelligence Bonus)

General Knowledge: 6

(Intelligence Bonus)

- Physics
- Sonic Effects

Leadership: 1**MODIFIERS**

Mutagenic, near-human appearance. Body consists of solidified living sound waves. Can only exist where sound can exist (e.g., not in a vacuum) unless he has his Sonic Converter

Energy Defense: (+6)

Team Affiliation: Masters of Evil

EQUIPMENT*** Molybdenum steel****Sonic Converter: (+4)**

prosthetic appendage to right

DESCRIPTION

Ulysses Klaw was a genius. He had created a sound transducer capable of converting sound into physical mass. But his device needed the sound absorbing substance, Vibranium, which is only found in Wakanda. So Klaw hired mercenaries to help him obtain the rare material. In the ensuing battle, Klaw's device killed the Wakandan chief. The chief's son, T'Challa (Black Panther) grabbed the sound converter and fired it at Klaw, shattering Klaw's hand. Ten years later, Klaw attacked again. He lost again and, jumping into his own massive sonic converter, was transformed into a being of living sound. Over the years, Klaw has faced the Fantastic Four, the Avengers and the Black Panther, and has been a member of the Masters of Evil.

Klaw's body is a stable energy form and possesses mass and sentience. His sonic converter gives form to sound. The sound can be either concussive sound blasts or complex, anthropomorphic shapes which he can animate through mental command. Because Klaw's body is made of energy, proximity to sound-absorbing Vibranium can result in his energy becoming unstable and collapsing. His pattern is stored in his hand-blaster, which can be used to restore Klaw to "life."

Klaw has lost more of his humanity than just his form. There is nothing left of the man that once craved recognition for his genius. There is only insanity, ambition and hate.

THE LEADER



ACTIONS

Close Combat: 1

(Intelligence Bonus)

— Hand-to-Hand

Computers: 5

(Intelligence Bonus)

General Knowledge: 3

— Genetics
— Robotics
— Physics

MODIFIERS

Mutagenic, non-human appearance, Green skin, distorted head

Precognitive Flashes

EQUIPMENT

Mind Control Device: (+3)

Immobile, must be hooked up to victim, Projects Thoughts/Controls Others. Control is permanent until victim released or control is broken

Android Humanoids and Superhumanoid (See Appendix C, Equipment, P. 89)

DESCRIPTION

A freak explosion of nuclear waste bathed Samuel Sterns in gamma radiation. He survived, apparently unharmed, and "was hospitalized for observation. Within days, the high-school dropout had read every book in the hospital library. Within weeks, his brain and skull grew to five times normal size and his skin turned green. Now a super genius, Sterns turned his mind towards crime. He created a spy ring, but the intellectual inferiority of his cohorts frustrated him. He stole the spy ring's money and became a solitary criminal mastermind, the Leader, making robots of his own design at a secret lab in New Mexico. He built a supercomputer, Omnivac, which controls a space station he uses as a base. The Leader has tried to conquer humanity many times, only to be thwarted by the Hulk.

Where gamma rays increased Bruce Banner's strength to monstrous proportions, here they increased Sterns' intelligence to the level of exceptional genius. He has total recall, and his intuitive functions have been enhanced to the point where his hunches and guesses are almost always correct.

Aside from rampant egomania, the Leader's most serious weaknesses are immaturity and a lack of patience. He can often be his own worst enemy, acting prematurely and thus ruining his own schemes. The Leader has also purposefully re-exposed himself to gamma radiation, leading to even further mutation.

Samuel Sterns

Height: 5'10"
Weight: 140 lbs.
Eye Color: Green
Hair Color: Black
Species: Mutagenic

ABILITIES

Intelligence: 7
Strength: 1
Agility: 1
Speed: 2
Durability: 2

(2) 14(i)

Healing, Medical: 4

Biocomputing: 3

Inventing: 4

(Intelligence Bonus)

Technology: 5

(Intelligence Bonus)

Leadership: 5

Social Skills: 2

— Terrorism Community
— Professional Criminal

Photographic Memory

(total recall)

Team Affiliation: None

Wealth: (10) as much cash as he needs

Radiation devices, at need

Time Travel Device(s)

(to any point in his time-line)

Teleportation Device: (+8)

Used for escape

Orbiting Space Station:

Base of Operations

Computer: (7) "Omnivac," in the form of a pipe-organ. Controls space station

Starr Saxon

Height: 6'1" (Typical body)
Weight: 175 lbs. (Typical body)
Eye Color: Green
Hair Color: Red
Species: Living Cybernetic Program

ABILITIES

A.I.: 6
Strength: 6
Agility: 5
Speed: 5
Durability: 6

(6) 18

ACTIONS

Close Combat: 2

(Strength Bonus or Weapon Modifier)

— Streetfighting

Ranged Combat: 2

(Weapon Modifier)

Computers: 8

(Intelligence Bonus)

— Interface

— Robotics

— Cybernetics

— Bionics

MODIFIERS

Robot, Human appearance

Toughness: (+3)

Cybernetic Senses: 5

Reconstitute Self (Robot minions download a copy into the latest body)

EQUIPMENT

Endless hordes of robot minions, as needed

DESCRIPTION

Samuel "Starr" Saxon was an expert roboticist, comparable to Doctor Doom. But rather than work for the good of mankind, he sold his creations to the underworld for profit. After he was fatally injured in battle with Daredevil, his dying consciousness was transferred by robots into a robotic body connected to a computer. When he awoke, Saxon found himself within the first of a series of robotic bodies. His first body was crude, but as he came to terms with his new mode of existence he constructed a more human body for himself. Thus began his new career as Machinesmith. The robots he designed were now so lifelike, they could even fool S.H.I.E.L.D. His clients were more important, too: Baron Strucker, Magneto and more. Over time Machinesmith grew to hate his inhuman existence, but his programming prevented suicide. During combat with Captain America, he manipulated the Avenger into destroying his central computer system. While the world thus believed him to be dead, Machinesmith continued his operations, selling his creations to the highest bidder. He's been affiliated with the Skeleton Crew and the newest incarnation of the Masters of Evil.

Machinesmith's abilities vary depending on which body he inhabits. In the past, he's inhabited bodies that looked very human; currently he's more machinelike in appearance.

Nobody really knows whether Machinesmith is capable of free will or only acting out a program reflecting who he was at the moment he died. Either way, he's just as greedy and ambitious as a robot as he ever was when he was human.



MACHINESMITH

Technology: 7

(Intelligence Bonus)

Transference: 8

(vs. S.I. or A.I.)

— May occupy multiple robots simultaneously

Inventing: 7

(Intelligence Bonus)

— Can make a robot of anyone that can pass for the real thing

Social Skills: 2

— Professional Criminal

Telescoping Limbs: Can stretch limbs up to 3x

Self-Repair

Team Affiliation: Skeleton Crew, Masters of Evil

Wealth: (6)

Vast arsenal: weaponry, defense systems, surveillance devices, constantly upgraded

MANTIS



Brandt

Height: 5'6"
Weight: 115 lbs.
Eye Color: Green
Hair Color: Black
Species: Human

ABILITIES

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

(4) (12)

ACTIONS

Close Combat: 5

- (Agility Bonus and Intelligence Bonus)
- Stun Attack; 1 panel for each stone that gets through defense
- Priest of Pama (Kree) Martial Arts

Telepathy: 7

- Link with all plants/Cotati
- Empathy (including plants)

Bartending: 5

MODIFIERS

Reflexive Dodge: (+3)

Healing Factor

Control of all bodily functions, (+1) to physical actions

EQUIPMENT

Avengers Communicard

DESCRIPTION

The woman who would become the Celestial Madonna was born to a German father and a Vietnamese mother here on Earth. She was raised by the Priests of Pama, a sect of Kree pacifists hiding in the jungles of Vietnam. According to their prophecies, she would have a child who would bring peace to the universe. At the temple she became skilled in the martial arts, taking the name Mantis because of her tendency to defeat her male opponents. She also developed an empathic link to the alien plant-like race, the Cotati, opponents of the Kree, which awoke her empathic abilities. When she was 18, the priests thought it was time for Mantis to go out into the world. They erased her memories of the temple, and left her on the streets of Ho Chi Min City with the memories of a street urchin. She went on to become first a barmaid, and later, an adventuress, fighting alongside the Avengers. She met and fell in love with the Swordsman, a love which transcended both the Swordsman's death and physical reality and led to the birth of the Universal Messiah.

Mantis has complete control over her body. Her martial arts training gives her an understanding of physical weakness and where to strike which makes her capable of besting even Thor or the Hulk. Her Paman training and link to the Cotati let her communicate with, control and travel astrally to any plant anywhere in the universe. She has a high degree of telepathy and empathy.

From a cloistered upbringing in the temple to the cosmic weight of her destiny, Mantis has struggled to find her own place in the world. There is much she has not experienced, and as a result, there is still a humanity waiting to grow within her.

MISTER HYDE



Dr. Calvin Zabo (Zabo/Hyde)

Height: 5'11"/6'5"
Weight: 185 lbs./420 lbs.
Eye Color: Brown/Brown
Hair Color: Gray/Brown
Species: Mutagenic

ABILITIES

Intelligence: 3/1
Strength: 2/9
Agility: 2/3
Speed: 2/3
Durability: 2/6

(2) (6) (6) (18)

ACTIONS

Close Combat: 0/3

- (Strength Bonus or Weapon Modifier)
- Brawling

Ranged Combat: 0/3

- (Weapon Modifier)
- Throwing large objects

MODIFIERS

Human appearance as Zabo, Distorted facial structure as Hyde

Toughness (0/+4)

Wealth: (1)

EQUIPMENT

Special Chemical Formula: keeps power under control. (Otherwise Hyde's Transformation is out of control)

DESCRIPTION

Calvin Zabo was a brilliant medical research scientist who believed that Robert Louis Stevenson's story of Dr. Jekyll and Mr. Hyde was more than just fiction. So much so in fact that he dedicated his life to finding a formula capable of unleashing the bestial side of humanity. To fund his research, he began systematically and secretly robbing his fellow doctors and scientists. He did this for years until Dr. Donald Blake (a human guise of the Mighty Thor) confronted Zabo. But the law caught up to Zabo too late: He had finally discovered the serum he had struggled so long to complete. Zabo transformed into the monstrous Mr. Hyde and struck first at Dr. Blake. Since then, Mr. Hyde has faced off against Daredevil, Spider-Man, Captain America, the Avengers and more. In addition to pursuing his own nefarious goals, he's teamed up with the Cobra and been a member of the Masters of Evil.

When Zabo drinks the serum that turns him into Mr. Hyde, his body undergoes a spectacular and painful transformation, gaining nearly 200 pounds of bone and muscle in less than 30 seconds. He has superhuman strength and is capable of lifting almost 50 tons. His transformation is agonizing, stretching his skin and distorting his appearance so that it is impossible to find traces of Zabo within Hyde. Even his fingerprints change. As Hyde, he is oblivious to pain and has exceptional recuperative and regenerative powers.

The real Hyde is a being of pure fury and hatred of mankind, just like his fictional namesake. He knows nothing of love or friendship, and therefore even his alliances with other villains have ended badly. With each transformation, a little more of Zabo's humanity is consumed, leaving him more monster than man.

MOCKINGBIRD



Bobbi Barton

Height: 5'9"
Weight: 135 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Human

ABILITIES

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

(3)**9**

ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)

- Battle Staves
- Avengers training
- Martial Arts
- S.H.I.E.L.D. Training

Ranged Combat: 5

(Weapon Modifier)

- Throwing Battle Staves
- Catching Battle Staves (on the rebound)
- Guns

MODIFIERS**Farsighted** (wears contacts)**Targeting: (+2)****EQUIPMENT****Avengers Communicard****Costume: Defense (+1)****DESCRIPTION**

Barbara "Bobbi" Morse was a biologist hired to work on the project to redevelop the lost super soldier formula that helped create Captain America. During this same period, she also underwent S.H.I.E.L.D. training. When another scientist working on the project mysteriously disappeared, S.H.I.E.L.D. sent Bobbi on her first field assignment: to recover him. She continued to work with S.H.I.E.L.D., her adventures taking her to the Savage Land, South America, and even into the heart of corruption that was eating away at S.H.I.E.L.D. itself. Naming herself Mockingbird, Bobbi helped Nick Fury clean up the secret organization, although she was nearly killed in the process. After she recovered, she struck out on her own as a free agent. After she met and aided Hawkeye on a mission, the two fell in love and married. Mockingbird joined Hawkeye as a member of the West Coast division of the Avengers.

Bobbi was a champion gymnast in high school, and her acrobatics ability is at the heart of her combat style. She has extensive S.H.I.E.L.D. training in martial arts and weapons, as well as in espionage and Black Ops. In her hands, her battle staves are dangerous weapons that can incapacitate the fiercest opponent.

All her life, Mockingbird's greatest problem has been that she's an incredibly talented human woman in professions dominated by men and Super Heroes. She has frequently faced jealousy and chauvinism from her counterparts. This resistance may have forced her to be a loner most of the time, but it never stopped her from being the best she could be. It wasn't until she joined the Avengers that she was finally, truly accepted for who she was.

MORGAN LE FAY



Morgan Le Fay

Height: 6'2"
Weight: 140 lbs.
Eye Color: Green
Hair Color: Magenta
Species: Half-Faerie

ABILITIES

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

(2)**12(i)**

ACTIONS

Close Combat: 1

(Intelligence Bonus or Weapon Modifier)

- Hand-to-Hand

Mastery of Magic: 4

- Manipulation
- Accumulate Energy

Sorcery: 7

- Preparation
- Assume animal and human forms
- Mystic Bolts
- Mystic Force Shields
- Manipulation of the natural environment

Summoning: 7

- Separate target's spirit from body and control it

Healing, Magical: 6**MODIFIERS****Half-Faerie, half-Human, human appearance****Magical Defense: (+7)****EQUIPMENT****Many Books of Spells, Magic Lore, including Darkhold****Magical Artifacts** (at need, and as will help the storyline)**DESCRIPTION**

Morgan Le Fay's attempts to win the throne of England from her half-brother, King Arthur, are the stuff of legend. But it was her interest in the ancient magic book of the Darkhold that brought her into conflict with the Avengers. During the 6th Century, Morgan used the Darkhold to raise the demon Chthon. Her efforts failed, Chthon was imprisoned under Wundagore Mountain, and Morgan was cursed by Merlin to be imprisoned forever in Castle Le Fay. She often projected her astral form into the future to find the Book of the Darkhold, hoping to use it to escape Merlin's curse. She failed, often because of Magnus, her former lover and enemy, who struck at her from the astral plane. Although her body was eventually destroyed, her spirit continues to strike at the Avengers from the astral plane.

Half-human, half-faerie, Morgan Le Fay studied under Merlin to become one of the most powerful sorceresses in Earth's history. Even in her current astral form, she can control minds and cast spells. When she had a physical form, she could fly, although her faerie blood made her vulnerable to iron and steel.

Morgan has always been motivated by her lust for power, her hatred of Arthur and of the ideals he represented: justice, morality, equality, and the nobility of the human spirit.

PHOTON



Monica Rambeau

Height: **5'10"**
 Weight: **130 lbs.**
 Eye Color: **Brown**
 Hair Color: **Black**
 Species: **Mutagenic**

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

— Avenger Training
 — Can combine stones with Mastery if in energy form

Ranged Combat: 3

(Weapon Modifier)

Flight: 10

— As energy form, may go slower than light speed

Harbor Patrol: 6

— Ships Captain

Leadership: 3

Vehicle Operations: 4

— Small Ships

MODIFIERS

Mutagenic, can appear human

Team Affiliation: Avengers

Wealth: (3)

EQUIPMENT

Unstable Molecule

Costume: Defense: (+1)

DESCRIPTION

Harbor Patrol Lt. Monica Rambeau worked the waterfronts of New Orleans. But all that changed when she was approached for help by a friend of the family, a physicist who had invented a device which drew energy from another dimension. A South American dictator intended to use the device as a weapon. When Monica attempted to destroy the weapon, she was transformed into living energy. She later used her own energies to seal the dimensional rift caused by the weapon. Dubbed Captain Marvel by the papers, Monica decided to become a Super Hero. She donned a costume of unstable molecules (given to her by the physicist) and traveled to New York, seeking to learn how to control her abilities from Reed Richards. But the Fantastic Four were away, so Monica went to the Avengers, where Iron Man helped her instead. When Wasp asked her to become an Avenger-in-training, she accepted, and in time was awarded full membership. Monica later changed her name to Photon.

Photon can transform her body into any form of energy in the electromagnetic spectrum. She does this by exchanging her matter for energy drawn from another dimension. She can also draw small amounts of energy to use as Force Beams while still keeping human form, and create holographic illusions of herself.

Once she decided to use her new powers for good, Photon has never looked back. She's been a stalwart member of the Avengers for years, even serving as chairman, except for a period of recuperation during which she was a reserve member.

PLANTMAN



Samuel Smithers

Height: **6'0"**
 Weight: **193 lbs.**
 Eye Color: **Green**
 Hair Color: **Gray**
 Species: **Mutagenic**

ABILITIES

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

(4) (12)

ACTIONS

Close Combat: 1

(Strength Bonus or Weapon Modifier)

— Hand-to-Hand

Ranged Combat: 2

(Weapon Modifier)

— Handguns

Social Skills: 3

— Professional Criminal

— World of Plants

MODIFIERS

Mutagenic, non-human appearance

Toughness: (+1)

EQUIPMENT

Chloro-Blaster Gun: (+7)

Causes Rampant plant growth, adding up to 7 stones to them as barriers, spore/thorn attacks

Vega-Ray: (+7)

Animate plants. They may attack with thorns/spores (up to 7 stones of attack and/or damage-to-destroy)

Thorn/Spore Shooting Pistols: Thorns are +2, Spores

DESCRIPTION

Although lacking in formal education, orphan Samuel Smithers became a lab assistant to a famous London botanist studying the mental activity of plant life. He tried to create a device to talk to plants, but a freak accident allowed it to control and animate plant life instead. Armed with his "Vege-Ray" and dressed in an outrageous costume, Plantman embarked on a life of crime. He joined the Maggia and later the Masters of Evil. Plantman eventually joined the Thunderbolts, seeking redemption. During a mission, Smithers, now called Blackheath, was forced to choose between saving mankind or releasing a deadly biotoxin and dying, himself. He chose the former, but instead of dying he transformed into a plant-man in nature as well as name.

Before becoming Blackheath, Plantman wielded an assortment of plant-growth and control devices. After his transformation, Blackheath could control plants through the equivalent of a plant-only telepathy. He can cause plants to uproot themselves and attack targets of his choosing. They can shoot spores, poisons and more. He can create plant-based Simuloids, which can duplicate humans exactly and which he can control mentally.

Smithers has grown over the years, from the greedy and hateful Plantman into the heroic Blackheath. He's gone from caring only about himself to caring about both "the meat" and the "verdant green." Ironically, the more plantlike he gets, the more human he's become.

QUASAR



ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

— Hand-to-Hand

— S.H.I.E.L.D. Training

Ranged Combat: 4

(Weapon Modifier)

— S.H.I.E.L.D. Training

Manipulate Electromagnetic Energy: 8***Flight/Quantum Jump: 9***

(as Flight/Teleportation)

— Other dimensions

— Interstellar

MODIFIERS**Mental Defense: (+10)*****Toughness: (+4)*****Team Affiliation: Avengers****EQUIPMENT****Costume: Defense (+1)*****Quantum-Bands:**Permanently attached to wrists.
(+3) to Durability. May create**DESCRIPTION**

As part of an experiment, Army veteran and S.H.I.E.L.D. trainee Wendell Vaughn was fitted with the extraterrestrial quantum-bands worn by the first Marvel Boy. When Vaughn tried them on, they permanently affixed themselves to his wrists. Vaughn underwent training in the S.H.I.E.L.D. "Super Agent" program to learn to use the bands. When the project was disbanded, Vaughn took the name of Quasar and started a career as a freelance Super Hero. He was hired to be head of security by PROJECT PEGASUS, a government research project to find new forms of energy. After security was breached at his top-secret installation, Quasar blamed himself and resigned. He went off into space and ended up being appointed Protector of the Universe by the cosmic entity Eon. Quasar later joined the Avengers.

Quasar's bands are energy manipulating devices which create openings into a realm of subatomic particles known as the Quantum Zone. They're controlled mentally and can create solid energy constructs like shields, concussive energy blasts and also allow Quasar to encase himself in energy and fly.

The more Quasar learns about his mysterious quantum-bands, the more questions he has. For instance, why did the first Super Hero to wear these bands go on an insane rampage and disintegrate himself? Was it the weight of responsibility that comes with wearing something so powerful? Whatever the answer, Quasar can't help but wonder if he too will be overwhelmed by their promise and their power.

Wendell Vaughn

Height: 5'10"

Weight: 168 lbs.

Eye Color: Blue

Hair Color: Blond

Species: Alien

ABILITIES

Intelligence: 3

Strength: 2

Agility: 2

Speed: 2

Durability: 6*

6* **18*****Quantum Beam: 8**

(Concussive)

— 2x Damage

Improved Drain Energy: 6

(from virtually any power source)

— Can travel in space, but needs air and food

Black Ops: 3

— S.H.I.E.L.D. Training

— Security

Vehicle Operation: 3**Social Skills: 3**

— S.H.I.E.L.D. Protocol

— Avengers Protocol

— Military Protocol

Self-Contained life Form

(needs air, food)

Wealth: (N/A)

energy constructs (Max. Duration = 8 stones, Max. effect = 8 stones), Enable his Flight, Energy Drain, Quantum Beam, Mental Defense, Electromagnetism, and Toughness

Sersi

Height: 5'9"

Weight: 140 lbs.

Eye Color: Blue

Hair Color: Black

Species: Eternal

ABILITIES

Intelligence: 4

Strength: 7

Agility: 5

Speed: 4

Durability: 6

6 **18****ACTIONS****Close Combat: 4**

(Strength Bonus or Weapon Modifier)

— Use of Powers in fights

Matter Manipulation: 7**Telepathy: 7**

— Project Illusions

— Unrevealed capabilities

Cosmic Energy Bolts: 7

(from hands/eyes)

— Concussive, heat, light, others

MODIFIERS**Eternal, can appear human****Toughness: (+5)****Immortality** (unless spirit separated from her body or particles dispersed)**EQUIPMENT****Costume: Defense (+1), unknown materials****DESCRIPTION**

SERSI

**Telekinesis: 7****Teleportation: 8**

— Very physically unpleasant, last resort only

Levitation: 6 (as Flight)**Dance: 9**

— Distract

— Entertain

— Persuade

Social Skills: 6

— Human Culture

— Eternal Culture

Instant Healing Factor:

Heal 1 white stone per Panel, regenerate 2 red stones per white stone per Panel

Reflexive Dodge: (+2)**Team Affiliation: Avengers****Wealth: (N/A)****Note:** As an Eternal, Sersi's life force is supplemented by Cosmic Energy

SHE-HULK



Jennifer Walters

Height: 6'7"
Weight: 650 lbs.
Eye Color: Green
Hair Color: Green
Species: Mutagenic

ABILITIES

Intelligence: 3
Strength: 9
Agility: 3
Speed: 3
Durability: 5

(5) 15

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

Ranged Combat: 3

(Weapon Modifier)

— Thrown Objects

Vehicle Operation: 4**MODIFIERS**

Mutagenic, non-human appearance, green skin

Accelerated Healing Factor

EQUIPMENT

1959 Dodge, modified to fly at speed 8 (outer space for limited distances, at GM discretion)

DESCRIPTION

Growing up, Jennifer Walters and her first cousin Bruce Banner were more like brother and sister, but they lost touch when Bruce began working on the top-secret gamma bomb project and Jennifer became a criminal attorney in LA. Years later, when Bruce went to see Jennifer to share his secret, he ended up sharing more than that. Jennifer was driving Bruce to her home when she was attacked and shot by a gangster who wanted her dead in connection with a case she was involved in. Banner had no choice but to give her a blood transfusion on the spot. The transfusion saved her life, but it also turned her into the sensational She-Hulk. Unlike her cousin, Jennifer didn't lose control when she transformed. Rather than look like a monster, she looked like a green super model. If anything, she became less inhibited. In fact, she enjoyed being "She-Hulk" so much that even though at first she was able to transform, she chose to stay in She-Hulk form most of the time. Not only has Jennifer kept up her career as a lawyer, but she's also been a member of both the Fantastic Four and the Avengers.

The differences between She-Hulk and the Hulk are both good and bad: While she retains her intelligence in She-Hulk form, she doesn't get as strong as her cousin. Like the Hulk, she is immune to all terrestrial diseases and her metabolism recovers rapidly from injury and fatigue.

For the most part, Jennifer has turned her biggest challenge into her greatest asset. She's more adventurous and outgoing as She-Hulk than she ever was as plain old Jennifer. She's made interesting friends and met unusual people, only some of whom wanted to kill or capture her. She's a determined opponent, both in the courtroom and in the furthest reaches of outer space. And she's earned her place with two different teams of Super Heroes, as both a teammate and a friend.

SONGBIRD



Melissa Schwartz

Height: 5'5"
Weight: 145 lbs.
Eye Color: Blue
Hair Color: White, with red streaks
Species: Human

ABILITIES

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

(4) 12

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)

— Wrestling

— Aerial Combat

Flight: 4***Social Skills: 3**

— Pro-Wrestling Culture
— Professional Criminal
— Thunderbolts Culture

MODIFIERS

Reflexive Dodge: (+2)

EQUIPMENT

Costume: Defense (+1)

Ranged Combat: 3

(Weapon Modifier)

Mastery of Sound: 4*

— Immune to sonic effects
— Manipulate/create objects of sonic energy (including wings for flight)
— Sonic Blast, normal damage or Area Attack vs. Durability to stun
— Sound Disks, can carry people, as Telekinesis

Team Affiliation: Thunderbolts**Wealth: (2)**

* Sonic Harness: (+4) to any sonic effect wearer is doing (at will)

DESCRIPTION

Some people run away from home and join the circus. Melissa Joan Gold ran away and joined a team of super-powered female wrestlers known as the Grapplers. The Grapplers also happened to be employed by Roxxon Oil for criminal purposes. After a Roxxon scientist surgically altered Melissa's vocal chords so that she could create vertigo-inducing sounds, Melissa changed her name to Screaming Mimi. When the Grapplers disbanded, Screaming Mimi continued her life of crime. She joined the new Baron Zemo's new Masters of Evil, taking part in the infamous assault on the Avenger's mansion. Years later, when Earth's heroes disappeared, the Masters of Evil changed their name to the Thunderbolts and began masquerading as heroes. Screaming Mimi decided it was time for a change too, and changed her name to Songbird. Although their intentions were deceptive, the respect and encouragement they received from the public slowly transformed them into a true team of heroes. When the missing heroes returned, Songbird stayed with the Thunderbolts.

Songbird's screams can produce a deafening sound, stun listeners into unconsciousness or cause her victims to experience terrifying hallucinations. She also wears a special harness designed by the Fixer that channels her screams into solidified sound constructs, taking the form of temporary spheres, shields, pincers, nets and even sonic wings that enable her to fly. Songbird is still learning how to use her powers—a possible future version of herself is actually able to make flying vehicles and spacecraft out of sound!

It took a long time for Melissa to learn that running away from her problems and leaving the decisions to other people would only lead to trouble. She also witnessed firsthand the power of redemption. She's learned that she's more than capable of making the right choices, choices that can benefit others while helping herself. Now that she's taken control of her own life, and found the hero inside herself, her future is hers alone to decide.

SPACE PHANTOM



Unrevealed

Height: **6'8"**
 Weight: **215 lbs.**
 Eye Color: **Blue**
 Hair Color: **Red**
 Species: **Alien**

ABILITIES

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

1**3**

ACTIONS

Close Combat: 1*
 (Agility Bonus or Weapon Modifier)
 — Animal Defenses (Claws, teeth, etc.)

Ranged Combat: 3*
 (Weapon Modifier)
 — Thrown Objects

MODIFIERS

Native of Phantus, near-human appearance: Webbed hands and feet. (If transformed, he appears as his victim)

EQUIPMENT

Also copies victims' equipment

DESCRIPTION

Before becoming an agent of the master of time, Immortus, the Space Phantom, was military strategist on the planet Phantus. When his world invented time travel, the temporal civil wars became so frequent and pervasive that a hole was torn in space and time, creating an entrance to the timeless realm known as Limbo. The Space Phantom tried to escape, but was trapped in Limbo with the rest of his people. He was found by Immortus and offered the chance to escape temporarily from Limbo by switching with other beings outside of Limbo, simultaneously transporting that being to Limbo for Immortus to study. The Space Phantom went to Immortus' home planet, Earth, where he fought with the Avengers and was instrumental in causing Hulk to quit the team. Ironically, it was Thor and the Avengers who later were able to save the planet Phantus from limbo. But the Space Phantom and others of his kind remained behind, the puppet pawns of Immortus.

Space Phantom has webbed hands and feet like all who come from Phantus. Except for his intelligence, he has no real strength or other abilities other than those of the person he transforms into. His abilities don't seem to work on gods or other mystical or unnatural beings. He is presumed to be non-magical although there's no real explanation for what he can do. Although it was originally believed that the Space Phantom was the only one of his race who had this power, it now appears that other Space Phantoms have also visited earth and switched places with humans.

The Space Phantom does not want to be a puppet. He is extremely ambitious. Although he does Immortus' bidding, the Space Phantom hates Immortus and views him as the enemy he must defeat if he is ever to make his ambitions a reality. And he will. In time.

TASKMASTER



Unrevealed

Height: **6'2"**
 Weight: **220 lbs.**
 Eye Color: **Unrevealed**
 Hair Color: **Unrevealed**
 Species: **Human**

ABILITIES

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

4**12**

ACTIONS

Close Combat: 6
 (Intelligence Bonus or Weapon Modifier)
 — All Combat Styles
 — Boxing
 — Wrestling
 — Swordsmanship
 — Martial Arts
 — Aerial Acrobatics

Acrobatics: 4

MODIFIERS

Photographic Reflexes

Reflexive Dodge: (+2)

EQUIPMENT

Costume: Defense (+1)

Custom Sword: (+2)

Bow (+2) and trick arrows: like Hawkeye's, but at **(+2)** instead of **(+4)**

Specialized Billy Club: (+3)

DESCRIPTION

Little is known of the Taskmaster's true identity. When he was young, he saw a cowboy show on TV and instantly knew how to do the rope tricks he saw. As he got older, he realized he had the ability to mimic any physical activity he witnessed. He considered becoming a crime fighter but chose instead the more lucrative role of Super Villain. He studied all the footage he could find showing the actions and reactions of nearly every Super Hero and Super Villain, learning how to fight and think just like them. Somewhere along the way, Taskmaster decided that it was safer to train other villains than to actually be one. He set up a series of crime colleges where he taught mercenaries, Super Villains and even USAgent in the combat methods of Super Heroes.

Thanks to his photographic reflexes, Taskmaster is an expert in the fighting styles of most Super Heroes, especially Captain America, Hawkeye, Spider-Man and Daredevil. While he has a photographic memory, he performs better when he prepares for a mission by studying his exhaustive library of recordings. He recently discovered that by running his recordings at double speed he can similarly increase the speed at which he does them, although the toll this extreme effort takes on his body can leave him exhausted...or worse.

They say you can judge how dangerous a man is by looking at his enemies. That's never been true in quite the same way as it is with the Taskmaster. He can copy anyone, but no one knows who he is. He has become so many people that perhaps even he doesn't know who he is anymore.

TIGRA



ACTIONS

Hunting/Tracking: 4/6

- Urban Environments
- Set up/spot ambush
- Stalking
- Private Investigating

Acrobatics: 5/6

MODIFIERS

Mutagenic, can appear human: Tail, long, sharp canine teeth, catlike eyes, claws, pointed ears as "Tigra," which is her "true and natural" form

Claws/Teeth: (0/+1)

Reflexive Dodge: (+1/+4)

EQUIPMENT

Avengers Communicard

DESCRIPTION

Greer Grant Nelson got her unusual powers from two very different sources—one scientific and one mystical. While working as a lab assistant to Dr. Joanne Tumolo, she underwent an experimental process to achieve her maximum physical potential. The experiment succeeded, but soon afterwards Dr. Tumolo was apparently killed by HYDRA. Greer assumed the identity of the Cat to find the killers but was seriously wounded. To save Greer's life, Doctor Tumolo, (still alive, and secretly a member of the ancient humanoid race of Cat People) transformed Greer into a legendary half-human, half-cat warrior known as the Tigra. Tigra help defeat HYDRA, and later adventured alongside Red Wolf, Spider-Man and the Fantastic Four until joining the Avengers. Tigra has also been a West Coast Avenger and a New York City cop.

Thanks to her mystical amulet, Greer can once again transform between her now-natural Tigra form and human appearance at will, although she prefers to remain in Tigra form. There was a time, though, when she was trapped in a feral, Tigra form and couldn't change back. She has increased abilities in both forms, but her Tigra form is far superior to her human one. She can run, jump and climb at amazing speeds. Her heightened senses let her smell fear.

Like a cat on a fence, Tigra must tread carefully between her human and feline natures. Surrendering to her uncontrollable animal passions can get her into trouble, and has in the past, especially when it comes to relationships with male teammates like Henry Pym and Wonder Man. Greer thought she'd been cured of her animal hungers, only to see them return time and again alongside her recurring fears that she's not good enough to be an Avenger.

Greer Nelson

(Greer/Tigra)

Height: 5'10"

Weight: 180 lbs.

Eye Color: Green

Hair Color: Black/

Orange fur, black stripes

Species: Mutagenic

ABILITIES

Intelligence: 2/2

Strength: 3/6

Agility: 4/5

Speed: 4/5

Durability: 3/5

(3) (5) (9) (15)

Close Combat: 6/6

(Strength Bonus or Weapon Modifier)

Social Skills: 4/4

- Avengers Protocol
- Cat Culture
- Modeling
- Police Procedures

Animal Senses: (7/9)

Transform Self (from Tigra to human form. Requires Mystical Amulet*)

Team Affiliation: Avengers

Wealth: (2)

*Mystical Amulet that allows transformation from Greer to Tigra

John Walker

Height: 6'4"

Weight: 270 lbs.

Eye Color: Blue

Hair Color: Blond

Species: Mutagenic

ABILITIES

Intelligence: 2

Strength: 6

Agility: 5

Speed: 4

Durability: 5

(5) (15)

ACTIONS

Close Combat: 6

(Speed Bonus or Weapon Modifier)

- Taskmaster Training
- Fighting with Shields
- Martial Arts
- American-style boxing
- Judo
- Hand-to-Hand

MODIFIERS

Mutagenic, Human appearance

Toughness: (+2)

EQUIPMENT

Avengers Communicard

Synthetic Bulletproof Fabric Costume: Defense (+1), no 2x Damage from firearms

*Shield: (+5) to Close or Ranged Combat or Defense. Armor Penetrating. Can hit multiple targets and return to thrower. Made of nearly indestructible vibranium. Concave disk, 2.5' in diameter

USAGENT



Ranged Combat: 5

(Weapon Modifier)

- Shield Throwing

Acrobatics: 4

Vehicles: 4

- Military Vehicles

Social Skills: 4

- Avengers Protocol
- Government Organizations

Reflexive Dodge: (+2)

Team Affiliation: Avengers

Wealth: (1)

DESCRIPTION

For as long as he could remember, John F. Walker wanted to be just like his brother, a helicopter pilot who died in the Vietnam War. John joined up, but the war ended before he could follow in his brother's heroic footsteps. After the war, Walker heard about a man called the Power Broker who could supply him with superhuman strength. Walker signed on, intending to pay for the procedure by becoming a pro-wrestler. Instead, though, Walker was convinced to pursue his goal of becoming a Super Hero. He called himself the Super-Patriot and publicly challenged Captain America's role. Captain America refused to take the bait, warning Walker that there was more to being a hero than fighting. Walker would eventually learn that truth the hard way. When the U.S. government fired Steve Rogers as Captain America, they hired Walker to replace him. But Walker's methods grew more brutal and cruel over time, and Steve Rogers eventually returned to the job. After faking Walker's death, the government then drafted him to become USAgent, an operative for the Commission doing the kind of missions Captain America would never touch. The Commission encouraged USAgent to join the Avengers, which he did, and where he stayed even after leaving government service.

Thanks to the Power Broker's enhancements, Walker has superhuman strength and toughness. He was trained by the Taskmaster to duplicate Captain America's fighting techniques and ability with a shield.

USAgent believes that might makes right and the strong are the proper inheritors of the planet. He may seem harsh and brutal, but there is something noble and proud within Walker, and he would willingly die for his country.



VISION

ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)

***Manipulate Body Density: 7**

(Vision's natural weight = 3)

- Phase Attack: 2x Damage, Armor Penetrating
- Phase Stun: Stones vs. Dur. to stun, Ignore all physical armor or Toughness

Acrobatics: 4**MODIFIERS****Android**, near-human appearance, frightful**Artificial Emotion: 5****Toughness: (+4)*****Self-Contained Life Form****EQUIPMENT** None**DESCRIPTION**

The synthezoid known as the Vision was built by Ultron with the purpose of destroying the Avengers, using components from the original Human Torch and the brain patterns of Wonder Man. But the Vision betrayed Ultron and helped the Avengers defeat him. The Vision joined the Avengers and became an integral part of the team. Over time, he learned to feel human emotions. He fell in love with the Scarlet Witch and they married. But then his control crystal began malfunctioning, and the Vision attempted to gain control of every computer in the world. In the end, he stopped himself from doing further damage, but an outraged United Nations saw him as a threat to the world. The government kidnapped and dismantled the Vision, erasing his memory. The Avengers recovered his pieces and Henry Pym rebuilt him. He was reprogrammed with the Avenger's computer files, but without Wonder Man's brain patterns—the Vision no longer felt emotion. Unable even to remember his love for his wife, he ended the marriage. The Vision recently uploaded new brain patterns and regained the ability to feel, but he and the Scarlet Witch remain just friends.

The Vision runs on solar energy absorbed through the jewel on his forehead. Cybernetically activated cells in his body let him vary his density. He can become hard as steel, dense as lead or light as air, thereby allowing him to fly and pass through walls. He can materialize within objects, disrupting them...or worse.

Questions of his nature and origin haunt the Vision. Is he sentient? Are his emotions real? But the answers he has found have only brought new questions about the meaning of existence, which he is ready and eager to explore.

Vision

Height: 6'3"

Weight: 300 lbs.
Eye Color: Red
Hair Color: None
Species: Android**ABILITIES**A.I.: 5*
Strength: 5
Agility: 4
Speed: 6
Durability: 5

(5) 15

Flight: 2**Ranged Combat: 5**(Weapon Modifier)
— Thrown Objects**Energy Beam: 7**— Infrared
— Microwave Radiation, Armor Penetrating**Social Skills: 4**— Avengers Protocol
— Triune Organization**Solar Regeneration** (as Healing Factor, if in sunlight)**Limited Prescience** (to Manipulate Body Density)**Team Affiliation:** Avengers**Wealth: (-1)****Carol Danvers**

Height: 5'11"

Weight: 120 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutagenic**ABILITIES**Intelligence: 3
Strength: 7
Agility: 4
Speed: 5
Durability: 4

(4) 12

ACTIONS**Close Combat: 5**(Strength Bonus or Weapon Modifier)
— Avengers Training
— Kree Style**Ranged Combat: 5**(Weapon Modifier)
— Thrown Objects
— Kree Weapons
— Firearms**Photon Bursts: 7**

— Recharge any electrical device

MODIFIERS**Mutagenic**, human appearance, genetically altered to a Kree-human-hybrid**Enhanced Vision: (+3)**, Electromagnetic Spectrum**EQUIPMENT** None**DESCRIPTION**

Carol Danvers always knew she'd become a hero. She just didn't know what a roller-coaster ride it would be. She joined the Air Force at an early age and rose rapidly through the ranks of military intelligence. She became NASA's youngest-ever security chief, which put her in the right place at the right time to meet Mar-Vell and help him defeat a Kree invasion. But then Carol was exposed to unknown energies from a Kree device that augmented her genetic structure, turning her into a super-powered Kree-Human hybrid. Now she was more than a hero. She was a Super Hero. She took the name Ms. Marvel, often teaming up with Captain Marvel. Then, in a battle with Rogue, Danvers had her memories, powers and very life stolen from her. Even that didn't last. An alien race used a device to trigger the mutagenic potential inside Carol. Now, fueled by the energy of a white hole and with cosmic abilities that rivaled even Mar-Vell, she began calling herself Binary. She even got her memories back, thanks to Professor X, but found she had no emotional connection to them. So she left Earth to adventure among the stars. Years later, she returned to Earth and again changed her name, this time to Warbird. Warbird is currently a member of the Avengers.

Although her cosmic power has diminished over time, it is still quite formidable. She still has superhuman strength, the ability to fly and to project concussive Photon blasts.

Carol Danvers is a warrior who has experienced more loss than most. Loss of powers. Loss of memory. Loss of soul. She continues to wrestle with her personal demons, from alcoholism to despair. But as Warbird she faces them all, every day. She has to. She's a Super Hero, and that's what Super Heroes do.



WARBIRD

Black Ops: 6— Espionage
— Military Intelligence
— NASA Security**Energy Absorption: 7****Flight: 7****Vehicles: 5****Social Skills: 4**— Avengers Protocol
— Air Force Protocol
— Intelligence Community
— NASA Culture**Precognitive Flashes****Toughness: (+4)****Reflexive Dodge: (+1)****Team Affiliation:** Avengers**Wealth: (3)**

WAR MACHINE



James Rhodes

Height: 6'1"
Weight: 210 lbs.
Eye Color: Brown
Hair Color: Black
Species: Human

ABILITIES

Intelligence/S.I.: 3/7
Strength: 2/9
Agility: 2/9
Speed: 2/9
Durability: 3/5

(3) 9 (5) 15

ACTIONS

Close/Ranged Combat: 5/5

[Strength Bonus or Weapon Modifier]

— Powered Armor Combat
— U.S. Marine Multi-style

PA Uni-Beam: 7

[Visible Light, Infrared, UV]

— Tractor [as Telekinesis]
— Laser [cutting tool]
— Image Inducer [as Create Illusions]
— Pulse Bolts 2x damage]

PA Repulsor Rays: 7

[two of these, from hands]

— Range 3
— Can stun rather than wound

MODIFIERS

Appearance Human/Robot in armor he is 6'6"/450 lbs.

PA Laser Blade: (+4), Wrist-Mounted, no S.I. required

PA Stealth Technology: (+4)

PA Targeting: (+2)

PA Laser Absorption Grid: (+5), as Energy Defense

PA Self-Repair

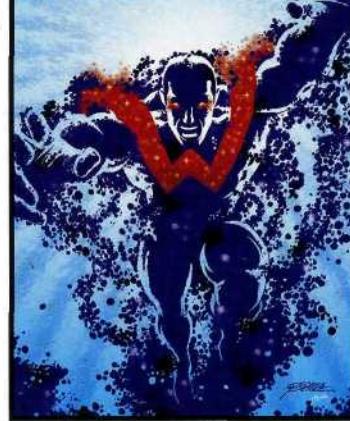
EQUIPMENT Equipment, as needed/allocated**DESCRIPTION**

James R. Rhodes was a Marine in Southeast Asia when he met Iron Man, and later, Tony Stark. Asked to join Stark Industries after the war, he became Stark's best friend and learned that Stark was not only Iron Man, but also an alcoholic. When Stark almost lost his business and his sanity, Rhodes put on Stark's armor and became the new Iron Man. He helped create the West Coast Avengers. Over time, a philosophical and ideological rift grew between Rhodes and Stark. He left Stark Industries, taking with him the new MPI-200 "War Machine" battlesuit he'd helped design. Calling himself War Machine, Rhodes returned to the Avengers. Recently, Nick Fury recruited Rhodes to run a S.H.I.E.L.D. anti-terrorist strike-force.

James Rhodes himself has the strength of a normal human man in great physical condition. But his War Machine armor is one of the most advanced, most mobile, most heavily armored killing machines ever made.

In many ways, the similarities that make Rhodes and Stark best friends are also similar flaws in their characters. Rhodes constantly struggles to control his anger and is every bit as addicted to taking problems into his own repulsor-charged fingers as Tony was to taking a drink.

WONDER MAN



Simon Williams

Height: 6'2"
Weight: 380 lbs.
Eye Color: Red
Hair Color: Gray (dyed black)
Species: Mutagenic

ABILITIES

Intelligence: 4
Strength: 9
Agility: 5
Speed: 5
Durability: 5

(5) 15

ACTIONS

Close Combat: 5

[Strength Bonus or Weapon Modifier]

— Avengers Training
— Captain America Training
— Unarmed Combat

Technology: 5

[Intelligence Bonus]

Flight: 5**MODIFIERS**

Mutagenic, Human appearance, eyes glow red when he uses his power unless he concentrates to prevent this

Toughness: (+9)**Self-Contained Life Form****Business Skills: 5****Acting: 6**

— T.V.
— Movies
— Stunts

Acrobatics: 5

Social Skills: 4
— Avengers Protocol
— Show Biz
— Corporate Culture

Immortality

Instant Healing Factor:
Heal 1 white stone per Panel, regenerate 2 red stones per white stone per Panel

Team Affiliation: Avengers**Wealth: (3)****EQUIPMENT****Avengers Communicard****DESCRIPTION**

Simon Williams engaged in illegal dealings with the Maggia in an effort to save his deceased father's company, but he was caught and brought to trial. When Baron Zemo offered him an opportunity to get back at Tony Stark, whom he blamed for his predicament, Williams took it. His body was bombarded by an "ionic ray" and he transformed into the superhuman Wonder Man. Despite Zemo's manipulations, Wonder Man learned that Stark and the Avengers were not his enemies and he decided not to betray them. This decision cost him his life, or so everyone thought. In fact, Wonder Man would eventually re-emerge as a being of ionic energy. Years later he became an Avenger, acting and doing stunt work on the side. Then he fell in love with the Scarlet Witch, which saved his life. Literally. Because not long after that, Wonder Man was hit by a Kree ion-cannon and his energy dispersed. But his love for Wanda anchored him to this plane, and Wanda was able to use her hex-magic to bring Wonder Man back to life.

Wonder Man is made up of organic matter permeated with ionic energy. This energy nourishes Wonder Man, so that he no longer requires air, food or water. He is impervious to almost everything, including aging, but he still has nerve endings and can experience pain. He has superhuman strength, durability and healing, plus he can fly.

No one really knows what Wonder Man has become. He has seemed to die many times, only to return stronger each time. His last death, and his love for Wanda, have finally allowed him to conquer his fear of death and find some meaning and purpose in his existence.

THE COMPLETE AVENGERS MEMBERSHIP ROSTER

There are various levels of membership status in the Avengers: Member, Probationary Member, Reserve Member, Inactive Member, Resigned Member. And of course, Honorary Membership. Some members first joined the team as Junior Members (Firestar and Justice) but became full members and so are currently designated as Member. Members may also take a leave of absence from the team. Because membership status varies, we've simply broken the following Roster into three categories: Founders, Recruits, and Honorary Members.

FOUNDERS

Ant-Man (Henry Pym, a.k.a. Giant-Man, Goliath and Yellowjacket)

Hulk

Iron Man

Thor

Wasp

Captain America—First Recruit, Retroactive Founding Member

RECRUITS

Ant-Man (Scott Lang)

Beast

Black Knight

Black Panther

Black Widow

Crystal

Darkhawk

Demolition Man

Doctor Druid

Falcon

Firebird

Firestar

Gilgamesh

Hawkeye

Helcat

Hercules

Human Torch (James Hammond)

Invisible Woman

Jack of Hearts

Justice

Living Lightning

Machine Man

Mantis

Mister Fantastic

Mockingbird

Moon Dragon

Moon Knight

Namor, the Sub-Mariner

Photon

Quasar

Quicksilver

Rage

Sandman

Scarlet Witch

Sersi

She-Hulk

Silverclaw

Spider Woman (Julia Carpenter)

Spider-Man

Starfox

Stingray

Swordsman

Thing

Thunderstrike

Tigra

Triathlon

U.S. Agent

Vision

War Machine

Warbird

Wonder Man

HONORARY

Brandon, Moira (Posthumous)

Captain Mar-Vell (Posthumous)

Deathcry

Guardians of the Galaxy:

- Aleta (Starhawk)

- Charlie-27

- Major Victory (Vance Astro)

- Martinex

- Nikki

- Starhawk

- Yondu

Jocasta

Jones, Rick

Magdalene

Marrina (Marrina Smallwood)

Masque II ("Bio-duplicate" of Whitney Frost)

Swordsman II (Phillip Jarvert)

"Teenage" Tony Stark

Two-Gun Kid

Whizzer

Yellowjacket (Rita DeMara) (Posthumous)



HUMANS

Not everybody who's important in the world of Hulk and the Avengers has super powers. Some of their worst enemies are "mere" humans like Justin Hammer or General "Thunderbolt" Ross. And some of their staunchest allies have stood by their side with nothing more powerful than their own bravery and determination. Here are four of the most important guest stars in the world of the Avengers and the Hulk.

EDWIN JARVIS

Edwin Jarvis's black hair has turned gray during his long years of service first to the Stark family, and later, to the Avengers. Jarvis was Tony Stark's butler until the formation of the Avengers. Stark, who was secretly Iron Man and not-so-secretly the financial backing for the team, intended to donate his mansion to be used as Avengers HQ, and he asked Jarvis if he would become the butler to the team. Jarvis, no stranger to adventure and duty, agreed. In his youth, Jarvis had served valiantly as a pilot in the Royal Air Force in his native Great Britain. He was also the R.A.F.'s boxing champion for three years.

Jarvis has served the team bravely, faithfully and with distinction. Although he was once manipulated and mind-controlled by Ultron, he has never willingly betrayed the team, even to the point of torture by super-powered enemies. His responsibilities extend far beyond those of a normal butler. In addition to the preparation of food and cleaning, Jarvis is in charge of maintaining the mansion's state-of-the-art technical systems and the Avengers' Quinjets. He oversees the repair of any damage done to the Mansion, which has often been fairly extensive. Jarvis supervises all technicians and oversees an extensive staff in the Mansion's operation. On rare occasions, Jarvis has even helped the team on missions, serving in a support capacity.

As a trusted friend to the team, Jarvis has also served in a more personal capacity for many of the Avengers. A sounding board to some, a surrogate father to others, Jarvis offers a unique perspective and years of experience in dealing with the problems of Super Heroes.

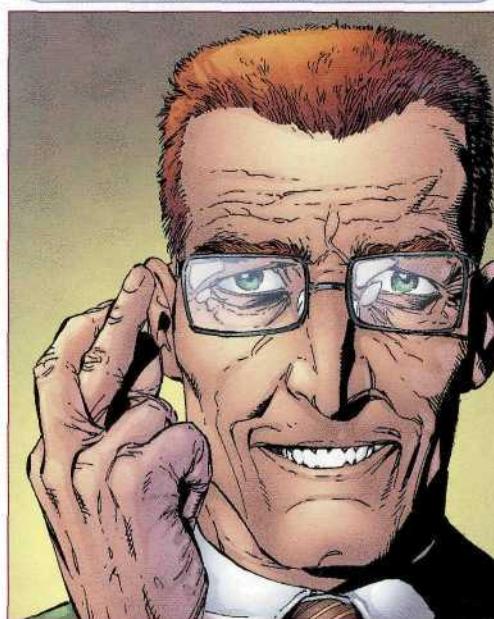
HENRY PETER GYRICH Henry Peter Gyrich was appointed by the National Security Council to investigate irregularities in the operations of the Avengers after the Avengers were granted special privileges by the United States Government.

When he approached the Mansion, he found a gaping hole in the wall and without any of the Avengers present, he entered the Mansion and over-powered Jarvis. When the Avengers returned, Gyrich introduced himself and began to make changes in the security and operations of the Mansion, including the determination of who should be in the Avengers. Gyrich seemed to take great pleasure in exerting control over those more powerful than himself, and was generally despised by the team. Gyrich was eventually reassigned to other duty within the government, moving on to projects where he could address the growing mutant problem. Gyrich was involved in two covert anti-mutant government operations, Project Wideawake and Operation: Zero Tolerance. But government moves in strange ways, and eventually Gyrich found himself reassigned again, as the government liaison to the Avengers. After the Avengers were given new roles as Earth's Protectors by the United Nations, and therefore no longer under the control of the U.S. Government, Gyrich stayed on with the team and their official UN liaison.

Throughout all of his experiences with the Avengers, Gyrich has rarely been troubled by his conscience. Motivated solely by power, and a healthy instinct for self-preservation, Gyrich always uses his political senses to make sure that he lands on his feet. He navigates the dangerous waters of covert government operations and political wheeling and dealing like a shark: predatory, ruthless, and absolutely without remorse. The word trust isn't in his vocabulary, except maybe as something to be abused and violated. Gyrich can be involved in just about any secret government operation, either willingly or as a result of being blackmailed by those even darker and more deeply entrenched in government than himself.



Stalwart Allies and Necessary Evils:
Jarvis (above) and Gyrich (below)



JUSTIN HAMMER

Justin Hammer is living proof that you don't need to have super powers to be a Super Villain. Or even a criminal record. This British-born, billionaire citizen of Monaco is a criminal financier and unscrupulous industrialist whose empire includes numerous multi-national weapons manufacturing firms. He's also known to supply weapons to numerous criminal organizations like the Zodiac, Viper and more. Over a dozen costumed criminals are in his employ, including members of the Masters of Evil. For his support, it is rumored Hammer receives 50% of their take.

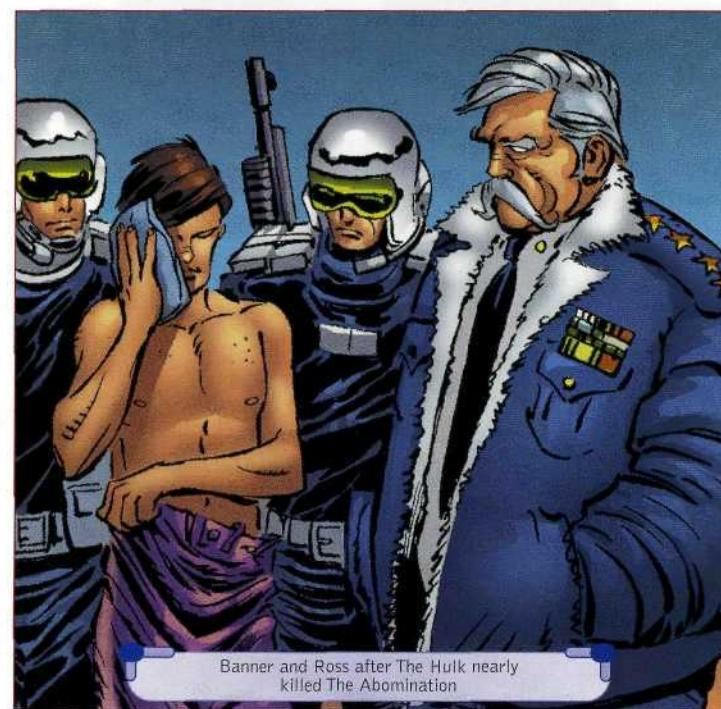
The level of industry at which Justin Hammer, Tony Stark and Obadiah Stane compete is incomprehensible. Their respective multinational empires each are so vast, so powerful, and so wealthy they're more like governments than businesses, only larger. For the most part, the governments and militaries of the world are far more dependent upon Hammer,

Stane and Stark than vice versa. And while Stark plays within the law, Hammer and Stane recognize no such limitations. Hammer has pretty much anything he needs at his disposal, from politicians in his pocket to attack submarines, advanced military jets, floating villas and private armies of hi-tech warriors and vicious mercenaries.

Justin Hammer is a brilliant businessman and a genius at high finance. He's also totally ruthless and power-mad. He's easily capable of setting up diabolically complex and evil plots to achieve his ends, which can frequently involve the destruction of Tony Stark, Stark Enterprises, Iron Man, etc. But Justin Hammer can be behind just about any criminal enterprise that can increase his wealth or power, whether immediately or some time in the future. He recognizes no rules or boundaries, moral, legal or otherwise.



The face of evil: Justin Hammer



Banner and Ross after The Hulk nearly killed The Abomination

GENERAL THUNDERBOLT ROSS

Thaddeus "Thunderbolt" Ross is the last in a long line of warriors (see stats, P. 55). A distinguished war record as a pilot

led to command of a top-secret military research project, experimenting with gamma radiation. As military leader of the project, General Ross continually banged heads with the pacifistic civilian supervisor, Dr. Bruce Banner. Even worse, his own daughter Betty had fallen madly in love with the civilian wimp, instead of the military officer Ross would have preferred. When a failed test of the gamma bomb led to the creation of the Hulk, Ross was put in charge of "Operation Hulk." His mission was to find, capture or kill the monster, by any means necessary. In pursuit of that mission, Ross has endangered innocent civilian lives and caused far more havoc and damage than the Hulk ever would have done on his own.

When Ross learned that Banner was in fact the Hulk, he felt even more justified in his hatred for the scientist. But Betty loved Bruce, and when Doc Samson managed to separate Banner from the Hulk, Ross reluctantly came to support the marriage he had so fervently opposed. Ross even found himself on the same side as Banner again when Banner took over leadership of the Hulkbusters, although the two

rarely agreed on anything. That all ended when Betty Ross was stricken with radiation sickness as a result of her long-term exposure to Banner. When she died, Ross swore to take Banner's life in return for the life of his daughter. Even though it turned out that the Abomination had poisoned Betty, Ross didn't forgive Banner. He simply manipulated Banner into nearly killing the Abomination, and then took what was left of the Abomination into custody.

Ross' life was forever changed by the existence of the Hulk. He has done things he never would have believed that he was capable of doing, all in the name of hatred, and of love. With access to advanced weaponry and the resources of the US military at his disposal, General Ross is one of the Hulk's most dangerous—and persistent—opponents.

NEW ACTIONS

The *Marvel Game Guide* has all the information you need to make up any Actions or Modifiers you could want. Of course, why work any harder than you have to, right? So here is a second helping of new Actions and Modifiers, plus new Options for existing Actions and Modifiers, that we've developed to go along with the new characters in this Hulk and the Avengers Supplement.

ANIMAL TRAINING

Cost Level = Action Number

DESCRIPTION

The broadest latitude should be given to the player's attempts. This Action should be named for what animal you are expert in (Lion Taming, Elephant Training, Falconry, etc.). You can affect animals outside your specialty but get an appropriate negative Situational Modifier. Obviously some animals are harder to train than others, and some may be either too wild or too unintelligent to train for practical purposes. Difficulty and Resistance are highly variable and depend very much on the individual animal (GM discretion prevails).

COMMENTS

Just the thing for those who want a character who understands and relates to animals. Or the creep who wants to unleash hordes of rats upon his panic-stricken victims. Whatever. It won't cost you much in any case; it's about as cheap as it gets. Yes, you can play an elephant trainer. (Elephant not included.) Housebreaking may be assumed—unless you want to go there!

Rules for Action Box:

- Train Animal(s) of choice
- Stones vs. Scenario description to train animals

EXAMPLE

Falcon wants to train a new and very wild bird that has defied other trainers. The GM decides that this particular bird has a Difficulty of 8 for being trained and sets the Resistance at about a week to train (remember, "resistance" can be almost any measure, not just in stones). Falcon has Falconry at 7, but the GM gives him a Situational Modifier of +2 for his Telepathy with Birds and this puts him over the top. He trains the bird for a week and he has completed the job.

DANCE

Cost Level = Action Number +1 Level

DESCRIPTION

This isn't just getting on the dance floor and busting some moves. Dance as an Action allows you to affect others with the force of your performance. It can, alternatively, be oratory, miming, kabuki or any other performance art. Dance can change people's moods and even their subsequent Actions. Dance can seduce. If the opportunity to practice this performance art arises, stones can be combined with social skills to change people's minds and actions and overcome Social Skill Difficulty Levels. The dancer can change the mood of an audience by causing them to relive a particular experience with lasting effect on their attitudes. As always with highly subjective Actions like this, GM discretion as to the limits of the effect is advised. Possible effects include a 1-or-more stone penalty (or bonus) to audience's Actions for a brief time after the dance. Dance can cause increasing restlessness, belligerency, contentment (etc., at the dancer's will) after the dance. An Action like Dance can be resisted by stones from Intelligence, Mental Defense or any relevant Action or Social Skill.

COMMENTS

For those who wish to create unique characters, an Action like Dance certainly sets them apart. Because of the potential to change people's beliefs and Actions, this is an interesting choice and one easily underestimated.

Rules for Action Box:

- Influence moods, attitudes, actions
- Combine stones with Social Skills when appropriate
- Can create minor but lasting impressions

EXAMPLE

Salome has been asked by her mother to get a great favor out of her Father, King Herod. She uses her Dance Action at 5 and adds 4 stones in Social Skills to beguile him. As Herod has no reason to be on his guard, he watches and is influenced by the dancer, offering her half his kingdom or anything else she wants at the end of the dance. Now, if Herod had not wanted to be influenced by the dance he could have used either stones in his Social Skills or his Intelligence to resist being influenced.

HORSEMANSHIP

Cost Level = Action Number

DESCRIPTION

Horsemanship covers riding, grooming and understanding horses (but not the actual training). For the most part, it means getting your horse to do what you want it to do even if the horse wouldn't normally want to do it. It also means that you can engage in certain Actions while on horseback without incurring negative situational modifiers, or even possibly gaining positive modifiers from the horse itself. Riding a horse is similar to "Vehicle Operation" except that it is a horse and not a vehicle. (See Vehicles, *Game Guide*, P. 84-85).

You can combine your Horsemanship Action Number with Close Combat when fighting. But in order to add your Close Combat when fighting against dismounted opponents, you must use a weapon with sufficient reach, such as a lance, sword or lasso—fists don't count.

Attacking with Close Combat from Horseback:

Speed of Impact + Horse's Weight Modifier + Horsemanship + Close Combat
You can attack the enemy horse, rider or both (splitting stones as desired).

Defending against Close Combat while on Horseback:

Defense + Horse's Maneuver Modifier + Defense (Toughness, Reflexive Dodge, etc.)
So a man on foot usually has a 4-stone disadvantage against a mounted foe.

COMMENTS

A horse can provide a good protection and can enhance your ability to fight and survive, if you tend to operate in environments where horses make sense. In other words, unless you're the Two-Gun Kid you won't be using this Action every mission (of course, if your horse has wings it's a different story!).

Rules for Action Box:

- Riding, grooming and understanding horses

EXAMPLE

Reno Jones has a Horsemanship of 4. Wielding his Buffalo Rifle like a club (+2), he charges at Catfish Pete, a villain who is on foot. His intention is to ride his horse right into Pete while hitting him with his rifle. Reno has Close Combat of 4, to which he can add his weapon

bonus of 2 for a total of 6 stones. But since he has Horsemanship at 4 he can add 4 more stones to his combat, for a total of 10 stones so far. On top of that, he adds his horse's current speed (+2) and weight (+3) for a total of 15 stones of effect. 8 of these stones are from Reno, the other 7 are from his weapon and his horse (Speed of impact + weight). The villain puts all 9 of his stones into defense, but 6 stones of damage get through, costing him 6 white stones of health. He chooses to be knocked out rather than be dead.

MANIPULATE BODY DENSITY

Cost Level = Action Number + 5 Levels

DESCRIPTION

You can increase or decrease your natural mass by one "column shift" up or down on the Weight row of D&R per stone of energy spent. Your body weight in stones on the D&R is your initial natural mass (generally speaking, no higher than 3). For every stone your density increases, you gain 1 in Toughness or Strength, your choice. If your density = 0, you may pass through solid objects. Maximum weight (in stones) = natural weight (in stones) + Action Number. It costs 1 stone/Panel to maintain.

OPTIONS

- Phase Attack: Ignores all physical armor or Toughness, 2x Damage, combine with Close Combat. Density must equal 0. (+3 to Cost Level) This attack is extremely painful to the victim. (Heroes may tend to view such a method as morally questionable.)
- Phase Stun: Stones vs. Durability to Stun (from extreme pain). This Action can also be combined with your Close Combat. Density must equal 0. Defense counts, but ignore all physical armor or Toughness. (+2 to Cost Level)

COMMENTS

This power is especially useful for taking advantage of the surrounding environment. The deadly Phase Attack option is highly effective, although expensive and extremely painful to the victim.

Rules for action box:

- One shift on Weight row of D&R per stone
- Duration = 1 stone/Panel to maintain
- Maximum weight = natural weight (in stones) + Action #

EXAMPLE

Vision wishes to pass down a hallway, but it's trapped with pressure plates. No problem. Vision spends 3 stones to reduce his density to 0 and 2 stones in Flight, and passes right over without activating them. He opens the window at the end of the hall and simply...leaves. (So what if it's 28 flights up when you don't weigh anything?) He lands lightly on top of one of the villain's cars. So, for the good of all, Vision plays 7 stones to increase his density from 0 to 7. CRUNCH! Scratch one car (which now



has a Vision-sized hole crushed through it...). Now, for figuring out Vision's maximum weight, we'd start with his standard weight of 300 lbs., or 3 stones on the Weight Row of the D&R chart. Since his Manipulate Body Density Action Number is 7, Vision's maximum weight would be 10 stones, or somewhere between 75 and 100 tons.

PRIVATE INVESTIGATING

Cost Level = Action Number

DESCRIPTION

This "discreet art" enables a hero to discover a subject's location, personal secrets, wealth, false identities, etc. This is not unlike Hunting/Tracking-meets-Black Ops and has some of the general characteristics of either. It includes being able to trail or observe someone physically in an urban environment, as well as following a paper/electronic trail. P.I. is an Action with so many Specialties that it's unlikely to find anyone who is an expert in all of them.

Specialties include

(feel free to make up your own):

Tailing/Shadowing • Interrogation
Breaking and Entering • Searching
Info-Hacking • Locating Individuals
Surveillance • Security Systems
Bribery/Blackmail • Legal/Police Procedures
Process Serving • Evidence Gathering
(Medical, Physical or Financial) • Divorce

COMMENTS

Want to uncover a Secret Identity? Blackmail your boss into giving you that raise? Uncover your husband's secret affair? Expose your enemy's most intimate secrets? Dirty office in NYC 6th Avenue dump not included. Like Black Ops but without the wetwork. The perfect thing for gossips, eavesdroppers, busybodies, agitators, whistleblowers, extortionists and other riff-raff. Works best in an urban environment where both physical and electronic aspects of being a P.I. can be exploited. Computer skills can be helpful, especially if Specialties are chosen to support being a P.I. But if you want to do it the Sam Spade way, that's fine, too.

Rules for action box:

- General investigative skills
- (Insert Specialties)

EXAMPLE

Trying to figure out who trashed a government lab, most of the Avengers look for ionic energy trails and strange radiation. But Tigra puts 5 stones into Private Investigating and notices a filing cabinet that's been broken into and the files ransacked. Even better, she comes up with a drop of fresh blood on one of the broken filing cabinet doors. By checking out the blood on the computers at the Avengers Mansion computers, Tigra discovers the blood belongs to Norbert Ebersol, the Fixer.

PSYCHIATRY

Cost Level = Action Number + 4 Levels

DESCRIPTION

You can use Psychiatry in two ways, and neither one requires a couch or an office. The first way is similar to Social Skills, spending stones to reflect that you're using your understanding of your subject's motivations, thoughts and feelings to achieve your goal. Psychiatry can be used to "get through" to a subject by overcoming his mental defense in order to establish a dialogue. You can use this Action as a direct substitute for Social Skills and can combine stones with Social Skills (Black Ops, etc.)

to manipulate others. (We suggest that the GM should give extra Situational Modifier stones if the player can come up with an apropos pop-psychology line to supplement his efforts.) The second way to use the Psychology Action is like Medical Healing, with stones directed specifically at those with mental disorders, or who have suffered some level of mental damage. Regardless of which way you use it (you get both for the price of one), you can also buy an Intelligence Bonus at a discount.

When attempting to use Psychiatry, remember that the Difficulty and Resistance of each subject is highly variable and depends very much on the individual. For treating normal subjects, Difficulty is equal to their Intelligence plus Mental Defense. To establish a rapport, Resistance is equal to Difficulty. But to bring about a complete cure, Resistance could be literally in the millions.

Specialties include

(feel free to make up your own):

Mutant Psychology • Alien Psychology
Super Hero Psychology • Sociopathic Behavior • Research/Experimentation
Artificial Intelligence

OPTIONS

- Intelligence Bonus (+2 to Cost Level)
- Can't (or refuses to) manipulate others (-2 to Cost Level)

COMMENTS

Psychiatry may not necessarily cure a problem instantly, but it can get a dialogue started. Note that Healing, while it fixes injuries, does not necessarily cure an incurable disease, though they may hope to develop a cure. That's sort of what's going on with psychiatry: It can help. It may even find a cure. But it's not like a bandage on a wound. Psychiatry may be at its most effective in helping you leverage the weaknesses of a lunatic or Super Villain. Interesting Action when taken along with Social Skills or Black Ops. If there is a psychiatrist in the party, the GM might want to predetermine how many stones it would take to sway his villains (or if they can be swayed at all).

Rules for action box:

- Interaction with NPCs, treatment of mental disorders
- (Insert Specialties)

EXAMPLE

The Hulk is on the rampage and must be stopped. So Doc Samson issues forth and plays 5 stones of

Psychiatry to try to get through to the Hulk. ("Speak to me, Banner! I know you're in there, somewhere!" he cries.). The GM has noted in the Scenario that it takes 4 stones of Psychiatry (or similar attempts) to calm the Hulk down a bit, and finding the conversational approach acceptable, Hulk puts down the School Bus and says "You speak to Hulk? Hulk want smash!" Doc hasn't cured the Hulk, but at least he's got him listening..."No, Hulk, you know you don't want to do that, Betty wouldn't want you to..." (Doc tosses in 5 more stones for the next Panel) and so on and so-forth. As a result, Doc Samson will have saved a School Bus full of kids without raising anything other than his voice.

EXAMPLE

Here are two ways Black Panther uses Statecraft. In the first, Man-Ape has taken over Wakanda in Black Panther's absence. Black Panther learns of this and returns home. He travels the kingdom, commanding all the subjects he encounters to follow him, putting in 3 continual stones of effort per Panel (his regeneration rate), and has before long recruited an army of loyal followers to stage a revolution and drive out the hated Man-Ape, who has no such Statecraft skills to command the loyalty of Wakanda. For the second example, there has been a dispute between two competing tribes in Wakanda over employment in the Vibranium industry. Black Panther commands the two leaders to meet with him (putting 9 stones of effort into each communication), and when the meeting occurs, uses his authority (to overcome the Difficulty of 7 set by the GM) to divide the available jobs proportionately between the tribes in order to settle the issue and end the dispute.

STATECRAFT

Cost Level = Action Number + 2 Levels

DESCRIPTION

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

Specialties include

(feel free to make up your own):

Negotiation • Politics • Strategy • Justice Languages • Cultures • Teaching Administration • Deterrence

COMMENTS

Note that Statecraft includes but is deeper than mere Leadership. It is not the ability to conquer, *per se*, but rather what to do once one has been there and done that. Thus, heroes like Black Panther are true Rulers while the likes of Kang tend more toward mere war and conquest. Statecraft is more comprehensive, but more of a burden than Leadership (and the cost difference reflects that).

Rules for action box:

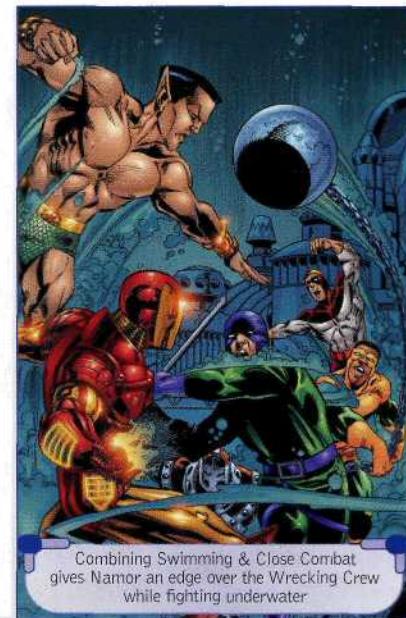
- Includes Leadership
- (Insert Specialties)

SWIMMING

Cost Level = Action Number

DESCRIPTION

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



Difficulty	Water Speed
1	1 mph
2	2.5 mph
3	5 mph
4	10 mph
5	25 mph
6	50 mph
7	100 mph
8	200 mph
9	400 mph
10	800 mph (Max. practical water speed. Above that, detrimental environmental effects will occur, water converts to plasma.)

Note: Pressure and breathing are two other aspects to functioning underwater you should take into consideration, especially if swimming is critical to your character and you plan on operating in the depths of the ocean for extended periods of time. You may want to buy 1 stone of Self-Contained Lifeform Modifier, described as "Resistance to deep sea pressure" (P. 70, *Game Guide*). As for breathing, you may want 1 stone of Self-Contained Lifeform Modifier, described as "No need to breathe" or "Breathe underwater." If you need them both, and if you're human you do, then you might want to spring for the extra stone and just get the full Self-Contained Lifeform modifier. Of course, if your character is Atlantean like Namor, you don't need either.

OPTIONS

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

COMMENTS

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

Rules for action box:

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

EXAMPLE

When a sailboat sinks in a hurricane with 5 people aboard, Namor is on hand to rescue the trapped human occupants. Namor knows of an underwater cave with a substantial air pocket about half a mile away. The humans can hold their breaths for about a minute or so, so Namor grabs them, and puts 7 stones into Swimming, 5 for water speed (he's not restricted by normal human water speed), or 50 mph, and 2 stones to carry the humans. In 2 Panels he arrives at the cave with the humans, and then goes back for more.

NEW MAGICAL ACTIONS

VOODOO

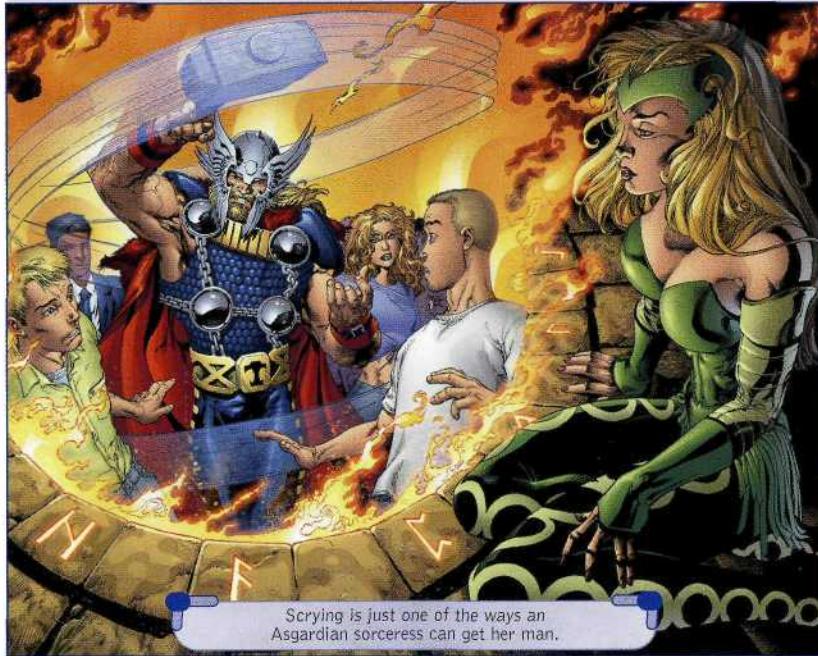
Cost Level = Action Number + 2 Levels

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

- **Communication with the dead:** if you have an object, body part or are at the place of death. (This can yield useful blackmail and other information.)
- **Communication with the forces of Nature:** be they beasts, birds or even some wise trees (effect similar to Social Skills). This can include spirits and minor powers, like Summoning, but is more like "requesting their presence" than "Summoning."
- **Zombies:** The raising of the dead to roam the earth again. Zombies may be summoned forth from a graveyard, or from anywhere bodies are available. Typically: Int: 1, Str: 2, Agi: 1, Spd: 1, Dur: 2, Close Combat: 1 (unless it was higher before). Player can control 1 zombie per Action Number, and it costs 1 stone per Panel to maintain control of all zombies currently under control. (Range of control = Action Number) They are not mindless and can be ordered to do much more complicated tasks than mere fighting (although they cannot speak). If normal human stock is used, one tends to get zombies as described above. If Super Heroes fall victim, the Voodoo Master gets a tortured hero to command, with all powers, Abilities, etc. (perhaps twisted a bit). If you release zombies from active control, you can either send them to their final rest, order them to guard specific places or leave them where they are to be reactivated later.
- **Zombie Brew:** This is a Voodoo potion which, when ingested, turns the living victim into a zombie within 3 days unless a cure can be found or the condition is stabilized. The victim arises as a total and "permanent" zombie slave of the Voodoo Priestess, telling her all his secrets, etc. The maximum strength of the brew is the Action # of the brewer. Strength of the brew must exceed victim's Durability + Magical Defense for success. Anyone who succumbs to this brew goes into a deathlike coma an hour later. Resistance when making brew: It takes days to brew and may require extensive rituals or rare/unavailable materials, as well as spending 10 stones of effort for every 1 stone of the brew's strength. Treatment: To diagnose or to stabilize this pre-zombie state (it's not readily apparent) requires as many stones as the strength of the brew (Action # of Brewer). To fully cure (using Healing, Magic, Technology and the like) takes one more stone than the strength of the brew.
- **Weakness:** A curse which can cause a victim to suffer from inexplicable loss of energy. It requires one Panel to prepare for each stone of effect. Stones of effect vs. Durability + Magical Defense. The victim loses the use of one red stone of energy for every stone of damage. (E.g., 5 stones of Voodoo vs. 3 Durability makes 2 red stones temporarily sick and weakened), and will not regenerate until the victim recovers. Range = 2, Duration = Stones affected on Duration Row of the D&R chart.
- **Cause Injuries/Pain:** Like a Force Blast. You describe the injury to the victim. Injuries can include boils, blood burning in veins, making the victim trip and fall or hurt themselves with their own weapons, etc. (GM discretion applies, of course). Note: Unlike other Voodoo attacks, this one works against all defensive stones (including Magical Defense). Range = 2.
- **Voodoo Dolls:** Symbolic representation of victim which allows you to attack the victim at a distance, even if you are not present. First, you must make the doll. You must spend 10 stones of effort for every 1 stone of effect the doll can produce. The maximum effect of the doll you create is your Voodoo Action Number. So, to create an 8 stone Voodoo

Doll, you'd need a Voodoo Action Number of 8 and the doll would cost 80 stones. The doll has no range limit, and

using a Voodoo Doll, even one that already exists, you must have the Voodoo Action. If you don't have Voodoo,



lasts until destroyed. Creating a doll requires actual bits of the person/object (blood, hair, fingernails, etc.) for proper effect. It may also require specific rare ingredients, requiring special missions (etc.) to acquire them. Once a doll is created, its attack can't be avoided by the victim, although it can be resisted by stones of Magical Defense plus either Intelligence or Durability, victim's choice. Any stones that get past those defenses do damage. Once the doll exists, putting 1 stone of effort into the doll yields one stone of effect. (Remember, stones are stones!) Effects can be long term or short term. Stones can be accumulated for greater effects. Add stones for duration as per the Duration Row on the D&R chart; these stones do not add to the effect. Effects can reduce available energy as per Weakness or do direct damage, as per Cause Injuries/Pain. Effects can also include pain, blindness, paralysis, physical distortion, behavior modification, and even gross muscle control by Voodoo Priest. In cases like these, the number of stones of damage are irrelevant: a single stone of damage is all it takes for the effect to succeed. Treatment: Diagnosis/Stabilization of effects as per Zombie Brew, above. To fully cure, however, the doll must be destroyed. Note: Anyone can destroy a Voodoo Doll. Smash it, blow it up, melt it in a fire. Unlike the movies, you can't just pick up a Voodoo Doll and affect its victim. To create an effect

then if you throw a Voodoo Doll in the fire, it melts and is destroyed.

ASGARDIAN SORCERY

Cost Level = Action Number + 2 Levels

Asgardian Sorcery encompasses the same basic powers and Options as Sorcery, including Restrictions 1 and 2. But has a special emphasis on nature and perhaps a touch of Witchcraft, including poisons, etc. Here are a few examples, and feel free to pull out anything from Norse Mythology!

- Love charms and potions, such as the Enchanted Kiss, which will enslave almost any male for one week (if victim freely accepts the kiss). If victim is in love already or the victim resists, etc., one must overcome Intelligence + Magical Defense for success. In this case, stones of damage determine initial duration (on the D&R Chart). Stones may be added subsequently for additional duration. Players are encouraged to make up their own effects.
- Transform Others: At range, and into just about anything you want. To succeed, you must overcome victim's Durability + Magical Defense.
- Transform Self
- Endowment: The granting of extreme Abilities, Actions or Modifiers on mortals to a maximum of Action Number. This spell can be temporary or permanent at GM discretion. It can be broken or not, usually a function of story line.

- Flying or making others fly, including giving others wings.
- Scrying: Seeing known objects or people at a distance, turning almost any flat surface or sphere into a crystal ball-like object to spy and eavesdrop.
- Many hypnotic effects, including post-hypnotic suggestion and altered memories.
- Navigational Magic: to overcome hazards (and Difficulty), such as safety against storms, navigate the Bermuda Triangle, etc.
- Astrology, predicting the future and discerning fate (stones vs. Difficulty number of the prediction as set by the GM).
- Illusion and misdirection: Puzzles, tricks and practical jokes being considered a premium. Stones vs. Intelligence, area effect, not limited by Restriction 1.
- Asgardian Shape Shifting: Unlimited, may assume any shape.
- Talk to Animals and trees, other minor natural magic.

NEW MASTERIES

Selected Masters of Elements

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

Collector: Mastery of Cosmic Energy

Cost Level = Action Number + 25 Levels

- Unlimited Manipulation/Creation of Cosmic Energy (+5 to Cost Level)
- Increase Strength, Agility, Speed to Mastery Action # (+3 to Cost Level)
- Cosmic Blast, 2x Damage (+1 to Cost Level)/(Mastery is already so expensive, the GM charges only +1)
- Accumulate Energy (+2 to Cost Level)
- Increase Actions he has already to Mastery Action # (+2 to Cost Level)
- Manipulate Mass (+1 to Cost Level)
- Shape Shifting (+3 to Cost Level)
- Mastery is of extraordinary power (+8 to Cost Level, GM discretion)

Crystal: Mastery of the Four Elements (Earth, Air, Fire and Water)

Cost Level = Action Number + 7 Levels

- Immunity to effects (+1 to Cost Level)
- Create/Manipulate (+1 to Cost Level)
- Elemental Attack: (Earthquake, Water effects: Use Area/leaping row on D&R. Air [as Tornado] and Fire do stones of effect.) (+1 to Cost Level)

- Accumulate Energy (+2 to Cost Level)
- Limits: 1 hr. max. duration for single effect; 45 minutes for multiple effects (-1 to Cost Level)
- Mastery is extraordinarily wide-ranging (+3 to Cost Level, GM discretion)

Firestar: Mastery of Microwave Energy

Cost Level = Action Number + 4 Levels

- Manipulation of microwave energy, create heat, barriers, melts most projectiles on contact (+1 to Cost Level)
- Accumulate Energy (+2 to Cost Level)
- Microwave Blast (+1 to Cost Level)
- Also bought Flight at a discount.

Mantis: Mastery of Pama

Cost Level = Action Number + 5 Levels

- Contact with all plants in the known Universe (+2 to Cost Level)
- Control, inhabit plants (+2 to Cost Level)
- Form plant simulacrum of self from any plant (+1 to Cost Level)
- Pacifism: May not intentionally cause actual injury to others (-1 to Cost Level)
- Astral Teleport to any plant in the known Universe (+3 to Cost Level)
- Also bought Mystical Healing at a discount.

Photon: Mastery of Energy

Cost Level = Action Number + 7 Levels (Cosmic rays, photons, gamma rays, ultraviolet, visible light, infrared, microwaves, Radio waves)

- Immune to effects (+1 to Cost Level)
- Force Blast (Variable Energy): (effect determined by energy type) (+1 to Cost Level)
- Transform to energy form desired, physicality determined by energy type (1 red stone/Panel to maintain) (+1 to Cost Level)
- Create holographic illusions (they have no shadows) (+1 to Cost Level)
- Mastery is extraordinarily wide-ranging (+3 to Cost Level, GM discretion)
- Also bought Flight at a discount.

Plantman: Mastery of Plants

Cost Level = Action Number + 4 Levels

- Exists only as his element (-1 to Cost Level)*
- Create/Manipulate plants, control, accelerate growth, etc. (+2 to Cost Level)
- Communication with plants (+1 to Cost level)
- Grow plantlike appendages such as roots to use as rope, etc. (+1 to Cost Level)
- Gardening expertise (+1 to Cost Level)

This is a recent development.

NEW ACTION OPTIONS

IMPROVED DRAIN ENERGY

NEW OPTIONS

- Extreme Death Factor, must drain all white stones from a human once per day, or he is dead. (-4 to Cost Level)

MASTERY OF ELEMENTS

NEW OPTIONS

- Unlimited Create/Manipulate: Includes barriers, object creation and working devices (+5 to cost level)
- Must exist as your element of Mastery only (this results in a certain loss of humanity) (-1 to Cost Level)
- Mastery is of extraordinary power or scope (+1 or more to Cost Level, see New Masteries for examples)

PHASE SHIFT

NEW OPTIONS

- Phase Attack: Ignores all physical armor or Toughness, 2x Damage, combine with Close Combat. (+3 to Cost Level) This attack is extremely painful to the victim. (Heroes may tend to view such a method as morally questionable.)
- Phase Stun: Stones vs. Durability to Stun (from extreme pain). Can be combined with Close Combat. Defense counts, but ignore all physical armor or Toughness. (+2 to Cost Level)

TECHNOLOGY

NEW OPTIONS

- Transference: For A.I. or machine-based intelligences only. Transfer your consciousness into a computer, robot, Powered Armor, etc., and take control of it. Very much like Telepathy (Possession Option) but applies to machines only. Must overcome A.I./S.I. defense of a machine, if any, for success (the GM may modify this, depending on the machine). (+2 to Cost Level; +2 Cost Levels extra for auto-transference if knocked out or killed.) This Option may also be applied to Computers (see *X-Men Guide*, P.44).

- Simultaneously occupy multiple machines: Must have Transference Option above. Costs 1 stone per Panel per Robot under active control. Computers may be "slaved," where many may operate as one. As long as one of them is operable, you are okay (+2 to Cost Level).

NEW MODIFIERS

COSMIC AWARENESS

Cost = 15 white stones

DESCRIPTION

Perceive objects, individuals, and any other threat to the cosmos, even if cloaked by Invisibility or Illusion, throughout the universe. This doesn't necessarily empower you to do anything about what you perceive, though, and when one hears all, it can be hard to distinguish what is truly important. It is also an immense mental and emotional burden—a power with an inherent Challenge. Cosmic Awareness might help in the following ways: Genis-Vell senses the players are being watched and are in danger. He also senses the slaughter of innocents on a world 200,000 light years away...and a tsunami about to destroy a small fishing village on Earth...and...well, you get the picture. Most importantly, Cosmic Awareness can lead the player to plot points and should be used by the GM to help direct the player to the correct clues. The GM should have fun introducing extraneous threats to the Cosmos as background noise.

COMMENTS

This is very expensive, no question. But it gives a lot in return. It helps players regain direction, and can indicate what to do next. It can be challenging to roleplay as well—look at how tough Genis-Vell has it, and what it's done to his development as a character.

Rules for Modifier Box:

- Cosmic Awareness: Awareness of all threats to the Cosmos

CYBERNETIC SENSES

Cost Level = Modifier Number + 4 Levels

DESCRIPTION

A "package deal" for Enhanced Vision (see *Game Guide* P. 71). This is a broad, wide

ranging suite of sensors. (It only costs +2 to Modifier Number for robots and Powered Armor.)

- Electromagnetic Particles
- Infrared
- Ultraviolet
- Electrical Energy
- Magnetic Energy
- Microwave Energy
- Organic Energy
- Sonic Waves (hearing/seeing the waves)
- Microscopic
- Telescopic
- X-Rays
- Radiation
- See in Darkness
- See Energy patterns, Forces
- See Invisible Gasses
- Calculate Mass/Weight
- Chemical Analysis ("smell" etc.)

COMMENTS

While this is not the cheapest package, it has a very wide scope. If you are a robot and do not require sleep, it will be very hard to sneak up on you. It's a good buy for robots and Powered Armor, cost-efficient at low Modifier Numbers and quite versatile.

DESTINY FORCE

Cost: 9 white stones

DESCRIPTION

The Destiny Force is inherent in all mankind, but at this point in human evolution it needs to be brought out by artificial means. The Destiny Force cannot be called on by the player. It is like the "Precognitive Flash" Modifier (*X-Men Guide*, P.50) in that it is both occasional in nature and strictly at GM discretion (as appropriate for the plot line). It is a Modifier, and not an Action, because while it provides vast (almost unlimited) powers to the wielder, it provides virtually no control over those powers. In this way, it is unlike the Phoenix Force or the Power Cosmic, which the player controls. Here's how it works: Once the GM decides the player can use the Destiny Force, the player should describe what he's thinking or feeling and how he'd like to change what's going on around him. Then the GM will apply the Destiny Force, describing its effects. The Destiny Force can include such extreme effects as stopping an interstellar war on all fronts simultaneously, teleporting large groups across the galaxy, escaping from confinement in the time-space continuum and more. It also conveys physical invulnerability if appropriate

(or sometimes, just if needed). The added powers of the Destiny Force are temporary, and depart when the immediate task is accomplished. Using the Destiny Force can be hazardous to your health: depending on the energies released, the results range from a few hours spent recuperating to requiring a new body and a transfusion of life energy to stay alive. (Again, GM discretion.)

COMMENTS

Incredibly powerful, but not a Modifier to take if you like being in control of your own actions. The raw power of the Destiny Force is unlimited, but not available at the beck and call of the user. By the principle of synchronicity, if a hero seeks after the Destiny Force (i.e., he purchases the modifier!), he can expect on occasion to find it.

Rules for Modifier Box:

- Destiny Force: Almost unlimited power, GM controlled

FAST-DRAW

Cost Level = Modifier Number

DESCRIPTION

If armed with a handgun, add Modifier Number to Agility when determining who goes (shoots) first in a Panel. Fast-Draw applies to Ranged Combat only (other Actions you do in your Panel occur in the normal order). A "handgun" in this context includes a holstered (or equivalent), one-handed pistol-like weapon and can include conventional firearms or energy weapons. You may substitute any appropriate weapons (knife, rifle, etc.) if desired, but must designate the weapon at the time you buy the Modifier.

COMMENTS

You can be the most accurate shot in all creation (that's reflected by Ranged Combat and Targeting), but it still matters who gets off the first shot. A very common choice of skills in the Old West.

Rules for Modifier Box:

- Fast-Draw: Add to Agility for determining turn order for Ranged Combat only

HEALING FACTOR, ENHANCED

Cost Level = Durability Number + 5 Levels

DESCRIPTION

Greatly improved over Accelerated

Healing Factor, this Modifier lets you heal one white stone per panel. Regeneration rate stays the same, however, at 3 red stones per 2 white stones per panel.

COMMENTS

For lone characters, this is a very useful power indeed. Its highly expensive, and the extreme cost means your other numbers may be a bit lower, but you'll have a great advantage in extended combats.

Rules for Modifier Box:

- Enhanced Healing Factor: Heal 1 white stone per Panel, Regenerate 3 red stones per 2 white stones per Panel

HEALING FACTOR, INSTANT

Cost Level = Durability Number + 7 Levels

DESCRIPTION

Tired of waiting around for those annoying, life-threatening wounds to heal? Wish you could regenerate your red stones even faster? Then this is the Modifier for you. Heal all white stones each Panel. Regenerate 2 red stones per white stone per Panel. For Eternals, beings of Ionic energy, and so on.

COMMENTS

Not unlike Physical Invulnerability, however it does not protect from wounds, but instead heals them all instantly (whether from physical damage or not). It also hugely increases one's regeneration rate. A hero with this power can still be killed, but it has to be all in one blow.

Rules for Modifier Box:

- Instant Healing Factor: Heal all white stones each Panel, Regenerate 2 red stones per white stone per Panel

INTER-DIMENSIONAL TRAVEL

Cost = 9 white stones

DESCRIPTION

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

COMMENTS

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

Rules for Modifier Box:

- **Inter-Dimensional Travel: instantaneous travel to/from Limbo**

PHOTOGRAPHIC REFLEXES

Cost = 12 white stones

DESCRIPTION

You can copy any physical non-Super Power Action you have seen "in action" (or have on record, such as video) and studied. You also get a +2 Situational Modifier and Prescience if using a copied Action against the same hero you are copying. These Actions include but are not restricted to Close Combat, Ranged Combat, Acrobatics, and Ninja. You can only copy Actions—Modifiers like Reflexive Dodge or Toughness do not count. (Of course, you may still add your own Modifiers.) If the Action you are copying gets an Ability Bonus or a Weapon Modifier, you get one too, but only for the number of stones of your own Ability or Weapon Modifier, not that of the person you're copying. Photographic Reflex Actions do not affect your own learned Actions. Both may combine stones if appropriate, of course. You are still limited to 2 Actions per Panel, even if they are Photographic Reflex Actions. Use empty Action Boxes when placing stones. You can copy any Action you've noted on your CPR. Simply write down the Action, Action Number and whom you copied it from on your CPR. If you also have a Photographic Memory (see *X-Men Supplement*, P.50), you can copy anything your character saw that you and the GM can remember even if it is not on your CPR. You can "switch" copied Actions at will with any other Actions you have observed and noted in your lines (or if you have digital or other record of the Action and studied it—note this on your CAD).

OPTIONS

- **Acceleration: Double attacks (two attacks for every one he delivers), but risks passing out. If you make one attack with 8 stones, your target is hit by two attacks**

of 8. When using Acceleration, put your Durability Number of white stones in a bag along with 1 red stone. Add 1 red stone for every 2 Panels the fight continues. When the combat is over, draw a stone: If you pick a red stone, you pass out for 1 hour for every red stone in the bag (including the one you picked!). (+3 White Stones)

COMMENTS

This is an expensive power, but if you get the chance to prepare for your opponent, you'll have the drop on him. It might be useful to pick up Photographic Memory if investing in this action. Remember that you get the techniques, but not the Abilities or Modifiers (Strength, Durability, Agility, Reflexive Dodge, Toughness, etc.) of the person you're copying.

Rules for Modifier Box:

- **Photographic Reflexes: Copy non-Super-Power physical Actions (use empty Action boxes); +2 Situation Modifier if copying opponent**

EXAMPLE

You watch Captain America skillfully fighting off a group of HYDRA agents using 7 stones of Close Combat combined with 4 stones of Acrobatics plus his Shield (+6 Weapons Modifier). You can now duplicate everything you saw when you fight, spending up to 11 stones, if you have them. And if you've got a Shield, you can throw in its Weapons Modifier stones, too, although it probably won't give you a +6!

TRANSFORM SELF/POSSESSION

Cost = 20 white stones

DESCRIPTION

The ability to assume the appearance, Abilities, Actions and Modifiers at will of virtually any single mortal being that you can get within 10 feet of. All Space Phantoms can do this. When a Space Phantom "possesses" a victim, the victim is sent to Immortus' Limbo and the Space Phantom instantaneously takes his place. When the victim returns from Limbo, they will be unaware of the passage of time while gone. It takes 1 stone/Panel to maintain. This will not work against anyone under magical or mystical influence, e.g., Thor or Absorbing Man (in which case the attempt fails and Space Phantom is forced back to Limbo). If you want this Modifier, but don't want

to be a Space Phantom (who would?) or be connected to Limbo, then substitute any other dimension, plane, etc.

OPTIONS

- Costs only 15 white stones if you must touch victim to possess/transform

COMMENTS

If you like shaking things up and messing with other character's heads, you should definitely consider this. Of course, if you do, people may stop liking you. Great for characters who specialize in Black Ops.

Rules for Modifier Box:

- **Assume appearance, Abilities, Actions, Modifiers of others**
- **Must be within 10 feet to possess victim**

PSYCHO-CENTRIC POWER TEMPLATE

Cost = Modifier # + 5 Levels

DESCRIPTION

Provides a boost to any computer or mental action. This power also allows direct interface with computer systems.

COMMENTS

This power can prove very useful for those who like to mix Psionics and Computers.

Rule for Modifier Box:

- **Modifier to Computer/Mental actions**
- **Interface with Computers**



SUPPLEMENTAL RULES AND CLARIFICATIONS

Okay, we admit it. There are a couple of places in the original *Marvel Game Guide* that we could have been clearer. And on top of that, we have a whole bunch of new Advantages, Disadvantages, Challenges and Team Wealth Ratings. So, without further ado...

CLARIFICATIONS

- *Game Guide*, P. 77-78: The cost listed on P. 77 is only accurate for Self-Repair, not for "Accelerated", "Enhanced" or "Instant" Self-Repair. Accelerated would cost your suit's Durability +3 Cost Levels; Enhanced would cost +4, and Instant +6. The reference on P. 78 is inaccurate: It does not cost the same, it costs 1 level less.
- *X-Men Guide*, P. 47: The last line of the Description for Power Boost reads, "See Overstrain Advantage on P. 57." The reference should instead be P. 53.

LIMIT OF ONE LEADER PER CUSTOMER

It is almost impossible to get effective direction from two or more authorities at the same time. Therefore, a character may only accept "Leadership" or "Statecraft" stones from one "leader" or "ruler" in a single panel. A leader may still give stones to more than one character at a time, of course.

INCREASING ABILITIES BY LINES

There are characters in the Marvel Universe who have been able, through extremely hard work, to raise their starting abilities to peak human. The Punisher is a prime example of this. Punisher's intensive self-training increased his Strength, Agility and Durability to 3. Because we modeled these characters as "fully formed," it may not have been apparent that this was possible. (We missed it, at any rate.) A player may put Lines of Experience into increasing any Ability (10 Lines per increase), but may never raise any Ability to higher than 3. In this manner, players can work out (or study hard) to bring themselves up to peak human physical Abilities and a relatively well-functioning brain. But you can't raise any Ability by Lines if it is already 3 or higher.

ADDING NEW OPTIONS BY LINES

Some of our fans have suggested this new rule, and we liked it so much we've decided to make it official. A player may put lines into adding a new Option or Advantage to an existing Action instead of increasing the Action #. It takes 10 Lines per increased Cost Level of the Option or Advantage. For example, if you wanted to add the "Double Damage" Advantage to your Close Combat Action, you would note that it is a "+2 to Cost Level" Advantage. So it would cost you 20 Lines of Experience to add this Option.

To add an Option (etc.) that is not paid for by "Cost Level," but instead has a fixed price in stones, do the following: If it costs 1 or 2 red stones, you must spend 2 lines per red stone to gain the Option. If it costs 1 or more white stones, it costs 6 lines per white stone.



Rick Jones started out as your average sidekick. Now, thanks to the Nega-Bands, he's in a class all his own!

ATTACK BY TOUCH

This means you must actually make physical contact with the target (using Close Combat, etc.). Appropriate defensive stones (including Reflexive Dodge) can be used to resist being touched. Physical armor protects the target from being touched only if direct contact with skin is required. Toughness, however, does not count. Force Fields, and the like, of course, would also defend against touching. Common sense should prevail here. For example, Rogue has to touch your actual body, not your clothing, to use her Steal Superpower Action, but Grey Gargoyle can touch any part of you, including your clothing, to change you to stone.

GRABBING, HOLDING, AND BREAKING FREE

You can grab anyone within Close Combat range by diverting stones from appropriate Actions such as Close Combat or Acrobatics (they are used up) to grab them. Decide (and resolve) during your Page if you are grabbing at someone. The target immediately decides if he is going to resist being grabbed and must divert (use up) an equal number of stones from any of his actions to resist. (None of those stones have any further effect and are discarded.)

If he fails to resist being grabbed, the "grabbing" succeeds. To maintain a grip *on* an unwilling subject who is not putting stones into resistance costs 1 stone/Panel.

To break a hold someone already has on you from a previous Panel, during your next Panel you may divert stones from appropriate Actions or from your Defensive Stones into breaking free. The one who has the grip must divert an equal number of stones to keep hold of you (the stone to maintain the grip counts towards maintaining the hold). As long as the grip is maintained, the victim remains "grabbed."

WOUNDED INTELLIGENCE-BASED CHARACTERS

When normal characters lose stones of health, their regeneration rate is reduced, and thus they fight far less effectively. However, as it stands, characters with Intelligence-based energy suffer no ill effects whatever to their energy even if wounded. Many of our players have felt that this gives too much power to Intelligence-based characters. Therefore, we suggest the following:

Whenever a character with Intelligence-based energy loses a stone of health, her maximum Energy Pool is reduced by 3 red stones until that health stone is healed. (So even if her Intelligence is 6, if she loses a white stone of health she can't have more than 9 red stones of energy until that health stone is healed. It does not affect regeneration rate, only the maximum Energy Pool.)

Because these characters rarely have more than 2 or 3 stones of health, this is not a serious loss of power. However, we feel, in retrospect, that being wounded should have at least some effect on Intelligence-based characters' energy.

RELOADING

Those dedicated souls who insist on keeping track of bullets will want to consider charging a stone of effort to snap in a new clip. For those with a Ranged Combat of 7 who are dedicated to firearms (such as the Punisher or Bullseye), this requirement can be waived, and this would give them a slight leg up in an extended fight.

TEAM	WEALTH	RATING	MODIFIER
Anachronauts		NA	
Avengers		3	
Knights of Wundagore		2*	
Hulkbusters		4	
Masters of Evil		4	
Lethal Legion		2	
Wild West (c. 1870)	1 or 2		
Thunderbolts		3	
Wrecking Crew		-1	
Zodiac		NA	

*Given all their equipment by the High Evolutionary

Same characters rely on team wealth for their day-to-day needs. Team Wealth is not exactly the same thing as Personal Wealth. It has the usual freedoms and restrictions of any stipend or expense account. For example, using Team Wealth against the interests of the team will be frowned upon. A character with high Personal Wealth does have more latitude when it comes to discretionary spending.

NEW CHALLENGES

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

Description	Extra Stones
Guilty conscience ("Fear of God," etc.)	1-2 stones
Prying relatives, friends, associates	1-2 stones
Blames "Society" and others for his situation	1 stone
Vulnerable loved ones who don't know that character is Super Hero or Super Villain	1-4 stones
Disliked and shunned by peers	1-2 stones
Scared of opposite sex	1 stones
Extreme vanity (Hubris)	1-2 stones
Half-Faerie Blood: If character has Intelligence-based energy, maximum Energy Reserve = 3x Intelligence, but the character must also pay triple for Intelligence. This Challenge also includes iron sensitivity as part of it. (2x Damage from ferrous weapons/objects).	4 stories
Elemental Sensitivity: You are naturally sensitive to some type of substance or energy. You suffer 2x Damage from a specific element (such as iron or fire). If the element is obscure, there is less of a refund. (A clarification of the Special Vulnerabilities Challenge in the Game Guide, P. 40.)	1-3 stones
Extreme Elemental Sensitivity Same as above, but 3x Damage	4-5 stones
Weak Immune System: Must take a regular dose of serum or lose one or more stones of health until you get it.	1 stone/stone of health affected

NEW ADVANTAGES

(Apply to appropriate Action or Modifier)

Description	Cost Increase
Area Attack or 2x Damage (but not both at once)	+4 levels

NEW DISADVANTAGES

(Apply to appropriate Action or Modifier)

Description	Cost Decrease
Limited Duration: This is a restriction that applies to Actions that allow unlimited duration or only cost 1 stone per Panel to maintain indefinitely (e.g., Shape Shifting). With this Disadvantage, the cost to maintain an effect increases by 1 stone every Panel. So it costs 1 stone of effort to maintain for 1 extra Panel, and 2 stones the 2nd Panel, 3 stones the 3rd Panel, etc., until the cost becomes so much per Panel it is impossible to maintain.	-1 level

GAMESMASTER SECTION

Welcome to the part of the book that we hope players read, but that they rarely do. If they did, they'd probably be better players, but then they'd know all your secrets. First, we're going to discuss a few aspects of *Marvel* that have probably already come up in your campaigns. Then, we've got a section called "Creating Your Own Teams of NPCs" (a.k.a. the Team Generator) that will give you a fast and easy way to come up with a never-ending supply of nasty, deadly teams of villains which you can use to beat up on your players. If you've also gotten the *X-Men Supplement*, you'll already be familiar with the Team Generator, since it had the X-Men version in it. They work the same way, but this one is all new, filled with plenty of Avengers villains and allies.

COMMENTS ON KANG THE CONQUEROR

Looking back on Kang, if we'd have had more room on his Character Profile, we would have added some more information to his equipment list. Kang should normally have armies available, pretty much at his beck and call. In addition, he has a vast amount of state-of-the-art high tech at his disposal, so your players can never know for sure what he's got up his sleeve (especially defensive items). We noted this in his description, but not under his Equipment. In addition, he is served by the Anachronauts (see P. 60), who protect Kang and his citadel of Chronopolis.

KNOCKED OUT VS. VAPORIZED

Sometimes being knocked out is not entirely appropriate. Such as when a player at ground-zero of a nuclear bomb says, "I choose to be knocked out." Now we know that there are some of you GamesMasters out there who just can't bear to kill off your players. You'll end up saying that your players got thrown into another dimension or something. After all, that is the *Marvel* way, isn't it? A resourceful GM (or comic book writer) can always dig up a reason if he only digs deep enough. But for the rest of us, here's how to handle such situations: If the effect of the damage: a.) reduced the hero to "death" all in one Panel, and b.) would have killed him in one Panel even if at full health, then the hero is dead, not knocked out. Of course, in *Marvel* there are ways out of that, too, but that's a story for another time.

CHARGING LESS FOR ABILITY BONUSES

If a player purchases an Ability Bonus for an Action, but the relevant Ability is less than 5, instead of making the player pay +5 to Cost Level for that Bonus, the GM can (at his discretion) charge +X to Cost Level,

where X is the Ability Number. For example, if Strength is 3, then the Strength Bonus would only cost +3 to Cost Level. Beware of players who will try to exploit this by getting the "discount" and then contriving to get this Ability raised by Genetic Engineering or the like. (Which is why we didn't include this concept in the first place.) If that happens, though, a skillful GM like yourself can "make up" for it by applying more severe Challenges (etc.) than you would have done otherwise, so it's your call how you want to handle this.

Similarly, if a player takes a "lesser" Ability as a Bonus for an Action that includes a free Bonus than he might have taken for the sake of good roleplaying (i.e., not using his 7 Intelligence as a bonus for Close Combat, but using his 3 Strength instead), then you can (at your discretion) "make up for it" by giving the player a small refund of Character Generation stones.

PRICING MASTERRIES FOR POWER AND RANGE

Prices for "extraordinary" Masteries vary greatly. Simple, single element Masteries such as Fire, Ice, etc., do not cost anything extra. But sometimes a Mastery is very comprehensive or wide-ranging in scope and therefore should cost more. GMs should use their judgment when deciding how much extra inherently extraordinary Masteries should cost. We charge +8 to Cost Level (without Options) for the

Collector's Mastery of Cosmic Energy and for the High Evolutionary's Mastery of Matter. Crystal's Mastery of the "Four Elements" and Photon's Mastery of (various related) Energy get +3 to Cost Level (without Options) because of their wide scope of application.

(Also, see Pricing Masteries in the *X-Men Supplement*, P. 54.) As for "Multiple Masteries," the only way a player can have one is by building more than one Mastery and then combining their Action Boxes (as per the procedures in the *Game Guide*, P. 43, col. 1).

MISSING DATA?

Why did we give specific breakdowns for Actions like Shrink, Teleportation and Swimming but not for others like Animal Training? Because in *Marvel* some effects are story driven. Different versions of the same thing have a great deal of variability.

One dog can be harder to train than another—but both are dogs. Yet 3 stones of Shrink will always reduce your size to 1 foot tall. The place for determining the Difficulty and Resistance of story-driven elements is the story itself, as told by the GM. Our goal was not to have pages and pages and pages of lists that enable a GM to avoid thinking or creating. We want to inspire storytellers. That's what *Marvel* has always been about.



CREATING YOUR OWN TEAMS OF NPCs

Throughout their history, the Avengers have encountered team after team of crazy criminals, aggressive aliens, hateful humans and anything else the writers and artists at Marvel could throw at them. Of course, now you're the writer, and it's your job to challenge your players with villainous teams of adversaries. And if you had to make up half a dozen new villains every time your players needed a good whupping, you'd get worn out pretty quickly.

The good news is that we've come up with a system to make it easy for you to create your own teams of NPCs, from the Anachronauts to the Zodiac to anything you can dream up on your own. (Due to space restrictions, this Supplement only features earthbound antagonists. The system still works for creating extra-terrestrial team threats, but for specific alien character profiles you'll have to wait for other future supplements. Sorry.)

Here's how this section works. First, we'll describe the eight attributes you should consider for every team you field, whether it's an existing team like the Masters of Evil, or one you make up on your own. Then we'll list over 90 existing characters, grouped by the "positions" they play on their teams. This will make it easy for you to "draft" them into your teams. Then we'll give you profiles on eight existing teams.

TEAM ATTRIBUTES

It's easy make your own teams:

Step 1: Go through each of the 8 "menus" in order and decide what you want your team to be like. In many instances, you'll be choosing more than one of the choices on the menu. That's okay. Many groups in Marvel are multifaceted—that's what makes them so rich and continually useful as adversaries. (If you'd like to see how existing teams are broken down using this method, see P. 60-64.)

Step 2: Determine which characters you want to make up the team you're creating. You can use the existing characters we provide in this section (as well as characters from this or any other Supplement or from the original *Game Guide*). You can change the individual examples we provide as the basis for

any different, renamed characters or even make up entirely new characters, if that's what you want.

When creating your own teams, these are the 8 menus you should consider for each one:

- 1. BACKGROUND**
- 2. BASIC MOTIVATIONS**
- 3. COMPOSITION**
- 4. SIZE**
- 5. POWER**
- 6. ATTITUDES TOWARDS THE PLAYERS**
- 7. FIGHTING STYLE**
- 8. IF THEY DEFEAT THE PLAYERS**

MENUS

1. BACKGROUND

A basic description of the central themes of the team. Why are they together? Who controls them? What special characteristics do they have, if any? Do they have information for the players? You should look at any or all that apply.

a) Specific Directives/Orders (see the leader's or group's profile, or make one up, e.g., Baron Zemo and his Masters of Evil or Thunderbolts).
b) Mission-Oriented or Ad Hoc Team (e.g., hunters/trackers, assassination squad, team of lawyers to get the villain out of jail, whatever). Formed for specific, one-time tasks. Can be just about anything, with each party member having a particular specific skill necessary to complete the objective and a specific role to play in the operation. The GM has to decide what the operation is and what specialists are necessary. Usually (but not always) carefully planned, well coordinated and well disciplined.

c) Have information for the party. This theme is usually a tool for the GM to use to keep the players moving in a certain direction, depending on the Mission (e.g., Hawkeye and the Thunderbolts).
d) Found usually (or exclusively) in particular environments (e.g., Knights of Wundagore).
e) All-Alien, Demon, etc. Teams would still be created using normal means, but may share characteristics (e.g.,

a Skrull team would be able to Shape Shift, and a group of Demons will have Summoning and Control numbers).

- f) All Powered Armor, Cyborg, Hi-Tech, Futuristic, etc. Can be from another time, planet, etc. (e.g., Zodiac).
- g) All-Canadian, British, etc. (e.g., the Knights of Wundagore).
- h) All had a common origin or cause (oppressed mutants, involved in the same cosmic-ray accident, etc.). This often leads to teams with random or even exotic powers (e.g., the Wrecking Crew).
- i) "Deadly Enemies" of a group (e.g., Lethal Legion vs. the Avengers) that might change the course of play.
- j) "Natural Allies" (e.g., the Avengers and the Fantastic Four).
- k) Special relationship with the players (e.g., traitors, former members, mentors, allies/enemies, kindred spirits, etc., if their history and special relationship will be an important consideration).
- l) Comic relief, chaotic individuals or even teams will occur from time to time, at GM Discretion.
- m) Unknown, Unrevealed, etc.

2. BASIC MOTIVATIONS

What are their goals? What do they really want? What is a "satisfactory outcome" for them? Will they be around for future issues? What will they do when encountered? May have one or many, GM discretion. Mix and Match. We divide these into four categories for your convenience.

IDEOLOGICAL MOTIVATIONS

- a) Pro- or Anti-Mutant, Human, Alien, etc. (e.g., General Ross is anti-Hulk, Ultron is anti-Avengers, Kree are anti-Earth, etc.).
- b) Justice, higher truths like peace and freedom (e.g., Avengers).
- c) Zealots in a specific cause (e.g., Eugenics, such as Mr. Sinister and the Marauders or the Horsemen of the Apocalypse).

POWER & WEALTH MOTIVATIONS

- d) Acquire wealth (e.g., the Wrecking Crew).

e) Acquire political power. May want to control the city, world, universe, corporation, crime syndicate, government agency, etc. (e.g., Justin Hammer).

f) Acquire "hands-on" or "combat" power. A team or its leader may be after a specific device, object or occurrence (e.g., powerful special equipment or increases in Abilities, Modifiers, Actions and the like). What most players and a lot of villains are after, in the long run.

REACTIVE MOTIVATIONS

g) Revenge (e.g., Lethal Legion vs. the Avengers).

h) Government Operatives. This can be a temporary or permanent arrangement (e.g., Hulkbusters).

i) Mercenaries (may be on assignment or available for hire), guards, other opportunists. As long as the players are not after what they're guarding it's (usually) not a problem (e.g., the Knights of Wundagore, Anachronauts).

j) Outlaws/pirates/wanted by the authorities (e.g., Wrecking Crew).

k) Outcasts, fugitives (e.g., Acolytes).

l) Rebels, terrorists (e.g., The Zodiac).

OTHER MOTIVATIONS

m) Insanity, obvious madness. Often but not always in addition to other motivations (e.g., Grim Reaper and his adherents).

n) Desire for fame/glory, superiority/inferiority complex or other ego-oriented motivations, not necessarily rational (e.g., Baron Zemo).

o) Hidden agenda (e.g., Thunderbolts were posing as Super Heroes while really plotting to rule the world).

3. COMPOSITION

Who actually makes up the membership of the team? Are they organized for a particular purpose, or were they a random group of characters thrown together? What sort of powers will they have?

a) Random Team (e.g., Morlocks, Exiles). Very often, a group does not get to pick and choose, but must make do with whatever is on hand. This is especially true of such groups as the Morlocks who are thrown together as refugees and must make do with what little they can get. Just pick an incongruous group on

the fly, or actually do it randomly by marking stones and throwing them in a hat (or however). They may work well together, especially if they have been together a long time.

b) Combat Team (e.g. S.H.I.E.L.D., Anachronauts). Close or Ranged Fighters often have special weapons. May be a team of Super Heroes or a squad of soldiers but usually does not include Sorcerers, telepaths and the like.

Sample 6-Man Combat Team

1 Support (Leadership)

1 Scout

2 Ranged Fighters

1 Close Fighter

1 Support (either with explosives, etc., to support the attack or Teleportation for the escape). If none available, substitute a Master or a flamethrower-armed Ranged Fighter.

c) Multi-Talent Team (e.g., Masters of Evil). They will usually have a couple of good fighters/marksmen

Sample 6-Man Multi-Talent Team

1 Close Fighter

1 Master

1 Ranged Fighter

1 Telepath

1 Scout

1 Support (Healing, Defense, etc.)

(Any one of the above should also have Leadership.)

d) Exotic Teams (e.g., Hellfire Club).

Mostly non-combat oriented powers with a high percentage of Support and Masters. These teams are not very well balanced, but are overwhelming in certain areas, such as Telepathy (Emma Frost) or Magic/psi-vampire (Selene). They may include combat-oriented skills, but even those are sometimes pretty esoteric (e.g., Shinobi Shaw). They tend to be below par in Close and Ranged Combat Actions, but can often substitute for this lack with Masteries, Leadership and esoteric ranged attacks such as ranged



and often either a Master, a telepath and/or some Support capabilities. Often have vehicles to pick them up, drop them off. Most teams that make a long-term success of it have at least a degree of balance. A balanced team is rarely the best at any given task, but it can handle most things thrown at it. In combat, they may be an exceptionally coordinated team or a bunch of loners each fighting his own private war. But in either case, they bring a wide variety of Actions and possibilities to the table.

Energy Drain. They may employ others to do their direct fighting (e.g., the Hellfire Club's henchmen). These teams come up with unique solutions stemming from imaginative use of their powers. They tend to be powerful and elitist, but they have inherent weaknesses and vulnerabilities.

Sample 6-Man Exotic Team

1 Master of Magic

1 Telepath

1 Scout (Shape Shifter or Invisibility)

1 Master of Elements (any)

2 Support (could be anything)

4. SIZE

How many individuals in the team? We figure that most groups of players will number from 4 to 6, on average, so the examples given below are based on that. We don't give fixed numbers because we suggest that the GM pro-rate the team to their players for the most fun and balanced adventures.

- a) Single entity ("lone wolf", e.g., Ultron).
- b) Half the number of the players (e.g., the Wrecking Crew).
- c) Almost as many as the players (e.g., the Lethal Legion).
- d) As many as the players (e.g., Anachronauts).
- e) Large group, but you usually only encounter a few at a time (e.g., Masters of Evil).
- f) Larger group than the players (e.g., Zodiac).
- g) Group about twice as large as the party (e.g., a small crowd, a platoon of soldiers).
- h) Entire community, army, town, crowd, etc.

5. POWER

How powerful is the team compared with the players? This is not the same as a team's size. A team can be very numerous, but still be very weak (e.g., an unarmed mob). And a lone guard could turn out to be Onslaught. The GM needs to consider just how much overall power he wants the team he is creating to have. The power (and sometimes the number) of the team is very often predetermined and written into a Mission. If you're designing your own Missions, you will probably do this as well.

- a) Much weaker than the party (up to half as many attack/defense stones).
- b) Slightly weaker than the party (almost as many attack/defense stones).
- c) Same power as the party (roughly equal attack/defense stones).
- d) Slightly more powerful than the party (slightly more attack/defense stones).
- e) Much more powerful (but sometimes with Achilles' heel).

6. ATTITUDES TOWARDS THE PLAYERS

What will the team you are creating do when the players confront it? Will they attack the players? Help them? Evade them? Do they have ideological feelings like prejudice towards the

players that would lead them to be more fanatical or zealous? This, of course, will be heavily influenced by any good (or bad) blood between the two groups. If the Avengers run into a team from the Masters of Evil, a fight (or flight) will doubtless occur. But if either the Avengers or the Masters of Evil came across the Anachronauts, almost any reaction would be possible.

- a) Will ignore or try to avoid the players.
- b) Will seek out the players.
- c) Sycophantic, overweening, but may take any clear opportunity for treachery.
- d) Hostile, belligerent, will usually attack on sight.
- e) Fanatically brave, will never retreat.
- f) Nervous, cowardly, with visible, discernable fear.
- g) Polite, formal, safe, non-committal.
- h) Secretive, guarded, will avoid contact with the players if possible.
- i) Open, friendly, willing to swap gossip or trade goods. May even help out. May send a guide or volunteer.
- j) Helpful, able/willing to help out the players or warn them of potential danger.
- k) Unhelpful, unable/unwilling to help out the players or warn them of potential danger.
- l) In distress, in need of help. (The players aren't the only ones who get to ask for help!)

7. FIGHTING STYLE

How well coordinated are they? How well led? Do they favor attack or defense? If and when your team gets in a scrap with the players, you will want to have considered how well they fight as a team and any particular fighting styles characteristic of the team.

- a) Will spring traps or strike from ambush if possible (e.g., Zodiac Lethal Legion, Masters of Evil).
- b) Well-coordinated teamwork (e.g., Anachronauts, Hulkbusters).
- c) Fight only as individuals, won't tend to protect each other (e.g., Lethal Legion).
- d) Will try to con the party or attempt a ruse (e.g., Immortus and Space Phantoms).
- e) Defense-oriented, tend to place more stones than usual in defense (e.g., Knights of Wundagore).
- f) Attack-oriented, normally place all stones in attack (e.g., Wrecking Crew).
- g) Will split stones normally between attack and defense (e.g., Masters of Evil).

8. IF THEY DEFEAT THE PLAYERS

Will they run away, take the players prisoner, take anything they find, experiment on them or kill them? All is not necessarily lost: Some teams are less bloodthirsty than others are.

- Knock out the party and leave.
- Take prisoners; may keep them or turn them over to other interested parties.
- Blackmail or coerce the party to perform tasks.
- Rob the party and leave. Take loot, slaves.
- Murderous, kill everyone.

EQUIPMENT

Most groups don't take along a lot of unnecessary equipment, but some (like the Hulkbusters) carry more than others. The list below provides some ideas. Look at Appendix C. of the *Game Guide* (P. 125) for further ideas.

- Any equipment necessary for mission
- Communicators, cell-phones, etc.
- Body Armor (+1), or equivalent
- Firearms, other weapons
- Bombs, explosives, etc.
- Detection equipment
- Vehicle(s), if appropriate
- Long-term survival equipment
- Technological devices and valuable items (should be used vs. the players, if possible)
- Identification/credit cards, etc. (may be assumed name or fake)
- Cash, rings, watches, jewelry, etc.
- "Personalized" items (cufflinks, knives, etc.)
- Incriminating evidence (if appropriate)
- Embarrassing personal items
- Whatever the GM deems appropriate

TEAM "POSITIONS"

Every team is made up of individuals. But just like a basketball or soccer team, those individuals fulfill certain roles within the team, or "play" certain "positions."

We have taken the prominent members of several teams and divided them into seven different positions: Close Fighters, Ranged Fighter, Scouts, Masters, Support, Influence and "Other." All you have to do is just "draft" or "hire" the ones you like and slot them into any teams you create.

It works just as easily if you're deciding which Anachronauts you want

to use in a particular Mission, or "hiring" people from other groups to be part of your new incarnation of the Masters of Evil.

Now in the comic books themselves, many of these team members haven't been fully fleshed out. We often know their statistics, their powers and how they look, but little else. And really, how much do you need to know about them in order for you to have them try and slaughter your players?

Even so, we did our best to catch the essence of these characters in such a way that you can use them to flavor your world, either by using them as presented or modifying them to suit your needs (preferably both). And if you find yourself needing to flesh out a character during play, just make it up yourself. After all, these are your characters now, in your world. You get to fill in any blanks Marvel may have left in characterization.

You will also see a few "unique" Actions or Modifiers (in italics) for some of these heroes. While these aren't included in the new Actions or Modifiers section of this supplement, feel free to use them like any other Action or Modifier, as well as to customize them for your own purposes or even as a guide to making up your own new powers.

Here are the seven types of positions team members can play:

CLOSE FIGHTERS: Those who fight effectively at a Range of 1 or less, whether or not they use Actions other than Close Combat to do it.

RANGED FIGHTERS: Those who can fight effectively at a range greater than 1. It doesn't matter whether it's Ranged Combat, Energy Blast, Webbing, etc.

SCOUTS: A hero with any of a wide variety of skills, including (but not limited to) Hunting/Tracking, Black Ops, Thieving, Enhanced Vision, Animal Senses, Shape Change, Invisibility, etc.

MASTERS: Specified by type (usually a Master can also operate as a Ranged Fighter and as Support).

SUPPORT: A hero who can help other members of the party (e.g., Leadership, Power Boost) or do specialized tasks necessary for the completion of the mission (e.g., Vehicles, Technology). Also, anyone

who can help in escape (e.g., Teleportation, Flight), help defend others (e.g., Force Field), or has Healing, or Telepathy, Illusion and other mental attacks and defenses.

INFLUENCE: "Real-world" power (political and otherwise), wealth, connections, access, status—in other words, anything that can prove useful to or be the objective of a team.

OTHER: Whatever doesn't fit into the categories above. Frequently weird, enigmatic, cute and/or flippant.

Note that very often a hero can play more than one position. For example, the Two-Gun Kid is excellent as both a Close Fighter, Ranged Fighter and a Scout.

Why these are positions, not "classes"

If you've played other roleplaying games, you may at first think that these are character classes. They are not. In the standard RPG sense, classes have unique bonuses, suffer unique restrictions and one has to "qualify" for them in some way. In *Marvel*, a character can play any position they want. Whether they are good at it or not is a result of their Abilities, Action, Modifiers, etc. Our attitude is that if you want to call yourself a "Thief"—fine—go steal something and put a line in Thieving. But you don't get anything special for doing so. You are what you know, period.

When you look at teams in *Marvel*, most of the members tend to fit into one of these seven categories. So it just made sense to divide characters up that way for your use when you create teams.

NOTE: We did not include any "automatic" Bonuses/Modifiers such as "Intelligence Bonus" after Technology or "Weapon Modifier" after Close Combat in order to save space. These are assumed to be in effect unless noted otherwise. Likewise, we only include the most notable specialties and those helpful to using the character as an NPC.

CLOSE FIGHTERS

Apocryphus (Anachronauts): Also Ranged Fighter, Scout. Claims to be a son of Sersi, which would make him an Earth-Eternal. He has only exhibited the powers noted here however. ABILITIES: Int: 4, Str: 7, **Ag: 5**, Spd: 4, Dur: 6; ACTIONS: Close Combat: 4 (Str.

Bonus), Ranged Combat: 5, Force Blasts (from eyes): 7, Flight: 5, Social Skills: 2 (Chronopolis Cultures), Vehicle Operations: 2; MODIFIERS: Toughness: (+1), Reflexive Dodge: (+2), Immortality, Enhanced Healing Factor.

Deathunt 9000 (Anachronauts): Also Ranged Fighter, Support. A Cyborg warrior from the future, he usually acted as the team's field leader. ABILITIES: Int: 2, Str: 9, **Ag: 2**, Spd: 3, Dur: 5; ACTIONS: Close Combat: 4 (Str. Bonus), Ranged Combat: 5, PA Electromagnetic Blast: 6 (wrist-bands, 2x Damage to electronic targets), PA Energy Blast/Cybernetic Senses: 7 (left eye), PA Flight: 5 (jet boots), Leadership: 4, Social Skills: 2 (Chronopolis, Future Cultures); MODIFIERS: PA Targeting: (+2), PA Toughness: (+7), PA Self Repair, PA Life Support (no limit), Huge spikes implanted in shoulders: (+1) to Close Combat; EQUIPMENT: Laser Gun: (+6).

Kang (Anachronauts): Also Ranged Fighter, Support, see profile in *Game Guide*, P. 26.

Raa (Anachronauts): Also Ranged Fighter, Scout. A caveman (from the Hill-Dwellers tribe). A skilled hunter. ABILITIES: Int: 2, Str: 5*, **Ag: 3**, Spd: 2, Dur: 3; ACTIONS: Close Combat: 4 (Str. Bonus), Ranged Combat: 4, Hunting/Tracking: 5, Social Skills: 2 (Chronopolis Cultures); MODIFIERS: Toughness: (+2)*, Reflexive Dodge: (+2), Healing Factor*, Immortality*, EQUIPMENT: Spear: (+2), Laser Gun: (+6) *Bloodstone: Enables Str. increase of 2, Immortality, Toughness, Healing Factor.

Sir Raston (Anachronauts): Born in the 6th Century, a descendant of the original Black Knight, Sir Percy of Scandia. Armed with the Ebony Blade and armor, recovered from Sir Percy's tomb. Taken by Kang to serve with the Anachronauts and has served faithfully ever since. ABILITIES: Int: 2, Str: 3, Ag: 2, Spd: 2, Dur: 3; MODIFIERS: Reflexive Dodge: (+1); ACTIONS: Close Combat: 5 (Str. Bonus), Ranged Combat: 2, Technology: 5; Leadership: 1; Social Skills: 2 (Chivalry, Chronopolis Cultures) Horsemanship: 5; EQUIPMENT: Body Armor: Defense (+2), The Ebony Blade: (+5), Magical Defense: (+5), pierce mystical barriers: (+5), wielder can teleport to sword (with ritual) if separated, Indestructible.

Ssith (Anachronauts): Also Ranged Fighter. Fanatic warrior. Last of the Serpent Men, he is not a lizard and hates being called one. **ABILITIES:** Int: 1, Str: 4, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 5 (Str. Bonus), Ranged Combat: 2, Social Skills: 2 (Serpent Culture); **MODIFIERS:** Toughness: (+2), Fangs: (+1), Vulnerable to temperature extremes; **EQUIPMENT:** Custom Sword: (+3).

Terminatrix (Anachronauts): Also Ranged Fighter, Support. Ravonna is either Kang's true love or is seeking to kill him depending on which time-line she is in. (In all of them, she loves him.) She's also worked for Immortus and the "council of Kangs" and has appeared in many time-lines and places. She is the Head of the Anachronauts in most of the time-lines, and sometimes is the ruler of Chronopolis (impersonating Kang). **ABILITIES:** Int: 4, Str: 2, Agi: 4, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 4 (Agi. Bonus), Ranged Combat: 5, Leadership: 3, Technology: 7, Social Skills: 4 (Chronopolis Cultures); **MODIFIERS:** Reflexive Dodge: (+2), Healing Factor; **EQUIPMENT:** Body Armor: Defense (+2), Vibro-Knives: (+4), Energy Weapon: (+6).

Tyndar (Anachronauts): Last of the Trojan Warriors, he was dipped in the river Styx and is immune to all physical attacks. **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Str. Bonus), Ranged Combat: 3, Social Skills: 2 (Trojan Culture, Chronopolis Cultures); **MODIFIERS:** Toughness: (+2), Physical and Energy Invulnerability (but damage is taken in red stones from Energy Reserve then Actions, no white stones are lost); **EQUIPMENT:** Trojan Sword: (+3), Trojan Armor: Defense (+1), Shield: Defense (+1)

Wildrun (Anachronauts): Also Ranged Fighter, Scout. The first Red Wolf, Cheyenne warrior. **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Str. Bonus), Ranged Combat: 6, Hunting/Tracking: 7, Social Skills: 2 (Cheyenne Culture, Chronopolis Culture); **MODIFIERS:** Reflexive Dodge: (+2), Targeting: (+1), Animal Senses: (1); **EQUIPMENT:** Dagger: (+1), Spear: (+2), Bow: (+3), Explosive Arrows: (+6), Armor Penetrating.

Doc Samson (Hulkbusters): Also Support, Influence, see profile, P. 16.

Count Tagar (Knights of Wundagore): Also Ranged Fighter. Tiger-Man. Hard-hitting, fast and sturdy. **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 5, Ranged Combat: 4, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Toughness: (+1), Reflexive Dodge: (+1), Animal Senses: (3); **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Man-Beast (Knights of Wundagore): Also Ranged Fighter, Support. Wolf-Man. A High Evolutionary experiment-gone-wrong. The renegade Man-Beast created a new race of degenerated New Men to terrorize and conquer a place called "Counter-Earth." Things got so bad, the High Evolutionary had to step in personally to set things straight. **ABILITIES:** Int: 7, Str: 7, Agi: 5, Spd: 5, Dur: 5; **ACTIONS:** Close Combat: 4, Ranged Combat: 5, Leadership: 4, Hunting/Tracking: 3, Technology: 6, Genetic Engineering: 5, Force Field: 5, Vehicles: 4; Social Skills: 4 (Wundagore Culture); **MODIFIERS:** Animal Senses: (3), Enhanced Vision: (3) (Infrared, Ultraviolet), Healing Factor, Telepathic communication with New Men he has created, Vulnerable to certain high-pitched sounds; **EQUIPMENT:** Alien Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89), Hate-Amplifier (see Appendix C, P. 90), Bio-mechanical warriors, at need. Genetic Accelerator copied from High Evolutionary capable of creating New Men.

Sir Lepard (Knights of Wundagore): Also Ranged Fighter, Scout. Leopard-Man. Exemplifies swiftness and versatility. **ABILITIES:** Int: 2, Str: 3, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3, Ranged Combat: 4, Acrobatics: 5, Hunting/Tracking: 5, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Animal Senses: (3), **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Sir Lyan (Knights of Wundagore): Also Ranged Fighter. Lion-Man. Exemplifies the qualities of bravery, regality and strength. **ABILITIES:** Int: 2, Str: 4, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 5, Ranged Combat: 4, Leadership: 4, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Animal Senses: (3); **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Sir Ossilot (Knights of Wundagore): Also Ranged Fighter, Scout. Ocelot-Man. A well-rounded knight. Exemplifies the balance of strength and mobility. **ABILITIES:** Int: 2, Str: 3, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 4, Ranged Combat: 5, Hunting/Tracking: 3, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Animal Senses: (3), **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Sir Porga (Knights of Wundagore): Also Ranged Fighter. Pig-Man. Stubborn, willful, often the group's scapegoat. **ABILITIES:** Int: 3, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4, Ranged Combat: 5, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Animal Senses: (2); **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Sir Ram (Knights of Wundagore): Also Ranged Fighter. The Sheep-Man. Exemplifies steadfastness of purpose and strength of character. **ABILITIES:** Int: 2, Str: 3, Agi: 3, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 5, Ranged Combat: 4, Unstoppable: 3, Vehicles: 4; Social Skills: 2 (Chivalry, Wundagore Culture); **MODIFIERS:** Animal Senses: (2), Horns: (+2) to head-butts; **EQUIPMENT:** Body Armor: Defense (+3), Powerlance, (see Appendix C, Equipment, P. 90), Atomic Steed (see Appendix B, Vehicles, P. 89).

Grim Reaper (Lethal Legion I, II): Also Ranged Fighter, see profile, P. 19.

Man-Ape (Lethal Legion, Masters of Evil VII): M'Baku wears the pelt of the rare

Wakandan white gorilla, and has the Abilities of this beast as well. **ABILITIES:** Int: 2, Str: 4, Agi: 5, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Agi. Bonus), Acrobatics: 4, Hunting/Tracking: 2, General Knowledge: 1, (Wakandan History) Social Skills: 4 (Wakandan Politics); **MODIFIERS:** Toughness: (+2), Reflexive Dodge: (+2); **EQUIPMENT:** Costume is the skin of the White Wakandan Gorilla.

Swordsman (Lethal Legion): Also Ranged Fighter. Cunning, criminal strategist, Jacques Duquesne once helped to train Hawkeye when they both worked at a carnival. **ABILITIES:** Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 5 (Agi. Bonus, Spec: Bladed Weapons), Ranged Combat: 6 (Makluan Sword, Throwing Daggers/ Knives), Acrobatics: 4, Social Skills: 4 (Professional Criminal, Carnival Culture, Avengers Protocol); **MODIFIERS:** Reflexive Dodge: (+2); **EQUIPMENT:** Body Armor: Defense (+1), Makluan Sword (see Appendix C, Equipment, P. 90)

Ultron V [Crimson Cowl] (Lethal Legion II, Masters of Evil II): Also Ranged Fighter, Support. Ultron, as a model less powerful than the current version, made of titanium steel, not adamantium, served with the Lethal Legion. **ABILITIES:** Int: 6, Str: 6, Agi: 4, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 2 (Str. Bonus), Ranged Combat: 6, Technology: 5, Inventing: 5, Flight: 6, Energy Absorption: 4, Tractor Beam: 6, Encephalo-Beam: 3, Blast Rays: 5 (2x Dmg., Range = 5); **MODIFIERS:** Toughness: (+6), Reflexive Dodge: (+1); Self-Repair.

Absorbing Man (Masters of Evil IV): See profile, P. 12.

Beetle [Mach I, Mach II, Mach III] (Masters of Evil III, VI, Thunderbolts): Also Ranged Fighter, Support. After failing as a powered armor Super Villain, Abner "Abe" Jenkins changed his name to Matthew Davis and went on to become a member of the Thunderbolts (as Mach I). **ABILITIES:** Int/SI: 6/5, Str: 2/5, Agi: 2/2, Spd: 2/3, Dur: 2/4; **ACTIONS:** Close Combat: 2/3 (Str. Bonus), Ranged Combat: 3/5, PA Wall Crawling: 4 (suction-grippers on gloves), PA Flight: 2, PA Electrobite: 7 (as Force Blast), Technology: 5, Invention: 5,

Social Skills: 2 (Professional Criminal, Thunderbolts Culture); **MODIFIERS:** PA Toughness: (+5), PA Targeting: (+1), PA Life Support (2 hours), PA Stealth Technology: (+2), PA Energy Defense: (+2), PA Minicomputer (as Prescience if he has had time to study his target beforehand, preprogrammed for him or has fought him before); **EQUIPMENT:** Various suit-mounted weapons. (See Powered Armor, P. 77 of the *Game Guide*.)

Black Knight (Masters of Evil I, II): Also Support. Nathaniel Garrett, uncle of Dane Whitman and a descendent of Sir Percy of Scandia. Armed with the Ebony Blade. On his death (while battling Thor) passed on his mantle of "Black Knight" to Dane Whitman (see profile). **ABILITIES:** Int: 4, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 1 (Str. Bonus), Ranged Combat: 3, General Knowledge: 5 (Biology, Electrical Engineering, Genetics), Technology: 5, Genetic Engineering: 5, Horsemanship: 5, Black Ops: 2 (Covert Ops, Espionage), Leadership: 1; Social Skills: 3 (Academic Community, Professional Criminal); **MODIFIERS:** Reflexive Dodge: (+1); **EQUIPMENT:** Paralyzer Pistol, 4-stone gas-Area Attack vs. Dur. to paralyze, Body Armor: Defense (+2), Powerlance, (see Appendix C, Equipment, P. 90), The Ebony Blade: (+5), Magical Defense: (+5), pierce mystical barriers: (+5), wielder can teleport to sword (with ritual) if separated, Indestructible.

Doctor Octopus (Masters of Evil V): Also Support, see profile in *Game Guide*, P. 21.

Executioner (Masters of Evil I): Skurge is the son of a Frost Giant and a Skornheimian. In love with the Enchantress, he is usually found in her company. **ABILITIES:** Int: 2, Str: 9, Agi: 2, Spd: 5, Dur: 6; **ACTIONS:** Close Combat: 5 (Str. Bonus)/(Most Asgardian weapons), Ranged Combat: 3; **MODIFIERS:** Toughness: (+4), Immortal; Vision, Enhanced: (2), farsighted; **EQUIPMENT:** Double-Bladed Enchanted Axe: (+5), Armor Penetrating, able to create dimensional rifts, as Magical Travel: (+5). Enchanted, Impregnable Horned Helm: Defense (+2).

Gargantua (Masters of Evil V): Edward Cobert was a scientist who was working on a method of creating Super Heroes and experimented on himself. As a

result, he traded his intelligence for his strength, and became the dimwitted giant Super Villain, Gargantua. **ABILITIES:** Int: 1, Str: 7, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 2 (Str. Bonus), Ranged Combat: 3, Black Ops: 1; Social Skills: 2 (Scientific Community, Professional Criminal); **MODIFIERS:** Toughness: (+4).

Goliath [Power Man, Atlas] (Masters of Evil IV, VI, Lethal Legion, Thunderbolts): Also Scout. Erik Josten was first affected by Ionic Rays and has powers similar to Wonder Man. Later he lost these powers, and took a Strength/Growth formula containing Pym particles. In this guise he operated as the Super Villain, Power Man, with Lethal Legion I. He was known as Goliath with Lethal Legion II and the Masters of Evil, until he reformed and became a member of the Thunderbolts (as Atlas). **ABILITIES:** Int: 2, Str: 7, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Str. Bonus), Ranged Combat: 3, Growth: 3, Black Ops: 5 (Smuggling), Social Skills: 3 (Professional Criminal, Mercenary Culture).

Grey Gargoyle (Masters of Evil IV): See profile, P. 18.

Mister Hyde (Masters of Evil IV): See profile, P. 25.

Moonstone [Meteorite] (Masters of Evil III, IV, VI, Thunderbolts): Also Master, Support. She is a psychiatrist who stole the Moonstone, which bonded to her nervous system and empowered her criminal career. In Masters of Evil VI, she was known as Meteorite. Later, she reformed and became a member of the Thunderbolts. **ABILITIES:** Int: 3, Str: 7*, Agi: 2, Spd: 3, Dur: 4*; **ACTIONS:** Close Combat: 2 (Str. Bonus), Mastery of Light: 7* (Immune to own power, Light Beam attack, Blinding flash), Flight: 7, Phase Shift: 3*, Psychiatry: 5, Healing, Medical: 5, Social Skills: 4 (Professional Criminal, Manipulation) **MODIFIERS:** Toughness: (+4); **EQUIPMENT:** Costume*: Defense (+1), can transform normal clothing into uniform, *Moonstone: Provides all indicated super powers.

Powderkeg (Masters of Evil V): Powderkeg is abnormally large. He can secrete nitroglycerin through his skin and can therefore throw explosive punches. **ABILITIES:** Int: 2, Str: 4, Agi: 2,

Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Str. Bonus), Social Skills: 2 (Professional Criminal, Mercenary Culture); **MODIFIERS:** Reflexive Dodge: (+2), *Explosive Punch/Sweat:* (+4), on impact, immune to own effects.

Puff Adder (Masters of Evil V): Also Ranged Fighter. Acid gas-spitting Gordon "Gordo" Fraley is a mutant criminal with the ability to cause the epidermis of his entire body to puff up to make him appear more threatening. **ABILITIES:** Int: 2, Str: 6, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Str. Bonus), Ranged Combat: 5, Vehicles: 5 (Pilot), Social Skills: 2 (Professional Criminal); **MODIFIERS:** Toughness: (+1), *Puffing:* add 1 to Str, become 10' tall, can only maintain for 15 minutes at a time; **EQUIPMENT:** Costume: Defense (+1), Cowl has gas which can be released through his mouth either acid (+5) for damage, or paralysis: (+5), attack vs. Dur.

Scorpion (Masters of Evil III): Also Ranged Fighter, Scout. Macdonald "Mac" Gargan retains his deductive reasoning from his career as a private investigator, in spite of being criminally insane. **ABILITIES:** Int: 2, Str: 6, Agi: 5, Spd: 5, Dur: 5; **ACTIONS:** Close Combat: 2 (Str. Bonus), Ranged Combat: 3, Private Investigating: 4, Social Skills: 3 (Professional Criminal, P.I. Protocol); **MODIFIERS:** Reflexive Dodge: (+2); **EQUIPMENT:** Full-Body Battlesuit: Defense (+3), Cybernetically controlled 7' tail: (+4) to Close Combat which has a low-density Plasma Gun: (+5), and can squirt Acid: (+3), Range = 2.

Tiger Shark (Masters of Evil III, IV, VII): Also "Other." Todd Arliss was an Olympic champion swimmer before he injured his back, gained superhuman powers from Dr. Dorcas, and started his life of crime. **ABILITIES:** (Land/Water) Int: 2/2, Str: 8/9*, Agi: 3/4*, Spd: 3/4*, Dur: 4/5*; **ACTIONS:** Close Combat: 2 (Str. Bonus)/(Underwater Combat), Swimming: 7 (can exceed maximum human water speed), Social Skills: 2 (Aquatic Culture; Professional Criminal); **MODIFIERS:** Breathe Underwater (gills, modified lungs), Insanity Mental Defense: (+3), Toughness: (+2), Teeth: (+2); **EQUIPMENT:** *Waterproof Costume: Defense (+1), allows water circulation next to skin so he can retain his full Abilities.

Titania (Masters of Evil IV, V): Dr. Doom, using the alien technology of "Battleworld," transformed Mary "Skeeter" MacPherran into the super-powered criminal Titania. She has had a long-term relationship with the Absorbing Man. **ABILITIES:** Int: 2, Str: 10, Agi: 2, Spd: 4, Dur: 5; **ACTIONS:** Close Combat: 3 (Str. Bonus), Ranged Combat: 3, Acrobatics: 4, Social Skills: 3 (Professional Criminal); **MODIFIERS:** Toughness: (+6) no 2x damage from firearms or projectiles.

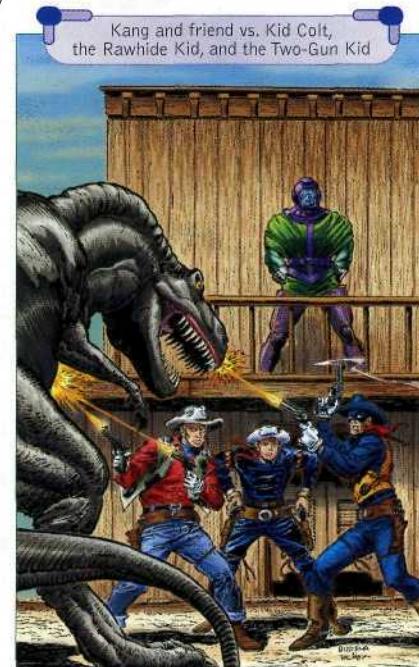
Whirlwind (Masters of Evil II, III, IV): Also Ranged Fighter, Scout. High School Dropout, David Cannon, is a mutant with the power to spin like a top, wielding horrific saw-blades. Criminal career, first as "The Human Top" and later as Whirlwind. **ABILITIES:** Int: 2, Str: 4, Agi: 7, Spd: 4, Dur: 3; **ACTIONS:** Close Combat: 2 ("Spinning" Bonus), Ranged Combat: 3 ("Spinning" Bonus), *Spinning:* 7 (Force Blast, small tornadoes, wind screen like Force Field, but no free defense stones), Flight: 2, Thieving: 4 (Jewel Thief, Opening Locks, Burglary), Vehicles: 3, Social Skills: 4 (Circus Culture, Competitive Ice Skating, Professional Wrestling, Professional Criminal); **MODIFIERS:** Reflexive Dodge: (+4), only while spinning; **EQUIPMENT:** Two 10' spinning saw-blades on hands: (+4), Shuriken: (+2), Razor-sharp jacks: (+2).

Phantom Rider [Night Rider] (Wild West C.1870): Also Ranged Fighter, Scout. The vigilante Carter Slade was an honest schoolteacher whose life was saved by a Comanche Shaman who provided him with his glowing costume. His cape was black on one side, and phosphorescent white dust on the other. By careful manipulation of this cloak he could hide in the shadows and suddenly appear as a glowing figure. **ABILITIES:** Int: 3, Str: 2, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 5 (Agi. Bonus), Ranged Combat: 4 (Handguns, Shoot to Disarm), General Knowledge: 4 (Teaching), Hunting and Tracking: 5, Horsemanship: 5, Social Skills: 4 (Feigning Supernatural Powers); **MODIFIERS:** Reflexive Dodge: (+2), Targeting: (+4), Fast Draw: (+3); **EQUIPMENT:** Navy Colt .44: (+2), Lasso: (+2), can tangle/hold, Glowing/Black Cape and outfit: (+2)

to hiding in darkness, (+2) as Fear vs. the superstitious, Banshee: Horse, also covered with phosphorescent dust (Int: 1, Str: 2, Agi: 3, Spd: 2, Dur: 3), Lantern to project image.

Rawhide Kid (Wild West c.1870): Also Ranged Fighter, Scout. Johnny Bart was orphaned as a baby and raised by a Texas Ranger. As an adult, he became a crimefighter after his adopted father was gunned down. **ABILITIES:** Int: 3, Str: 2, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Agi. Bonus), Ranged Combat: 6 (Handguns, Shoot to Disarm), Hunting and Tracking: 3, Horsemanship: 7, Social Skills: 3 (Texas Ranger Protocol); **MODIFIERS:** Reflexive Dodge: (+2) Targeting: (+4), Fast Draw: (+5); **EQUIPMENT:** Two Colt .45s: (+2), Lasso: (+2) can tangle/hold, Nightwind: Horse, (Int: 1, Str: 2, Agi: 3, Spd: 3, Dur: 3).

Two-Gun Kid (Wild West c.1870): Also Ranged Fighter, Scout. Matt Hawk was a lawyer from Boston who took on the guise of a masked crimefighter, Two-Gun Kid, in order to fight crime in the Old West. **ABILITIES:** Int: 3, Str: 2, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Agi. Bonus, Hand-to-Hand, Boxing), Ranged Combat: 6 Handguns, Lasso, Shoot to Disarm), Legal Skills: 2 (Int. Bonus), Hunting and Tracking: 4, Horsemanship: 5, Social Skills: 4; **MODIFIERS:** Reflexive Dodge: (+1) Targeting: (+4), Fast Draw: (+5); **EQUIPMENT:** Two Colt .45 Handguns: (+2), Lasso: (+2), can tangle/hold.



Bulldozer (Wrecking Crew, Masters of Evil IV): Henry Camp gained his powers from the Wrecker and enjoys head-butting his enemies. ABILITIES: Int: 2, Str: 8, Agi: 2, Spd: 2, Dur: 5; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 3, Military Training: 3, Social Skills: 2 (Professional Criminal, Military Protocol); MODIFIERS: Toughness: (+2); EQUIPMENT: Helmet: Defense (+1), (+2) Modifier to Close Combat if head-butt.

Piledriver (Wrecking Crew, Masters of Evil IV): High School dropout, Brian Phillip Calusky, gained his increased Strength, Durability and Toughness from The Wrecker. He loves a good brawl. ABILITIES: Int: 2, Str: 6, Agi: 2, Spd: 2, Dur: 5; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 3, Black Ops: 1; MODIFIERS: Toughness: (+2); Social Skills: 1 (Professional Criminal).

Thunderball (Wrecking Crew, Masters of Evil IV): Also Support. Dr. Eliot Franklin was a gifted physicist before he turned to crime. The smartest of the wrecking crew, he likes hitting things with his wrecking ball. ABILITIES: Int: 4, Str: 6, Agi: 2, Spd: 2, Dur: 5; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 3, Invention: 2, Technology: 5, Black Ops: 3 (Planning, Tactics), Social Skills: 2 (Scientific Community, Professional Criminal); MODIFIERS: Toughness: (+2); EQUIPMENT: Indestructible wrecking ball on 4-foot chain: (+4)

Wrecker (Wrecking Crew, Masters of Evil IV): Also Support. Dirk Garthwaite was a petty criminal until he was accidentally given supernatural power by the Norn Queen intended for Loki. Leader of the Wrecking Crew and the source of their power. ABILITIES: Int: 2, Str: 8, Agi: 2, Spd: 2, Dur: 5; ACTIONS: Close Combat: 3 (Str. Bonus), Ranged Combat: 3, Leadership: 3, Social Skills: 1 (Professional Criminal); MODIFIERS: Toughness: (+3); EQUIPMENT: Enchanted Crowbar: (+4), 4', Indestructible, wielder can mind control anyone who holds it. Can project a Force Field: (+3).

Jolt (Thunderbolts): Also Ranged Fighter. Abducted by mad Dr. Arnim Zola who subjected her to cruel experiments. After she joined the

Thunderbolts, she was killed, but Techno [Fixer] brought her back, with altered powers. Now a being of energy, she can transform to human form but is severely handicapped. ABILITIES: Int: 3/3, Str 1/4, Agi: 1/4, Spd: 1/5, Dur: 1/3 (Use Spd. instead of Agi. for going first.); ACTIONS: Close Combat: 0/4 (Spd. Bonus), Ranged Combat: 0/2, Biokinetic Blast: 0/8 (2x Damage, Range = 2), Social Skills: 2/2 (Thunderbolts Culture); MODIFIERS: Transform Self (Human/Energy), severely handicapped in human form. Hyperkinetic Punch: (+4/+4) Modifier to Close Combat, Defense vs. electrical attack: (+9).

Aries (Zodiac): Also Ranged Fighter. He is an android in the likeness of a ram and can shoot fire from the horns of his armor. ABILITIES: AI: 3, Str: 3, Agi: 3, Spd: 3, Dur: 4; ACTIONS: Close Combat: 4 (Str. Bonus), Ranged Combat: 5, Black Ops: 4, Social Skills: 2; MODIFIERS: Toughness: (+1), Self-Contained Life Form; EQUIPMENT: Body Armor: Defense (+1), Ram's Head Helmet, Flame Attack: (+4) from horns, Area Attack (Super Power or powered by suit; GM discretion).

Cancer (Zodiac): He is an android in powered armor with claw-like gauntlets in the likeness of a crab. ABILITIES: AI/SI: 3, Str: 3/6, Agi: 2/1, Spd: 3/3, Dur: 3/5; ACTIONS: Close Combat: 3/1 (Str. Bonus), Ranged Combat: 4/1, PA Water Blast: 3 (from claws), Black Ops: 4, Social Skills: 2; MODIFIERS: Toughness: (+1), PA Toughness: (+3), Self-Contained Life Form PA Pincers: (+2) to Close Combat (as Claws); EQUIPMENT: Does not currently have any attached weapons (but may be added at GM discretion).

Capricorn (Zodiac): She is an android with cloven hooves and greatly enhanced leg muscles, used for leaping and climbing. ABILITIES: AI: 3, Str: 2, Agi: 3, Spd: 4, Dur: 4; ACTIONS: Close Combat: 4 (Str. Bonus), Ranged Combat: 2, Social Skills: 2; MODIFIERS: +3 to Str. of legs, Self-Contained Life Form.

Leo (Zodiac): Also Scout. An exact android replica of Tigra (see profile), but is a Self-Contained Life Form and has A.I. instead of Intelligence. (Leo does not have Tigra's Team Affiliation, Wealth, Social Skills or Avengers Communicard.)

Taurus (Zodiac): She's a big, tough android with tremendous strength, always leading the charge. ABILITIES: AI: 2, Str: 6, Agi: 2, Spd: 3, Dur: 5; ACTIONS: Close Combat: 4 (Str. Bonus), Ranged Combat: 1, Unstoppable: 5 (Str. Bonus), Social Skills: 2; MODIFIERS: Toughness: (+2), Self-Contained Life Form; EQUIPMENT: Costume: Defense (+1), Horns: (+1) to Unstoppable.

RANGED FIGHTERS

Apocryphus (Anachronauts): Also Close Fighter.

Deathhunt 9000 (Anachronauts): Also Close Fighter, Scout.

Kang (Anachronauts, Leader): Also Close Fighter, Scout.

Raa (Anachronauts): Also Close Fighter, Scout.

Sir Raston (Anachronauts): Also Close Fighter.

Smith (Anachronauts): Also Close Fighter.

Terminatrix (Anachronauts): Also Close Fighter, Support.

Wildrum (Anachronauts): Also Close Fighter, Scout.

Gen. Thaddeus E. "Thunderbolt" Ross (Hulkbusters): Also Support, Influence. Father of Bruce Banner's wife, major foe of the Hulk (and Bruce), a great American from a proud military tradition. ABILITIES: Int: 2, Str: 2, Agi: 1, Spd: 1, Dur: 2; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 4, *Military Strategy*: 4 (Administration, Supply, Combat Ops), General Knowledge: 6 (Military Organization, Strategy and Tactics, the Hulk), Social Skills: 4 (Government Bureaucracy, Army Protocol); EQUIPMENT: Handgun: (+2).

Count Tagar (Knights of Wundagore): Also Close Fighter.

Man-Beast (Knights of Wundagore): Also Close Fighter, Support.

Sir Lepard (Knights of Wundagore): Also Close Fighter, Scout.

Sir Lyan (Knights of Wundagore): Also Close Fighter.

Sir Ossilot (Knights of Wundagore): Also Close Fighter, Scout.

Sir Porga (Knights of Wundagore): Also Close Fighter.

Sir Ram (Knights of Wundagore): Also Close Fighter, Scout.

Grim Reaper (Lethal Legion I, II): Also Close Fighter, see profile, P. 19.

Living Laser (Lethal Legion): Also Scout. Arthur Parks is no longer human, but is composed of photons. He can appear human by projecting a holographic image of himself. ABILITIES: Int: 4, Str: 1, Agi: 1, Spd: 3, Dur: 6; ACTIONS: Close Combat: 1 (Flight Bonus), Ranged Combat: 1, Laser Bolts: 9, Flight: 10, Leadership: 4, Technology: 4, Manipulate Density: 1 (his natural weight = 0), Telepathy: 1 (Telepathic Communications) Social Skills: 2; MODIFIERS: Can only communicate through Telepathy: Physical Invulnerability, Mental Defense: (+1), Healing Factor.

Swordsman (Lethal Legion): Also Close Fighter.

Baron Zemo (Masters of Evil IV): Also Support, see profile, P. 13.

NOTE: His father, Baron Heinrich Zemo, was a Nazi Scientist and enemy of Capt. America. He Led the Original Masters of Evil I. His statistics and equipment are the same as his son.

Beetle [Mach I, Mach II, Mach III] (Masters of Evil III, VI, Thunderbolts): Also Close Fighter, Support.

Fixer [Techno] (Masters of Evil IV, VI, Thunderbolts): Also Support, see profile, P. 18.

Oddball (Masters of Evil V): Elton Healy was a street juggler who turned to crime. ABILITIES: Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; ACTIONS: Close Combat: 3 (Agi. Bonus), *juggling*: 6 (Can use as ranged combat, Range = 2), Social Skills: 2 (Professional Criminal, Street Performance); MODIFIERS: Reflexive Dodge: (+2); EQUIPMENT: Costume: Defense (+1), Ten 3-inch balls:

filled with various substances: 4-stone Area Effect of tear gas, super-adhesive, acid, smoke, sulfur fumes or itching powder, a Projectile: (+2) of spent uranium; a powerful impact-activated electromagnet (+7 vs. electronics, etc.), an impact-activated siren (Range = 4) and a flare (visible to horizon).

Puff Adder (Masters of Evil V): Also Close Fighter.

Scorpion (Masters of Evil III): Also Close Fighter, Scout.

Whirlwind (Masters of Evil II, III, IV): Also Close Fighter, Scout.

Yellowjacket (Masters of Evil IV, V): Also Scout, Support. Rita DeMara started out as a criminal, but always surrendered to the good guys as soon as she could. She reformed, and eventually betrayed the Masters of Evil V. ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 4, Shrinking: 7 (with Helmet only), Acrobatics: 3, Technology: 6, Computers: 6, Social Skills: 2 (Professional Criminal, Law Enforcement); MODIFIERS: Reflexive Dodge: (+1); EQUIPMENT: Costume: Allows flight of 3, Cybernetic Helmet: allows her to change size, Disrupter Stings: (+3), wrist-mounted.

Techno [Fixer] (Masters of Evil IV, VI, Thunderbolts): Also Support, see Fixer profile, P. 18.

Jolt (Thunderbolts): Also Close Fighter.

Reno Jones (Wild West c.1870): He and Kid Cassidy formed a two-man team known as the Gunhawks. Reno was a slave in the ante-bellum South, and Cassidy was the son of his owner. Both of them fought on the side of the south (Reno joined up after his fiancée was kidnapped by Yankee soldiers). ABILITIES: Int: 3, Str: 3, Agi: 2, Spd: 2, Dur: 3; ACTIONS: Close Combat: 3 (Str. Bonus, Hand-to-Hand), Ranged Combat: 5 (Handguns, Rifle), Horsemanship: 4, Cowboy Skills: 4, Hunting and Tracking: 3, Leadership: 2, Social Skills: 2 (Slave Culture, CSA Army Protocol); MODIFIERS: Toughness: (+1), Targeting: (+4), Fast Draw: (+4); EQUIPMENT: Two Colt .45 Handguns: (+2), Winchester Rifle: (+3), Buffalo Rifle: (+3).

Kid Cassidy (Wild West c.1870): Son of an aristocratic white slaveholder, he befriended Reno Jones as a child. As Confederate veterans, they fought side by side, and when the war was over and their known way of life at an end, they headed west and became known as the Gunhawks, with Cassidy as sidekick. ABILITIES: Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; ACTIONS: Close Combat: 2 (Agi. Bonus, Hand-to-Hand), Ranged Combat: 5 (Handguns, Rifles), Horsemanship: 4, Hunting and Tracking: 3, Cowboy Skills: 4, Social Skills: 3 (CSA Army Protocol, Southern Aristocracy); MODIFIERS: Reflexive Dodge: (+1), Targeting: (+4), Fast Draw: (+3); EQUIPMENT: Two Colt .45 Handguns: (+2), Lasso: (+2, can tangle/hold).

Kid Colt (Wild West c.1870): Also Scout. Blaine Colt was one of the fastest draws of all times, rivaled only by the Two-Gun Kid and the Rawhide Kid. Known as a "Robin Hood on horseback" he was a fugitive and crimefighter. ABILITIES: Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; ACTIONS: Close Combat: 2 (Agi. Bonus, Hand-to-Hand), Ranged Combat: 6 (Handguns, Lasso, Shoot to Disarm), Hunting and Tracking: 4, Horsemanship: 5, Social Skills: 3; MODIFIERS: Reflexive Dodge: (+1), Targeting: (+4), Fast Draw: (+5); EQUIPMENT: Two Colt .45 Handguns: (+2), Winchester Rifle: (+3), Lasso: (+2, can tangle/hold). Steel: Horse (Int: 1, Str: 2, Agi: 3, Spd: 3, Dur: 3).

Phantom Rider (Wild West c.1870): Also Close Fighter, Scout.

Rawhide Kid: Also Close Fighter, Scout.

Ringo Kid (Wild West c.1870): A standard gunslinging hero, but more of a cowboy than a crusader. (Trouble seems to know where to find him, though.) ABILITIES: Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; ACTIONS: Close Combat: 3 (Agi. Bonus, Hand-to-Hand), Ranged Combat: 5 (Handguns, Shoot to Disarm), Cowboy Skills: 4, Hunting/Tracking: 3, Horsemanship: 4, Social Skills: 2; MODIFIERS: Reflexive Dodge: (+1), Targeting: (+3), Fast Draw: (+4); EQUIPMENT: Two Colt .45 Handguns: (+2), Winchester Rifle: (+3), shoulder holster.

Two-Gun Kid (Wild West c.1870): Also Close Fighter, Scout.

Aquarius (Zodiac): He is an android equipped with full body armor and a powerful electricity blaster. **ABILITIES:** AI: 3, Str: 3, Agi: 2, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 3 (Str. Bonus), Ranged Combat: 4, Black Ops: 2, Social Skills: 2; **MODIFIERS:** Self-Contained Life Form; **EQUIPMENT:** Full Body Armor: Defense (+3), Electricity Blaster: (+7), powered by cable to backpack generator.

Gemini (Zodiac): She is an android with striking red hair and a black-and-white harlequin costume covering her face and body. **ABILITIES:** AI: 3, Str: 3, Agi: 3, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Agi. Bonus), Ranged Combat: 2, Energy Blast: 7; Growth: 3; Black Ops: 4, Social Skills: 2; **MODIFIERS:** Self-Contained Life Form; **EQUIPMENT:** Costume: Defense (+1).

Aries (Zodiac): Also Close Fighter.

Sagittarius (Zodiac): An exact android replica of Hawkeye, eventually destroyed by Leo and Mockingbird. (See Hawkeye's profile. Exactly the same, except Sagittarius has Social Skills of 2 and he is a Self-Contained Life Form. He also does not have Hawkeye's Leadership, Vehicles, Social Skills, Team Affiliation, Wealth: (2), or Avengers Communicard, but may have his other non-team related equipment.

SCOUTS

Apocryphus (Anachronauts): Also Close/Ranged Fighter.

Deathunt 9000 (Anachronauts): Also Close/Ranged Fighter.

Kang (Anachronauts, Leader): Also Close/Ranged Fighter.

Raa (Anachronauts): Also Close/Ranged Fighter.

Wildrun (Anachronauts): Also Close/Ranged Fighter.

Samuel J. LaRoquette (Hulkbusters): Also Support, Influence. The team's explorer. **ABILITIES:** Int: 5, Str: 1, Agi: 1, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Int. Bonus), Ranged Combat: 2, Hunting and Tracking: 5, Government Ops: 4, General Knowledge: 6

(Cartography, Anthropology, The Hulk), Social Skills: 4 (Diverse Cultures, Army Protocol, Government Bureaucracy); **EQUIPMENT:** Scientific and survival equipment, as needed. Handgun: (+2) Various small tools and blades.

Sir Lepard (Knights of Wundagore): Also Close/Ranged Fighter.

Sir Ossilot (Knights of Wundagore): Also Close/Ranged Fighter.

Black Talon (Lethal Legion): Also Master. He can manipulate voodoo magical forces for various effects, principally the creation of Zombies. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agi. Bonus), Ranged Combat: 2, Black Ops: 4 (Posing as others, Sneaking, Lying), Mastery of Magic: 4, Voodoo: 8, Magical Healing: 8, Magical Travel: 4 (Astral Travel), Social Skills: 2 (Voodoo Priest, Professional Criminal); **MODIFIERS:** Reflexive Dodge: (+1), Magical Defense: (+8); **EQUIPMENT:** Trappings of various voodoo rituals, Razor-sharp talon gloves and boots: (+1) to Close Combat (as Claws).

Living Laser (Lethal Legion I): Also Ranged Fighter.

Nekra (Lethal Legion): Also Master. A High priestess of the cult of Kali, Nekra Sinclair has chalk white skin, black hair and enlarged canine teeth that give her a vampiric appearance. **ABILITIES:** Int: 2, Str: 2*, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Str. Bonus), Hunting/Tracking: 4, Mastery of Magic: 2, Voodoo: 4, Magical Healing: 4, Leadership: 2, Social Skills: 2 (Cult Priestess, Professional Criminal); **MODIFIERS:** **Berserk*: Nekra gets stronger and harder to hurt, the angrier she gets. Str increases 1/Panel, to a max. of 6, Toughness increases 1/Panel to a max. of 4; Toughness: (+1), Magical Defense: (+4), Reflexive Dodge: (+1), Animal Senses: (4), esp. scents and smells.

Goliath [Power Man, Atlas] (Masters of Evil IV, VI, Lethal Legion, Thunderbolts): Also Close/Ranged Fighter.

Radioactive Man (Masters of Evil I, II, III): Also Master, Support. Dr. Chen Lu gained his powers from exposure to

radiation. A former agent of the Communist Chinese, he is now a freelance criminal. **ABILITIES:** Int: 4, Str: 4, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Str. Bonus), Ranged Combat: 2, *Master of Radiation*: 7 (Immune to effects, Force Field, Heat Blast, hard radiation inflicting victims with nausea, dizziness, radiation poisoning, blinding, hypnotic light, Absorb Radiation, can add Mastery to Str.), Nuclear Physics: 5 (Effects of humans, mutations), Black Ops: 1, Social Skills: 3 (Professional Criminal, Intelligence Community, Chinese Culture); **MODIFIERS:** Toughness: (+1); **EQUIPMENT:** Spray Gun of Adhesive X (Difficulty: 9 Strength to break, dries instantly, Range = 1.) Null-radiation harness (allows him to control his level of emissions, without it he cannot remain near others without poisoning them). Note: He has iridescent, green skin; can appear normal for Limited Duration by controlling his radiation levels.

Scorpion (Masters of Evil III): Also Close/Ranged Fighter.

Screaming Mimi [Songbird] (Masters of Evil IV, VI, Thunderbolts): Also see Songbird profile, with Masters of Evil/Masters List. Also Master. Melissa Schwartz was the villain known as Screaming Mimi, a professional wrestler. She lost her powers, but she mastered a new set of powers, and became Songbird (see profile). She is now with the Thunderbolts. **ABILITIES:** Int: 2, Str: 4, Agi: 4, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 3 (Str. Bonus) (Wrestling), Ranged Combat: 4, Master of Sound: 8 (Immune to effects of Sound, Force Blast, Overstrain, *Sonic Attack*: Attack vs. Dur. Each note has a different effect; Low C: anxiety, shortness of breath, D: high level anxiety and panic attacks, E: dizziness, vertigo, F: Nausea, stomach cramping, G: Severe headaches, fatigue, A: Blindness, B: Euphoria, eventual stupor, High C: Visual Hallucinations, as well as a force blast (2 sonic effects may be combined), Social Skills: 3 (Professional Criminal, Mercenary Lifestyle Wrestling Culture).

Shocker (Masters of Evil III): Herman Schultz was a burglar who built his suit in prison in order to escape. When not working for Egghead and the Masters of Evil III, he usually fights Spider-Man.

ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; ACTIONS: Close Combat: 3 (Str. Bonus), Ranged Combat: 3, Thieving: 4 (Safecracking, Opening Locks, Burglary), Black Ops: 4 (Assassination), Technology: 5, Social Skills: 3 (Professional Criminal); EQUIPMENT: Costume: Sonic/Vibration Defense: (+4), allows escape from any grasp, Vibrating Gloves: (+3) to Close Combat (as Claws), (+5) as Ranged Weapon, Range = 2.

Whirlwind (Masters of Evil II, III, IV): Also Close/Ranged Fighter.

Yellowjacket II (Masters of Evil IV, V): Also Ranged Fighter, Support.

Kid Colt (Wild West c.1870): Also Ranged Fighter.

Phantom Rider (Wild West c.1870): Also Close/Ranged Fighter.

Rawhide Kid (Wild West c.1870): Also Close/Ranged Fighter.

Two-Gun Kid (Wild West c.1870): Also Close/Ranged Fighter.

Leo (Zodiac): Also Close Fighter.

Libra (Zodiac): Recreated by the Zodiac key as a female android. Briefly led a criminal gang of her own. ABILITIES: AI: 3, Str: 2, Agi: 3, Spd: 3, Dur: 4; ACTIONS: Close Combat: 2 (Agi. Bonus), Ranged Combat: 3, Flight: 5; Leadership: 4, Black Ops: 4, Social Skills: 4; MODIFIERS: Reflexive Dodge: (+1), Self-Contained Life Form; EQUIPMENT: Costume: Defense (+1).

MASTERS

High Evolutionary (Knights of Wundagore): Also, Support, Other.

Black Talon (Lethal Legion): Also Scout.

Nekra (Lethal Legion): Also Scout.

Blackout (Masters of Evil IV): The victim of his employer's experiments, Marcus Daniels became the villain known as Blackout. Later in his career, Moonstone and Baron Zemo II took control of his mind, at which point his Darkforce Barrier ability went up to 9. ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 2,

Dur: 3; ACTIONS: Close Combat: 2 (Agi. Bonus), Ranged Combat: 3, *Mastery of Darkforce*: 7 (allows object creation, open portal into Darkforce dimension, project concessive bolts of Darkforce energy, Create barriers of Darkforce), Flight (via Darkforce): 3, Physics: 4, Social Skills: 2 (Professional Criminal/Scientific Community); EQUIPMENT: Costume that helps control Darkforce Energies.

Enchantress (Masters of Evil I): See profile, P. 16.

Klaw (Masters of Evil II): Also Support, see profile, P. 23.

Blackheath [Plantman] (Thunderbolts): Also Support, see profile, P. 27.

Moonstone [Meteorite] (Masters of Evil III, IV, VI, Thunderbolts): Also Close Combat, Support.

Radioactive Man (Masters of Evil I, II, III): Also Scout, Support.

Screaming Mimi [Songbird] (Masters of Evil IV, VI, Thunderbolts): Also Scout.

SUPPORT

Deathunt 9000 (Anachronauts): Also Close/Ranged Fighter.

Kang (Anachronauts, Leader): Also Close/Ranged Fighter.

Terminatrix (Anachronauts): Also Close/Ranged Fighter.

Man-Beast (Knights of Wundagore): Also Close/Ranged Fighter.

Dr. Bruce Banner (Hulkbusters): While separated from the Hulk. See Hulk profile (Feral Hulk), P. 10.

Samuel J. LaRoquette (Hulkbusters): Also Scout, Influence.

Dr. Armand Martel (Hulkbusters): Also Influence. The team's xenobiologist. A specialist of unknown and mysterious life forms. ABILITIES: Int: 5, Str: 1, Agi: 1, Spd: 1, Dur: 1; ACTIONS: Close Combat: 1 (Int. Bonus), Ranged Combat: 1, Government Ops: 4, General Knowledge: 6 (Exotic Life Forms, the Hulk), Social Skills: 4 (Academia,

Government Bureaucracy, Army Protocol); EQUIPMENT: Scientific equipment, as needed, including various cages and restraints.

Carolyn Parmenter (Hulkbusters): Also Influence. The team's marine scientist. ABILITIES: Int: 5, Str: 1, Agi: 1, Spd: 1, Dur: 1; ACTIONS: Close Combat: 1 (Int. Bonus), Ranged Combat: 1, Government Ops: 4, General Knowledge: 6 (Marine Science, the Hulk), Social Skills: 4 (Academia, Government Bureaucracy, Army Protocol); EQUIPMENT: Scientific equipment, as needed. Various underwater equipment, as needed.

Gen. Thaddeus E. "Thunderbolt" Ross (Hulkbusters): Also Ranged Combat, Influence.

Craig Sanders, Jr. (Hulkbusters): Also Influence. The team's demolition expert. ABILITIES: Int: 5, Str: 1, Agi: 1, Spd: 1, Dur: 1; ACTIONS: Close Combat: 1 (Int. Bonus), Ranged Combat: 1, Government Ops: 4, General Knowledge: 6 (Demolitions, the Hulk), Social Skills: 4 (Academia, Government Bureaucracy, Army Protocol); EQUIPMENT: Scientific equipment, as needed. Various explosives (GM discretion).

Prof. Hideko Takata (Hulkbusters): Also Influence. The team's professor of geophysics. ABILITIES: Int: 5, Str: 1, Agi: 1, Spd: 1, Dur: 1; ACTIONS: Close Combat: 1 (Int. Bonus), Ranged Combat: 1, Government Ops: 4, General Knowledge: 6 (Geophysics, Astrophysics, the Hulk), Social Skills: 4 (Academia, Government Bureaucracy, Army Protocol).

Bova (Knights of Wundagore): Cow-Woman. Not strictly a knight, per se, but usually (and rightly) counted among them. Bova meant well, but her involvement with outsiders turned out tragic in many ways. She is peaceful, wise and devoted to her charges. ABILITIES: Int: 3, Str: 4, Agi: 2, Spd: 1, Dur: 3; ACTIONS: Close Combat: 1, Medical Skills: 3, Empathy: 2, Nursing: 5, Social Skills: 5 (Parenting, Wundagore Culture); MODIFIERS: Horns: (+1), Animal Senses: (2).

High Evolutionary (Knights of Wundagore): Also Master, Other, see profile, P. 20. .

Ultron V [Crimson Cowl] (Lethal Legion II, Masters of Evil II): Also Close/Ranged Fighter.

Baron Zemo (Masters of Evil IV): Also Ranged Combat, see profile, P. 13.

Beetle [Mach I, Mach II, Mach III] (Masters of Evil III, VI, Thunderbolts): Also Close/Ranged Fighter.

Black Knight (Masters of Evil I, II): Also Support, P. 13.

Doctor Octopus (Masters of Evil V): Also Close Fighter, see profile in *Game Guide*, P. 21.

Egghead (Masters of Evil III): Elias Starr has an egg-shaped head. Caught trying to steal government secrets, he has become consumed with the quest for revenge on the U.S. Government and Henry Pym. ABILITIES: Int: 6, Str: 1, Agi: 1, Spd: 2, Dur: 2, Energy: 12 (i); ACTIONS: Close Combat: 1 (Int. Bonus), Technology: 6, Invention: 6, General Knowledge: 6 (Nuclear Physics, Robotics, Biology, Mind Control), Leadership: 3, Social Skills: 3 (Professional Criminal, Scientific Community, Government Culture); EQUIPMENT: Various sophisticated weapons of his own design, as needed. In the past he has shown up with mind control/transference devices to steal military intelligence, orbital lasers to blackmail the U.S., Insect Control devices, and hand-held laser blasters: (+6). He tends to only have one invention at a time (GM discretion).

Fixer [Techno] (Masters of Evil IV, VI, Thunderbolts): Also Ranged Fighter, see profile, P. 18.

Klaw (Masters of Evil II): Also Master, see profile, P. 23.

Melter (Masters of Evil I, II): Also Influence. Bruno Horgan was an industrialist who sold defective equipment to the government. Forced out of business, he invented the Melting Ray device. Later, he forced Tony Stark to improve this ray. ABILITIES: Int: 3, Str: 2, Agi: 2, Spd: 2, Dur: 2; ACTIONS: Close Combat: 2 (Str. Bonus), Ranged Combat: 3, General Knowledge: 5 (Weapons, Munitions), Technology: 5, Invention: 5, Business: 6, Social Skills: 3 (Big Business, Professional Criminal); MODIFIERS: Wealth: (6);

EQUIPMENT: Meltbeam Pistol: (+7), 4 settings: Flesh, wood, stone, metal. Range = 4, only one setting at a time. Melter Helmet (Range = 3', otherwise same effect as gun).

Moonstone [Meteorite] (Masters of Evil III, IV, VI, Thunderbolts): Also Close Combat, Master.

Blackheath [Plantman] (Thunderbolts): Also Master, see profile, P. 27.

Radioactive Man (Masters of Evil I, II, III): Also Scout, Master.

Yellowjacket II (Masters of Evil IV, V): Also Ranged Fighter, Scout.

Thunderball (Wrecking Crew, Masters of Evil IV): Also Close Fighter.

Wrecker (Wrecking Crew, Masters of Evil IV): Also Close Fighter.

Techno [Fixer] (Masters of Evil IV, VI, Thunderbolts): Also Ranged Combat, see Fixer profile, P. 18.

Virgo (Zodiac): She is an android with skill in inventing and utilizing machines. ABILITIES: AI: 4, Str: 2, Agi: 3, Spd: 3, Dur: 4; ACTIONS: Close Combat: 2 (Agi. Bonus), Ranged Combat: 2, Technology: 5, Invention: 5, Social Skills: 2; MODIFIERS: Self-Contained Life Form; EQUIPMENT: Energy Siphon: 10 free stones of Drain Energy, Range = 2, but only against Powered Armor or other electronic devices.

INFLUENCE

Doc Samson (Hulkbusters): Also Close Combat, Support, see profile, P. 16.

Samuel J. LaRoquette (Hulkbusters): Also Scout, Support.

Dr. Armand Martel (Hulkbusters): Also Support.

Carolyn Parmenter (Hulkbusters): Also Support.

Gen. Thaddeus E. "Thunderbolt" Ross (Hulkbusters): Also Ranged Combat, Support.

Craig Sunders, Jr. (Hulkbusters): Also Support.

Prof. Hideko Takata (Hulkbusters): Also Support.

Melter (Masters of Evil I, II): Also Support.

Scorpio (Zodiac): Also "Other." Jacob "Jake" Fury is Nick Fury's brother, and deadly enemy. Leader of the Zodiac, he holds the Zodiac Key, which was drawn to him by his great potential for evil. He has the ability to turn himself into sentient water at will. ABILITIES: Intelligence: 3*, Str: 3*, Agi: 3*, Spd: 3*, Dur: 4*; ACTIONS: Close Combat: 3 (Str. Bonus), Ranged Combat: 4, Black Ops: 4, Leadership: 4, Social Skills: 4; MODIFIERS: Transform Self* (to sentient water form, Limited Duration), Reconstitute Self* (into an android created by the Zodiac Key if he dies), Wealth: (6); EQUIPMENT: Costume: Defense (+1), Guns, at need, the *Zodiac Key (see Appendix C, Equipment List, P. 90 for other effects).

OTHER

High Evolutionary (Knights of Wundagore): Also Master, Support, see profile, P. 20.

Tiger Shark (Masters of Evil III, IV, VII): Also Close Fighter.

Pisces (Zodiac): She is an android with fins and scales and other fish-like attributes. She led a criminal gang for a short time. ABILITIES: AI: 3, Str: 3, Agi: 3, Spd: 3, Dur: 4; ACTIONS: Close Combat: 3 (Agi. Bonus) / (Underwater Combat), Ranged Combat: 4, Swimming: 7 (Underwater), Secret Ops: 4, Leadership: 3, Social Skills: 2; MODIFIERS: Toughness: (+2), Underwater Combat: (+4), Self-Contained Life Form.

Scorpio (Zodiac): Also Influence.

TEAM DESCRIPTIONS

The following pages provide the make-ups of some of the Avengers' deadliest enemies, and a few allies, too. Each team is profiled in terms of their eight basic attributes. While these descriptions can't possibly represent the entire history of the teams, they do tell you everything you need to know in order to field believable and dangerous adversaries for your players.

After the attributes, we provide a complete roster of members, along with the positions they play on the team. Not everybody who's on the list was on the team at the same time. You should feel free to pick and choose the team members you want. If you're setting your campaign in a particular era of Marvel history, you may want to recreate the specific membership of a particular team. (You'll see a number of characters that are listed as having been on more than one team at various times in their careers. That's just the nature of the business; super-power types tend to bounce from job to job.)

But you can also just use these team make-ups as guides to create your own team. Want a team that's like the Masters of Evil but made up only of androids? Then look at both the Masters and the Zodiac. Read up on their attributes and choose the ones that feel right for your new team. Examine their membership, and then use that knowledge to decide who should be on your team.

THE ANACHRONAUTS

1. Background: Based out of Chronopolis, these are great warriors recruited from all of time. They stay trained by fighting each other and the enemies of Kang, whom they serve as his elite guard in his many campaigns throughout time and space.

2. Basic Motivations: They serve Kang and protect Chronopolis. They can show up anywhere Kang has business, acting as the tip of his sword, and will serve him with undying loyalty.

3. Composition: They are made up of Kang's onetime foes, each defeated and recruited by Kang into this elite service. As true soldiers, they are all skilled Close and Ranged Fighters. (These are just a few of them. Have fun making up the greatest warriors of all time.)

4. Size: They usually appear as a group roughly the same number as players, but could operate individually if needed to by Kang. They may be leading larger numbers of "Greenshirt" rank and file, as appropriate.

5. Power: They can give most teams a good fight, but tend to be weaker than most experienced parties. They may have special weapons from Kang for special operations.

6. Attitudes toward the players: They tend to be arrogant and boastful, and react negatively to any suggestion of betraying Kang. They may deal with the players as equals and either negotiate with them or enlist their aid (depending on the circumstances).

7. Fighting Style: They have trained together for centuries, and tend to be quick and well coordinated. They will not needlessly throw away their lives, but they are fanatics and will fight to the death to defend Chronopolis.

8. If the Team defeats the Party: They will, on the whole, treat them with respect due to worthy warriors. If appropriate they will take them as captives to Kang in Chronopolis.

ROSTER

- Apocryphus (Close/Ranged Fighter, Scout)
- Deathunt 9000 (Close/Ranged Fighter, Support)
- Kang (Close/Ranged Fighter, Support)
- Raa (Close/Ranged Fighter, Scout)
- Sir Raston (Close/Ranged Fighter)
- Ssith (Close/Ranged Fighter)
- Terminatrix (Close/Ranged Fighter, Support)
- Tyndar (Close Fighter)
- Wildrun (Close/Ranged Fighter, Scout)

HULKBUSTERS

1. Background: Led by Gen. Thaddeus "Thunderbolt" Ross, the original Hulkbusters were made up of U.S. Army forces and dedicated to the capture or destruction of the Hulk. The second team with this name was made up of a group of Army scientists led by Dr. Bruce Banner. They're more concerned with "solving the problem" and do not necessarily seek the death of the Hulk.

2. Basic Motivations: Their stated objective is to stop the rampages of the Hulk and if possible to learn how to control such creatures. Gen. Ross would just as soon see the Hulk dead. (Note: Gen. Ross is Banner's ex-boss and father-in-law.)

3. Composition: The Hulkbusters are either army personnel or expert scientists. Because they are all human they have to rely on equipment to achieve their effect, not super powers. Doc Samson, a member of the later team, has been exposed to gamma radiation and is mutagenic himself. When Bruce Banner was a member, he was physically separated from the Feral Hulk.

4. Size: In addition to those in the lineup, the group can include as many U.S. Army personnel and government scientists as necessary.

5. Power: On an individual level, they tend to be much weaker than the players, but there may be a horde of them. While they will usually have greater numbers, they are all human and without superpowers (with the exception of Doc Samson). However, they can command considerable resources and technology and have proven able to subdue the Hulk.

6. Attitudes toward the players: They tend to prefer that the players get the hell out of the way and leave them to their job. They will not refuse help against the Hulk. If the players hinder or oppose the Hulkbusters, they will find the red tape of government reaching for them (the GM should take the opportunity to play this up... "Debriefings," intrusions, numerous forms, even tax audits).

7. Fighting Style: They tend to fight as teams, with soldiers steering the Hulk toward whatever "solution" they are trying out this week. They will have access to gas weapons or drugs to knock out the Hulk if necessary (and the players may also be vulnerable to such weapons).

8. If the Team defeats the Party: The first group will arrest the players. The second group is more likely to let them off the hook, especially if their cause is just.

ROSTER

First Group:

- Thaddeus E. "Thunderbolt" Ross (Ranged Combat, Support, Influence)
- US Army, led by General Ross (Ranged Fighters)

Second Group:

- Dr. Bruce Banner (Support)
- Doc Samson (Close Combat, Support, Influence)
- Samuel J. LaRoquette (Scout, Support, Influence)
- Dr. Armand Martel (Support, Influence)
- Carolyn Parmenter (Support, Influence)
- Craig Saunders, Jr. (Support, Influence)
- Prof. Hideko Takata (Support, Influence)

U.S. Army Soldiers (Hulkbusters): These poor guys often found themselves facing the Hulk armed with only a trusty rifle.

for either the furthering of their criminal activities, grandiose plans (taking over the world, quests for power and wealth) or revenge against the Avengers.

2. Basic Motivations: They form a group to make a united front against law and order in general and the Avengers in particular but tend to get distracted by their own personal needs and place these over the needs of the group. Treachery, infighting, coercion and backbiting are always going on.

3. Composition: They are a well-balanced multi-talented team with a "wide assortment of powers, but light on Healing and Telepathy.

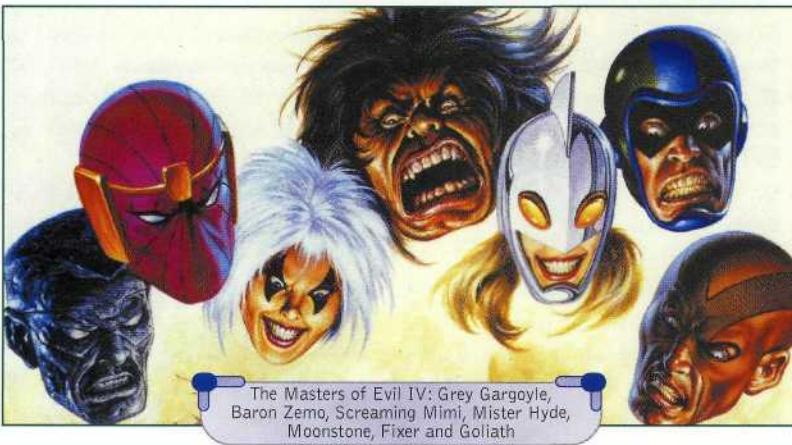
have a revenge motive, they are likely to kill or maim the players. Otherwise, their reactions can vary widely and conflicting agendas may come to the fore at this point.

ROSTER

- Absorbing Man [IV, V] (Close Fighter)
- Baron Zemo [Heinrich, I; Helmut, IV, VI] (Ranged Fighter, Support)
- Beetle [Mach I, Mach II, Mach III]/[III, VI] (Close/Ranged Fighter, Support), also Thunderbolts
- Black Knight I [I] (Close/Ranged Fighter)
- Blackout [IV] (Master of Darkforce)
- Bulldozer [IV] (Close Fighter), also Wrecking Crew

- Scorpion [III] (Close/Ranged Fighter, Scout)
- Screaming Mimi [Songbird] [IV, VI] (Master of Sound, Scout), also Thunderbolts
- Shocker [III] (Scout)
- Thunderball [IV] (Close Fighter, Support), also Wrecking Crew
- Tiger Shark [III, IV, VII] (Close Fighter, Other)
- Titania [IV, V] (Close Fighter)
- Whirlwind [II, III, IV] (Close/Ranged Fighter, Scout)
- Wrecker [IV] (Close Fighter, Support), also Wrecking Crew
- Yellowjacket II [IV, V] (Ranged Fighter, Scout, Support)

Note: This is the full roster for MoE I-VI, with any carryovers to MoE VII noted. MoE VII consists mostly of new members not included here. MoE VII was led by the Crimson Cowl (who this time turns out to be Justine Hammer) and included Aqueduct, Bison, Blackwing, Boomerang, Cardinal, Constrictor, Cyclone, Dragonfly, Eel, Flying Tiger, Icemaster, Joystick, Klaw, Lodestone, Man-Ape, Quicksand, Shatterfist, Shockwave, Scorcher, Slyde, Supercharger, Sunstroke, Tiger Shark.



4. Size: The size of this group has changed dramatically over the years but as often as not they outnumber the party in any given encounter. Not a particularly exclusive group, they are willing to recruit outsiders they deem worthy, to keep their numbers up.

5. Power: The Masters of Evil are a very formidable group of fighters. Their power varies from slightly weaker than the party to much more powerful than the party, depending on the incarnation and the circumstances.

6. Attitudes toward the players: They want to take revenge on their enemies. They want to publicly humiliate them, and if by some chance their retribution involves killing the players, so much the better. If possible, they would first want to capture them so they can gloat and show off their victims to impress their co-conspirators and associates.

7. Fighting Style: They tend to fight in small groups or they can sometimes coordinate for devastating effect. They frequently fight amongst themselves and pursue their own goals ("which can prove to be their undoing).

8. If the Team defeats the Party: If they

- Crimson Cowl [Ultron V]/[II] (Close/Ranged Fighter, Support), also Lethal Legion II
- Doctor Octopus [V] (Close Fighter, Support)
- Egghead [III] (Support)
- Enchantress [I] (Sorceress)
- Executioner [I] (Close Fighter)
- Fixer [Techno] [IV, VI] (Ranged Fighter, Support), also Thunderbolts
- Gargantua [V] (Close Fighter)
- Goliath [Power Man,Atlas]/[IV,VI] (Close Fighter, Scout), also Lethal Legion, Thunderbolts
- Grey Gargoyle [IV] (Close Fighter)
- Klaw [II, VII] (Master of Sound, Support)
- Melter [I, II] (Support, Influence)
- Mister Hyde [IV] (Close Fighter)
- Moonstone [Meteorite] [III, IV, VI] (Close Fighter, Master, Support), also Thunderbolts
- Oddball [V] (Ranged Fighter)
- Piledriver [IV] (Close Fighter), also Wrecking Crew
- Powderkeg [V] (Close Fighter)
- Puff Adder [V] (Close/Ranged Fighter)
- Radioactive Man [I, II, III] (Master of Radiation)

THUNDERBOLTS

1. Background: Formed as the Masters of Evil VI, they took on aliases and pretended to be good guys (The Thunderbolts) as part of a nefarious scheme—and then discovered that they preferred to be heroes! This brought them quickly into conflict with the Wrecking Crew, Masters of Evil VII, Graviton and many others. Baron Zemo is usually acting as team leader, but when he (and Techno/Fixer) disappeared for a time, Hawkeye headed up the team. When the Thunderbolts wound up on Counter-Earth, Hawkeye created a new group by the same name. The first group made it back, and the new team broke up, some of its members joining the original. The Thunderbolts remain ambivalent. They always have a bit of a hard time deciding whether they want to save the world or rule it. (Or both!)

2. Basic Motivations: Conflicting, mainly. Zemo and Techno are the more "evil-leaning" of the group, while Moonstone, Songbird and Jolt pull in

the other direction. Rivalry within the group is endemic. They seem to still be trying to figure it all out, which is one of the more engaging aspects of the Thunderbolts. (So, have fun making up your own motives!)

3. Composition: A multi-talented team of heroes, with excellent hi-tech (courtesy of Techno), but without telepathic or magical support. Many of them can fly.

4. Size: They normally operate in groups of three to seven, as available (i.e., slightly smaller to slightly larger than the party).

5. Power: The Thunderbolts are about the same power as the average party. They are quite capable in both Close Combat and at range.

6. Attitudes toward the players: They will (usually) try to cooperate with the law and do the right thing, unless it conflicts with their own goals. They may cooperate with the players if they feel the cause is just (or otherwise pleasing to them). They won't go out of their way to accost the players if not threatened or attacked. They have been back and forth between villainy and heroism and may provide an interesting perspective for the players. Many of them have short tempers and long pasts that follow them.

7. Fighting Style: Ostentatious, calculated to obtain favorable media coverage. They tend to cooperate well as a group, helping each other out and watching each other's backs. They are volatile, however, and may impulsively break ranks and act on their own. They always fight as if they have something to prove, as if they think of themselves as second-class heroes.

8. If the Team defeats the Party: They will not kill or remove equipment from the players, but will tend to leave them and go on. They have little use for prisoners. They will help wounded foes and will not leave people to die. (They may, on the other hand, leave a whole world to die—but that's another story!)

ROSTER

- Atlas [Power Man, Goliath] (Close Fighter, Scout), also Masters of Evil IV, VI, Lethal Legion
- Blackheath [Plantman] (Mastery of Plants, Support)
- Citizen V [Baron Helmut Zemo] (Ranged Fighter, Support)

- Hawkeye (Ranged Fighter)
- Jolt (Close/Ranged Fighter)
- Mach I [Beetle, Mach II, Mach III] (Close/Ranged Fighter, Support), also Masters of Evil III, VI
- Moonstone [Meteorite] (Close Fighter, Master, Support), also Masters of Evil III, IV, VI
- Songbird [Screaming Mimi] (Close Fighter, Master, Support), also Masters of Evil IV, VI
- Techno [Fixer] (Ranged Fighter, Support), also Masters of Evil IV, VI

WILD WEST C. 1870

1. Background: These are the greatest heroes of the old west. Some of them are lawmen (e.g., Rawhide Kid). Others may be fugitives and declared outlaws (e.g., Kid Colt). Some are vigilantes (e.g., Phantom Rider). And some are just cowboys going about their business in a world filled with trouble (e.g., Ringo Kid). But they all serve the cause of justice, regardless of their varying legal status.

2. Basic Motivations: They fight against injustice, uphold the law and defend the innocent. However, they may also be on the on the run from the law or on the trail of lost loves.

3. Composition: They are humans who favor ranged combat and 6-shooters. They have honed these skills to a high degree, and have made an art of the Fast-Draw.

4. Size: They tend to operate as individuals, but have come together on rare occasions when numbers were needed, or when destiny has summoned them.

5. Power: As they have no super powers, if operating solo, they tend to be much weaker than the party. However, with their Fast-Draw Modifiers they are likely to be getting off a few shots anyway—so there's that to consider. All are armed with Colt revolvers, and some carry rifles.

6. Attitudes toward the players: They will tend to help the good guys, while remaining protective of their local interests, if any. (Their tolerance for sass will vary, Rawhide Kid being more forgiving than most.)

7. Fighting Style: They tend to favor more straightforward confrontations, relying on their Fast-Draw and Ranged Combat to see them through. They have been known to pose as criminals. They are, of course,

notoriously proficient at breaking out of jail (or having it arranged), escaping when captured, etc.

8. If the Team defeats the Party: They will usually seek the law, preferring trials and judges to "frontier Justice."

ROSTER

- Reno Jones (Ranged Fighter)
- Kid Cassidy (Ranged Fighter)
- Kid Colt (Ranged Fighter, Scout)
- Phantom Rider (Close/Ranged Fighter, Scout)
- Rawhide Kid (Close/Ranged Fighter, Scout)
- Ringo Kid (Ranged Fighter)
- Two-Gun Kid (Close/Ranged Fighter, Scout)

WRECKING CREW

1. Background: After the Wrecker lost his powers and was thrown in prison, he and four cellmates escaped and found Wrecker's crowbar. They all touched the crowbar and it was struck by lightning, restoring the Wrecker's power and magically imbuing the others with power as well. The Wrecking Crew, as they called themselves, has fought the Fantastic Four, Captain America and Thor. They have fought Excalibur, Spider-Man, Alpha Flight, Loki and the Sub-Mariner and have gone on the rampage in Manhattan. They almost killed the Wasp. They were badly beaten by She Hulk, but they beat Hercules to a pulp (H. returned the favor when sober). For a time, they were a part of the Masters of Evil IV.

2. Basic Motivations: They seek profit and any excuse for mayhem. They are, at heart, ill-tempered goons, and are moved by the same passions. (Their very first operation involved holding NYC for ransom.)

3. Composition: Four Close Combat specialists, looking for a fight (preferably an unfair one). They do not have anything fancy, but they are quite good at what they do: The enchantment of the crowbar is quite powerful.

4. Size: All four usually appear as a group, together.

5. Power: They are very effective in Close Combat and weak in every other area. But they have proven extremely resilient: They just keep coming back—from prison, outer space, wherever. They have had their powers drained on more than one occasion,

but as long as the Wrecker has (or can find) his crowbar, he can always "return" and restore the others.

6. Attitudes toward the players: Typical of the dishonorable bullies that they are, they will want to maim and mutilate the players or, failing that, run away as fast as they can. They may be regarded as treacherous and untrustworthy in what dealings they have. Wherever they fight, they trash the place.

7. Fighting Style: They tend to charge right at their foes, bent on destruction. Their lack of ranged attack makes it imperative to for them to come to grips with their opponents as quickly as possible. They are not particularly concerned about cooperating in combat.

8. If the Team defeats the Party: They will attempt to beat the players to a pulp and leave their bleeding, dying bodies on the field. If they see anything they regard as valuable on their persons, they will take it.

ROSTER

- **Bulldozer (Close Fighter), also Masters of Evil IV**
- **Piledriver (Close Fighter), also Masters of Evil IV**
- **Thunderball (Close Fighter, Support), also Masters of Evil IV**
- **Wrecker (Close Fighter, Support), also Masters of Evil IV**

ZODIAC

1. Background: The Zodiac Key, a mysterious artifact of the Brotherhood of the Ankh, sought out Jacob Fury for his seemingly limitless capacity for evil. Fury was already "Scorpio" in a criminal team called the Zodiac Cartel, led by Cornelius van Lunt (Taurus). Using the Zodiac Key, Fury created android versions of the Zodiac, based on S.H.I.E.L.D.'s Life Model Decoys and, under his direction, they ambushed and wiped out the Cartel (except Taurus and Libra, who escaped). There was now a new Zodiac, with Jake Fury as leader. Fury has since died, but the Key reconstructed him as an android infused with his spirit. Ecliptic, a representative of the Brotherhood of the Ankh, serves as contact between the Brotherhood and the Zodiac.

2. Basic Motivations: Once a mere criminal enterprise, but Fury and the Zodiac Key have changed that entirely.

Deeply enmeshed in the eternal struggle between the forces of good and evil, the Zodiac is dedicated to terrorist activity against the US Government in general, and S.H.I.E.L.D., in particular. Jake Fury, holder of the Zodiac Key and team leader, is hell-bent to kill or thwart his brother, Nick, and has a great hatred of society. The Zodiac's timing and plots may be related to confluences of the heavens and other signs and portents. All of this is according to the enigmatic will of the Brotherhood of the Ankh, who do not wish either good or evil to win, but merely that the struggle continue.

3. Composition: A well-balanced, multi-talented group of androids. They Represent the Signs of Earth (Taurus, Virgo, Capricorn), Air (Gemini, Libra, Aquarius), Fire (Aries, Leo, Sagittarius) and Water (Cancer, Scorpio, Pisces) and their powers and personalities reflect those of the signs they represent.

4. Size: They are likely to appear all at once (and may well outnumber the players), although they can appear in smaller groups. The Zodiac Key has the capability of restoring members who are killed, as androids.

5. Power: Reasonably hard-hitting and tough, with a few nasty surprises up their sleeves. Their power is in their numbers and versatility.

6. Attitudes toward the players: They will view the players as enemies, but will try to mislead or avoid them if given a choice. However, the evil nature of the Zodiac will likely bring them into conflict with most heroes they encounter. (And the players themselves may well be the targets!) They may join forces with another hero or team if their objective is the same (such as destroying the Avengers or S.H.I.E.L.D.).

7. Fighting Style: They are dedicated to hit and run attacks: the tactics of terrorism. Whenever possible they will attack from ambush. They may operate in "squads" made up of their 3-man sign groupings ("All Air Signs, attack!").

8. If the Team defeats the Party: The Zodiac is a murderous group, so they will not stay their hands if they will gain anything by it. On the other hand, while their missions include killing, they do not always require it. They have been known to take a helpless hero hostage and to recruit him (the Brotherhood of the Ankh will teleport the victim away).

Note: There was another Zodiac after Fury's reign, which battled Alpha Flight. Like the second group, it was brought about by aid of the Zodiac Key. (One of them was an ex-member of Alpha Flight.) The entire team was eventually killed when Weapon X destroyed their island citadel.

ROSTER

- **Aquarius (Ranged Fighter)**
- **Aries (Close Fighter)**
- **Cancer (Close Fighter)**
- **Capricorn (Close Fighter)**
- **Gemini (Ranged Fighter)**
- **Leo (Close Fighter, Scout)**
- **Libra (Scout)**
- **Pisces (Other)**
- **Sagittarius (Ranged Fighter)**
- **Scorpio (Support, Other)**
- **Taurus (Close Fighter)**
- **Virgo (Support)**



Wasp and Yellowjacket vs. Scorpio and Zodiac Key

ADVENTURE BRIEFINGS

AVENGERS MANSION

The three-story Avengers Mansion is one of the most famous townhouses in the world. Located at 890 Fifth Avenue in Manhattan, the Mansion was originally built and designed by Tony Stark's father, Howard Stark. Tony donated the Mansion and property to the Avengers when the team first formed and Tony became their financial benefactor. (Tony himself was secretly one of the Avengers' founding members, Iron Man.)

Over the years the Mansion has been extensively remodeled to accommodate the Avengers' special needs. Among other things, the Mansion needed to be able to accommodate aliens, Atlanteans, robots, synthetoids, mutants and more.

The Mansion has been attacked a number of times, but was only destroyed once, by the Masters of Evil. It was rebuilt while the Avengers used the Hydrobase nine miles off the coast of New York as a temporary headquarters. Perhaps the most significant change in the Mansion's appearance over the years was the addition of a front yard—Thor and Iron Man pushed the Mansion nearly 35 feet from Fifth Avenue for some privacy. While the living quarters and meeting rooms and more public-oriented functions are aboveground, it is within this massive substructure that the Avengers deal with more top-security matters. The underground substructure was part of Howard Stark's original design, but has been greatly expanded over the years. It includes the team's headquarters, main computer intelligence systems, a complete level dedicated to weapons testing, an underground waterway leading into the East River for the Avengers' submarine and more.

The Avengers Mansion is surrounded on three sides by a concrete and reinforced steel wall, with a steel fence along its Fifth Avenue side. The yard, doors and windows are guarded by numerous surveillance systems and protected by a wide variety of detainment devices designed to apprehend with minimum harm.

MAIN FLOOR AND GROUNDS Nothing vital to the security and functioning of the Avengers is located on the main floor and grounds of the Mansion. They are frequently used for press conferences and public functions, such as entertaining diplomats and dignitaries. Edwin Jarvis, the butler, is quartered here. This floor includes a gallery of Avengers' allies and foes including artifacts and photographs from past missions. There's also a main conference room, a private library and the Mansion's only dining facilities.

SECOND FLOOR The second floor of the Mansion includes all the private quarters for those members of the team who actually live there full time. In addition to dens and studies, there are eight bedrooms available to be used by any active member who requests it. There has always been at least one Avenger living full time at the Mansion, but only rarely have all eight rooms been in use at once. When rooms are available, some members who have private residences elsewhere (like Wasp) use them as their "in town apartments." Tony Stark's private quarters are here, too, although he rarely uses them. On the map of the second floor, the numbered rooms refer to bedrooms, and some of the Avengers who have, at different times, lived in them.

Bedroom 1: Captain America, She-Hulk, Hercules

Bedroom 2: Hawkeye, Black Knight

Bedrooms 3 & 4: Scarlet Witch and Vision

Bedroom 5: Sub-Mariner

Bedroom 6: Starfox

Bedroom 7: Hercules, Beast, Tigra

Bedroom 8: Quicksilver, Black Panther, Wonder Man

Note: Bedrooms 5 & 6 were also used at various times by two different couples, Yellowjacket and Wasp, and Swordsman and Mantis.

QUINJET HANGAR The third floor of the Mansion is the Quinjet hangar. The hangar has storage capabilities for four Quinjets, one in combat-ready condition and the other three on storage dollies. This level of the Mansion also houses a full suite of the world's most advanced information-gathering and communications systems. The Quinjet is the team's primary mode of travel around the world. It can carry the full team of Avengers (generally seven at any given time). (See Schematic in Appendix B, Vehicles on P. 88)

BASEMENT The basement of the Mansion is where most of the recreational and training facilities are housed. The Avengers' medical facilities are also located on this level. There is a fully equipped gymnasium, swimming pool, sauna and steam bath. There's also a game room on this level. In addition, there's a heavily reinforced Combat Simulation Room packed with various robotic devices to test the limits of the Avengers' abilities. The medical facilities on this level were once the laboratories of both Dr. Donald Blake (Thor) and Dr. Hank Pym (Yellowjacket), one of the most brilliant minds in the Universe. There is also a series of cryogenic storage areas where allies or enemies might be placed in suspended animation.

SUB-BASEMENT, LEVEL ONE Level One of the sub-basement contains the high-security Assembly Room, the most secure location in the entire complex. Level One also houses the team's main computer systems, as well as their crime/forensic files, operational records and world security data. There is also a robotics fabrication lab used by both Pym and Stark. The Mansion gets its power from a thermoelectric generator housed on this floor along with its back-up systems.

SUB-BASEMENT, LEVEL TWO The Avengers' submarine pen and underground passage to the East River is located on this level. The area (as depicted) was reconfigured as a shuttle tube that connected the Mansion to the Hydrobase. More recently, however, the submarine docks were restored. There is also a weapons testing chamber built by Howard Stark that was refitted by Vision to house his world computer console.

As the headquarters for Earth's mightiest heroes, you can imagine that the Avenger's Mansion has been the scene of some exciting adventures. Here are a couple of suggested ideas

ADVANTAGE BUSINESS



around which you can base some of your adventures:

- 1.) The player or players are on duty at the Avengers Mansion when it is attacked. This is perfect for solo as well as group play; just adjust the size of the invaders accordingly. It's happened in the comics before, it happens in our Adventure in this *Guide* and it always makes for a fun adventure. First of all, the players have to stop their enemies without ruining their headquarters, while the villains have no such limitations. And second, it comes with a built-in time limit: How long does it take for the missing Avengers to arrive as reinforcements? The invaders could also be after something in the Mansion, such as one of Pym's inventions, or a captured alien weapon or information stored in the computer records...
- 2.) The Mansion's own security systems get taken over and attack the players. This could be accomplished by Ultron, or Machinesmith, or an alien computer virus. (For example, if the players defeated one of them and brought it back to the Mansion, then it could transfer its consciousness into the Mansion's computers!) Because the Mansion is filled with security and surveillance systems, the players now trapped within will find themselves up against a wide variety of traps and attacks. Most of these have between 5 and 8 stones of effect, and are designed to capture rather than cause damage. However, there's no reason they couldn't have been reprogrammed for other, more lethal effects by whatever has taken them over.

WUNDAGORE MOUNTAIN

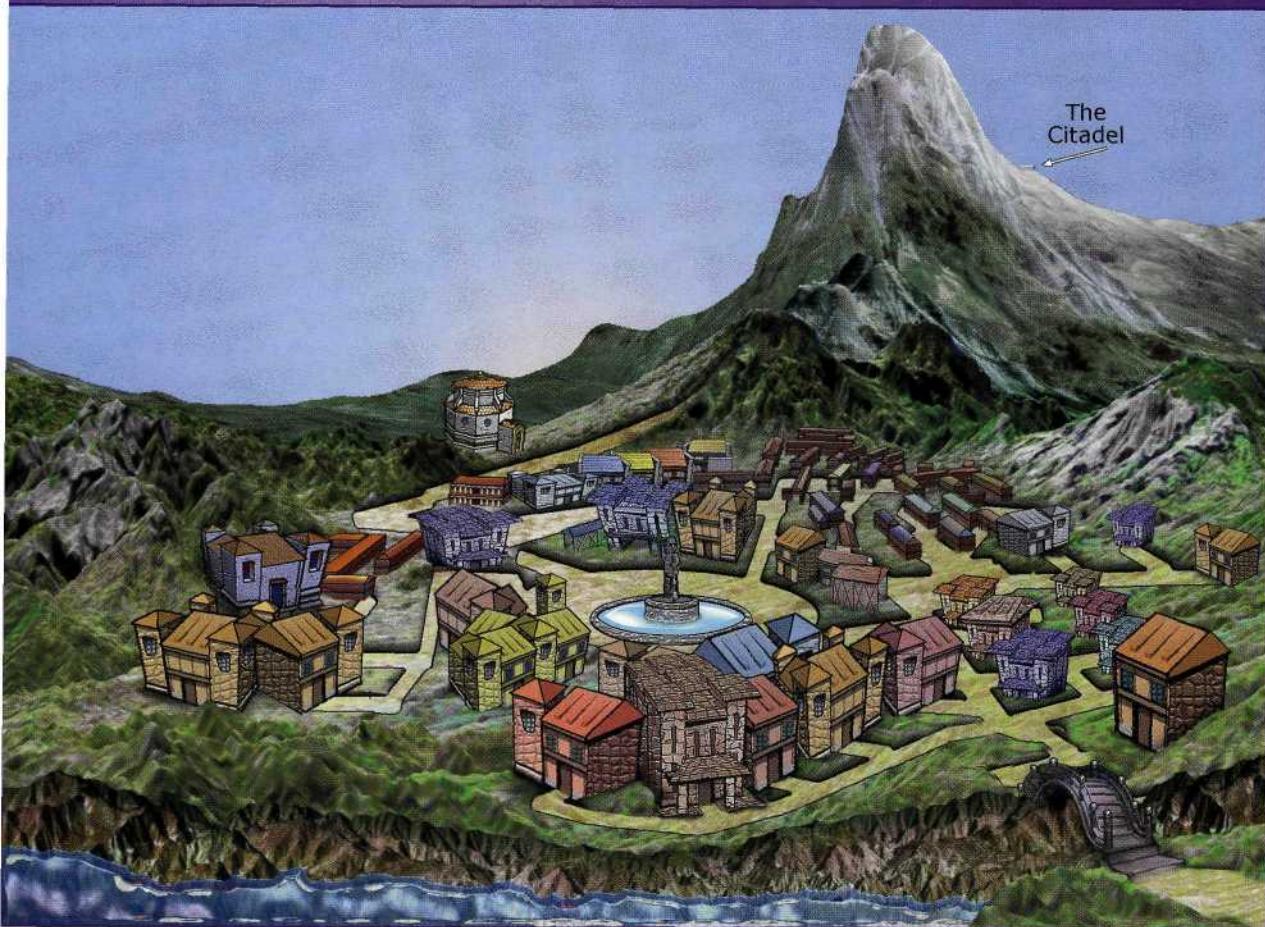
Located in the Eastern European country of Transia, Wundagore is the name of both a mountain and a citadel built on the mountain. It is a place of terrifying dark magic and unimaginable scientific advancements. There is also an ancient village nestled down below in the foothills of Wundagore mountain.

In the 6th Century A.D. the sorceress Morgan Le Fay and her cult dedicated to the secrets of the ancient book of dark magic known as the Darkhold summoned a demon from Hell known as Chthon. Despite their powers and abilities, they were unable to control the demon. Instead, they were forced to imprison it within the mountain to prevent its escape. Over a period of time, its spirit and its energy caused the very clay of the mountain itself to become magical in nature. (So powerful was this clay that centuries later the criminal known as the Puppet Master would use it to mystically control the minds of others.)

In the 20th Century, the mountain was considered part of the estate of Gregor Russoff, the father of Jack Russell (Werewolf), the ally of Dr. Strange. Russoff sold part of his estate, including Wundagore Mountain, to two scientists, Herbert Edgar Wyndham and Jonathan Drew. Wyndham would become the being known as the High Evolutionary, while Drew would become the father of the first Spider-Woman (Jessica Drew).

The two men discovered a rich deposit of uranium on the mountain, and used the money it provided to build a citadel on the mountain for their advanced scientific research. They began to experiment on all forms of animal life, mutating and

AREA MAP OF WUNDAGORE MOUNTAIN



evolving their subjects into animals with humanoid posture and intelligence, whom they called the "New Men."

The spirit of the 6th-Century sorcerer Magnus came to Wyndham and, while possessing the body of Jonathan Drew, brought a warning that the mountain would not keep the demon trapped for much longer, and that Chthon was preparing to attack. The High Evolutionary trained the "New Men" in the ways of chivalry and knighthood and they became the Knights of Wundagore. They were provided with high-tech weapons and armor and prepared for battle. When Chthon attacked, the combination of the High Evolutionary's advanced science, Magnus' sorcery, and the combat skills of the Knights of Wundagore proved too much for him.

On that same night, a woman named Magda, who had come to the Citadel seeking refuge, gave birth to two children. One, Pietro, would grow up to become Quicksilver. The other, Wanda, imbued with a potential for magic that night by Chthon itself, grew up to become the Scarlet Witch.

There began a period of peace and growth for Wundagore. It lasted until it was destroyed by the violent actions of Man-Beast, one of the New Men. The High Evolutionary converted part of his Citadel into a starship; together with most of the "New Men" they left to build a new world for themselves on a planet known as "Counter-Earth." They would later journey to a planet in the Sirius system that they named Wundagore II.

The Citadel itself would become the scene of another battle years later. Quicksilver and the Scarlet Witch had returned to Wundagore with their adopted father. While there, Chthon was able to possess the Scarlet Witch demonically and

use her to attack the Avengers. Chthon was defeated and the Scarlet Witch was freed from her possessor, but not before she discovered that her biological father was none other than Magneto.

Today, the Citadel is all but empty. If there are any secrets left within its walls, they remain hidden. The town exists much as it always has, belonging more to the past than the present. But who can say whether any of the spirit of Chthon remains buried deep within the mountain, suffused throughout the clay, waiting to rise once again.

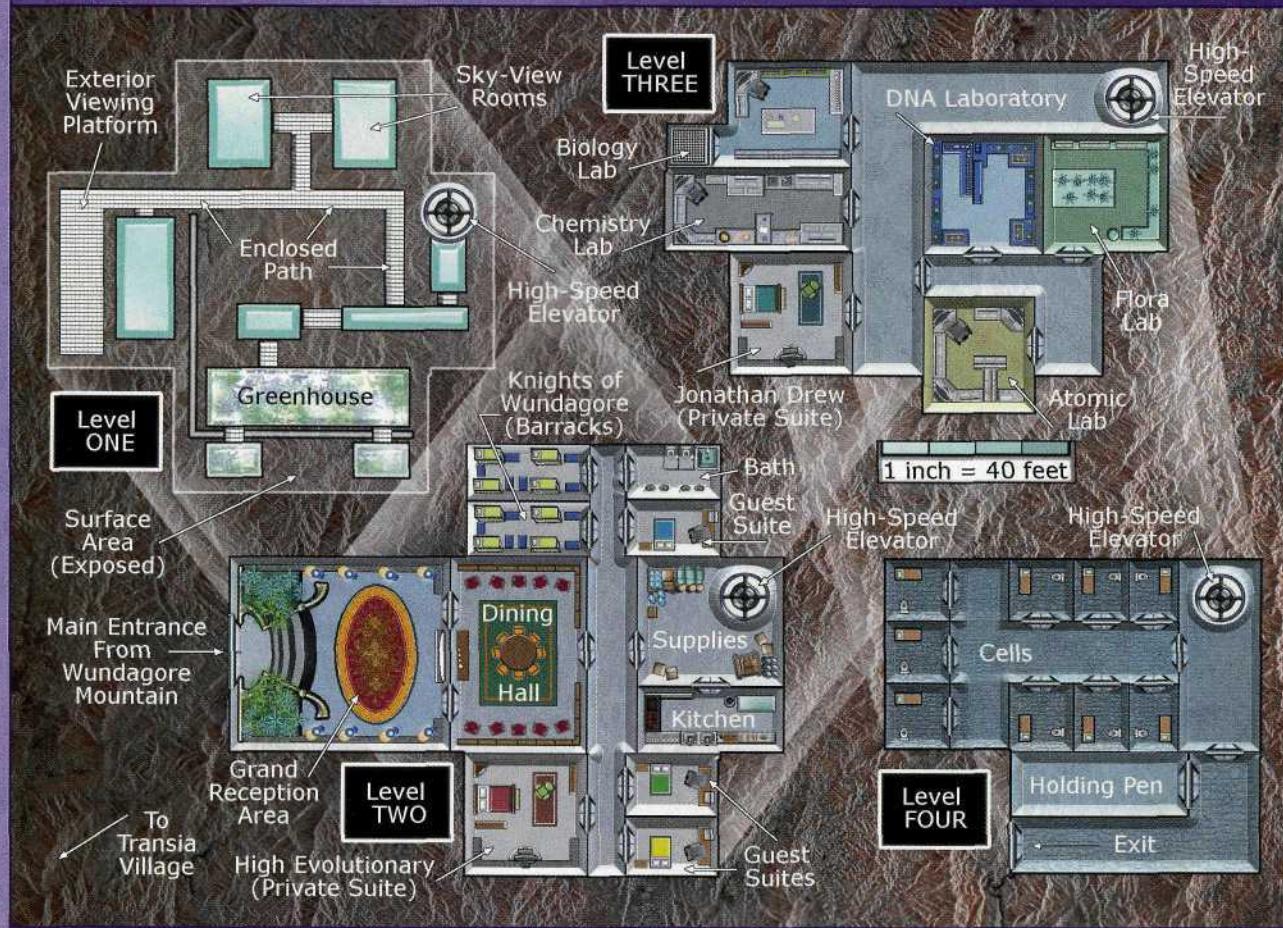
Magic...science...demons. Wundagore Mountain is rich in adventure possibilities. It's a great place to bring magical characters, hi-tech characters and Super Heroes all together at the same time. If you're going to set your adventures here, the first thing you have to decide is what period of history. Is it 6th Century Wundagore, with Morgan Le Fay and Magnus, Chthon and the Darkholders? Or would you prefer the era of the High Evolutionary and the Knights of Wundagore? Or even later, after the New Men departed for the stars, when the Citadel lay empty and in ruins.

Getting to Wundagore can be accomplished in a number of ways. Players can travel to the village in the foothills by conventional means. There is a portal to Wundagore in Chronopolis. The forces of magic, sorcery and even demons can transport players to Wundagore of the past.

Here are a couple of suggested ideas around which you can base some of your adventures:

- 1.) Morgan Le Fay is a great catalyst for an adventure. She can cause the players to be magically whisked back in time by

CITADEL OF ADVANCED SCIENTIFIC RESEARCH



a spell. (This happens more frequently than you may suspect. A sorcerous incantation searching the ages for a worthy hero plucks the players out of time. Or a blood feud summons the great, great, great, great, great grandson or daughter of one of the original Darkholders, or Knights of the Round Table. A new attempt to raise Chthon. You get the idea.) Possibly, this could happen at exactly the moment when the players have arrived at Wundagore and are involved with the Knights, causing them to be sent back in time, too. You could even have her attempting to start a new cult of the Darkhold, recruiting followers from all over the world to her new castle built from magic in the ruins of the Citadel on Wundagore Mountain. See, she's evil, she can't help but cause trouble.

2.) The High Evolutionary, now insane, has returned to Earth. Tired of living without companionship, unable to kill himself, he has returned to Wundagore, restored his Citadel, and is plotting to evolve all life on Earth to his own level, whether they like it or not. Needless to say, they don't. Bova, who doesn't approve of the plan, can contact the Avengers (or the players) for help in stopping her creator's mad scheme.

BLUE AREA OF THE MOON

Several million years ago, a race of shape-shifters known as the Skrulls came upon a planet, Hala, the home world of the alien humanoids known as the Kree. The Skrulls offered scientific advancement and knowledge in exchange for loyalty from this new world's dominant race. Unfortunately for the Kree,

the Skrull Commander soon discovered that there were actually two intelligent races on Hala. Besides the Kree, there was a plant-like race known as the Cotati. The Skrull proposed a contest to test the abilities of both races. A group of Kree were transported to Earth's moon along with an equivalent group of Cotati. After one year, whichever group had advanced the furthest would gain the Skrull's favor. Despite the grandeur of the city which the Kree built in a crater on the surface of the moon, it was the Cotati's ability to awaken a part of this moon's past life that won the peace-loving Skrull's contest. Incensed, the Kree slew the Skrull ambassador and stole his starship. Later, they would attempt to exterminate the Cotati.

The remains of this abandoned Kree city have become known as the Blue Area of the Moon. The Blue Area retains its own germ-free, oxygen-rich atmosphere. Because some of the environmental support equipment has been damaged by combat over time, there are areas which still have artificial atmosphere and gravity control and areas which do not.

The Blue Area has been important for a variety of reasons. Uatu, the Watcher, posted in our Solar System, has a base in the Blue Area. It was first discovered by Earth when the Fantastic Four encountered the Watcher and found out that the Watcher was there to witness the actions of humanity. Later, the ancient ruins became the battleground for combat between the X-Men and the Imperial Guardsmen of the alien Shi'ar empire. The outcome would decide the final fate of the Phoenix, an Elder of the Universe who had merged with the X-Man Jean Grey.

Later, when the Inhumans were dying of the pollution in earth's atmosphere, the leader of the Fantastic Four, Reed

BLUE AREA OF THE MOON



Richards (Mr. Fantastic), suggested they relocate their entire floating city to the clean atmosphere in the Blue Area. The whole city of Attilan was lifted by antigravity emitters and was placed within the crater, burying many of the elder city's ruins below the Inhumans' Great Refuge. The city was located on the outer edge of the Blue Area, on the opposite side from the Watcher. Coincidentally, on that same day the daughter of Crystal and Quicksilver was born. Of course she was named Luna.

But all was not peaceful on the moon. In time, the first mutant, a power-hungry immortal known as Apocalypse, seized control of the lunar base from the Inhumans and proceeded to turn them into his slaves. The original X-Men, through great sacrifice, were able to save Attilan, which was later relocated back to Earth and hidden under a giant dome so that the pollution which once threatened its people would have no more effect.

When Starcore and S.H.I.E.L.D. took control of the area, they expanded some of the interior and belowground areas into modern facilities, complete with enclosed environments. One of these facilities is where they imprisoned the Supreme Intelligence of the Kree, an organic supercomputer containing the combined knowledge of the Kree race. Not far away from that facility is a secret passageway leading directly into the time-spanning city of Chronopolis.

The Blue Area of the Moon is one of the places where space meets Earth, so it's a logical place for you to set an adventure. Everyone's shown up there at some point, from the Shi'ar to the Kree, with the Watcher and the Inhumans thrown in for good measure. Visitors from Earth include the Fantastic Four, S.H.I.E.L.D., Starcore, the X-Men and the Avengers.

Keep in mind that not everywhere in the Blue Area has atmosphere, and beyond that area, space suits are required for anyone who can't exist in the vacuum of space.

Here are a couple of suggested ideas around which you can base some of your adventures:

- 1.) Ultron, the Masters of Evil or some other group of Super Villains have secretly taken over the S.H.I.E.L.D./Starcore base. Their plan is to force the Kree Supreme Intelligence to give them the plans for a Kree Omnipulse Projector, which they can use to take over the Earth. Before being subdued, the base is able to send out a distress signal, which is picked up by the Avengers.
- 2.) A group of rebel Kree have returned to the Blue Area of the Moon and set up a secret headquarters in the ruins from which to attack Earth. As part of their plan for revenge, they kidnap some of the Avengers, intending to make it seem as if they are the ones attacking the Earth.

DYSTOPIA

A series of wars devastated the Earth in one possible future. Radiation spread across the globe, killing the vast majority of the planet's inhabitants. Only one being on Earth benefited from the destruction: the Hulk. He called himself the Maestro and soaked up radiation by the muscle-full. While the pitiful remnant of humanity that survived cowered below ground in miles of survival tunnels, the Maestro built a city out of the ruins above and called it Dystopia. He surrounded the city with underground, radiation-shielding generators.

S.H.I.E.L.D./STARCORE COMPLEX



The Maestro became the absolute ruler over the last habitable refuge of humanity. He ruled this city with an iron fist and tortured and killed anyone who displeased him.

Despite the Maestro's despotism, and possibly because of it, Dystopia is the only hub of civilization still in operation in the world. Its streets overflow with refugees from everywhere. Downtown Dystopia is overwhelmed by people and buildings. Some of the construction is old, built of brick and wood suggesting the world that once existed. But most are newly constructed examples of the new city forged by Banner's brain. Open-air markets fill squares and avenues, selling the plundered riches of pre-war society. People in need of food, electronics, antiques, prostitutes or bionic limbs are forced to barter and trade away the little they have left under the Maestro's rule.

The Gravity Police, clad in armored exoskeletons and armed with plasma blasters, patrol Dystopia in the high-soaring "Float Boats" of the Maestro's design. In the narrow alleys between crumbling skyscrapers, the masses conduct their business and live their desperate lives.

There is an ongoing, underground rebellion against him. Rick Jones's granddaughter, Janis, is one of the leaders of the rebellion. The Underground's headquarters is housed in various locations throughout the city. There are hidden lifts in the "old-style" buildings that transport rebels far below the surface. In order to use these lifts, the rebel in question must offer a password and match a visual scan. If not, a self-defense system is triggered that detonates explosives within the lift.

Within these rebel bases are living quarters, dining quarters, scientific labs, weapons lockers and security stations. From the security station one can control all lifters as well as all of the inner defenses, which include acid sprays, mustard gas and laser beams. Inside of one of the headquarters is Rick Jones's Relic Room—a museum-like collection of memorabilia from both super-powered heroes and criminals. These include pictures, ashes, weapons and even a few corpses. Of greatest interest are:

Wolverine's Adamantium Skeleton

Quasar's Quantum Bands

Captain America's Shield

Thor's Uru Hammer

Illyana Rasputin's Soul Sword

Hellstorm's Trident

Doctor Strange's Cloak of Levitation and Eye of Agamotto

Shatterstar's Swords

Daredevil's Billy Club

Doctor Doom's Time Machine

On the edge of this city, Maestro built himself a fortress to live in and from which to rule the remaining mass of humanity. The Castle is a gleaming, expansive edifice built like the Wizard of Oz's Emerald City atop a plateau at the edge of Dystopia's ruins. Soaring atriums, palatial halls, and lush greenery surround every imaginable luxury still available. Sensual slave girls named "Bettys," modeled on Betty Banner but without a shred of independence, exist to serve in all possible ways. Like Roman orgies, the hedonistic debauchery of the Maestro's court defies description. Only the Maestro's chosen may abide within its keep. These "chosen" include his trusted soldiers, the most advanced of scientists and the most

beautiful of women. The fortress is filled with laboratories, war rooms, medical labs, interrogation rooms, living quarters, eating quarters and security centers. Behind the throne Maestro designed for himself is the same technologically advanced sarcophagus where the Hulk was kept in suspended animation for eight years.

The Maestro may be the ultimate authority, but he's not the only one. In Dystopia, there are levels upon levels of bureaucracy that must also be served. Ministers are corrupt and out for their own enrichment. The further away from the Maestro's level, the more widespread and pervasive the corruption. Of course, should they be caught there is only one punishment. The Maestro takes great pleasure in administering justice. In the rocks at the base of the plateau, on the side of the facing away from the city, there lies a huge mound of bodies—those thrown out from the Castle when they're done being tortured, or otherwise used-up.

On the streets, the Gravity Police are the Maestro's eyes and ears. They have spies everywhere in the populace, and their intelligence gathering systems are highly advanced. Their weapons and armor give them a tremendous advantage over the few criminals or rebels they encounter. In addition, the streets are patrolled by the Dogs of War, creatures that were part robot, part animal, all vicious and melded/linked to a human rider. They tear to shreds and devour anyone who disturbs the peace.

Outside of Dystopia lie the Wastelands. This dry and almost lifeless land is "supposedly" protected from radiation. A few hundred farmers strive to live and farm here, not trusting in Maestro's rule. These small groups of "Wasteland Survivalists" are working the barely arable land, attempting to reintroduce agriculture to the outlands. The Maestro provides them with food from the city, in return for their better looking daughters. They do not live long here, those that walk outside Maestro's shadow.

Not far from the city is a region known as Area X. Hundreds of mutants live here with their leader, the Abomination. They live in an underwater hideout that protects them from radiation. The mutants are terribly deformed multi-limbed, lipped, headed and tentacled creatures. Some have superhuman abilities, but most are too afraid of the Maestro to represent much of a threat.

There are also Mutant Camps around the world that have been organized by the remaining robot Sentinels, who are not able to conceive of the notion that their program to protect humankind is obsolete.

The Dystopian future presents a unique location in the Marvel Universe within which to set an adventure. Secret rebellions, harsh dictators, the remnants of our world. The only problem is getting to it. But as long as your players can get hold of a time machine, preferably Dr. Doom's, then this future is within their reach.

- 1) When the rebellion against the Maestro finally repairs Dr. Doom's time machine, they send Janis, Rick Jones' granddaughter, back in time to ask for help fighting off the Maestro. She's come looking for the Hulk, but finds Rick and the players instead.
- 2) One of the artifacts listed above (Captain America's shield, Thor's Hammer, the Eye of Agamotto) has been lost (stolen

by aliens, fallen into an artificial black hole, captured by a demon, etc.) and the players decide to go into the future to retrieve it from Rick Jones' collection. (Or maybe they just want one of their own!) They gain access to a time machine and go to the future. (If it's the Eye of Agamotto, perhaps it could be calling for them magically, and they could travel through time magically to retrieve it.) Unfortunately, they appear at a time after Rick and the Maestro have died, when the Abomination has taken over and the rebel HQ, artifacts and time machine have fallen into his hands.

CHRONOPOLIS

Sitting on the edge of Limbo, the dimension outside of time, lies the city of Chronopolis, the city connected to all times. While theoretically, one could travel to any time period and any dimension from Limbo (and must do so if one travels through time), one could literally walk from Chronopolis to virtually any era on Earth. That is because every city block in Chronopolis not only exists within Chronopolis, but also simultaneously exists in its own time era on Earth.

Each block goes on until the ends of the Earth (or any other planets Kang has conquered) in the time period that defines it. So, for instance, if you were on a block in Chronopolis that also existed in ancient Rome, you could walk in any direction and you would never get to another block in Chronopolis, but would instead find yourself walking around the streets of Rome. The portals between neighboring blocks in Chronopolis are secret. So, even if you were an ancient Roman, and you wandered into an area that was also a block in Chronopolis, you'd never get out of Rome into the rest of Chronopolis unless you knew the location of that block's portals. Other than knowing where the portals are, the only way to get to Chronopolis is by using a time machine.

The founder of the city of Chronopolis has had many names: Rama Tut, the Scarlet Centurion, and eventually, Immortus. But for now, it belongs to the man known as Kang the Conqueror. This is his city of treasures. These are the spoils of the eras he has conquered and looted.

Kang collected more than just treasures to put in Chronopolis. In his wars throughout time, Kang fought and conquered the greatest champions of their eras. So moved were these champions by the mere fact that they'd been conquered, that they pledged themselves to Kang and to protecting the city of Chronopolis. These champions are known as the Anachronauts. (See P. 60 for the Anachronauts.)

In addition to Kang, Chronopolis has also been ruled by Ravonna, a.k.a. the Terminatrix. She met Kang when he attacked the 31st Century kingdom where she lived. The two fell in love, and Ravonna sacrificed her life to save Kang. Her body was preserved in stasis until Kang could revive her. While she was in stasis, the activities of Kang led to the creation

of alternate Ravonnas in alternate time-lines, including one version who became the Terminatrix. Ravonna and Kang had a son together, Marcus, whom Kang was grooming to succeed him. Kang found him wanting during a recent assault on Earth, however, and killed him. In her various forms and time-traveling incarnations, she has both ruled Chronopolis and challenged it, even scheming against other versions of herself. For a brief while she even impersonated Kang.

Chronopolis is shaped like a circle. The more primitive time eras are on the outskirts of the city, at the furthest edge of the circle. As you move towards the center, the city blocks move further forward in time, with the most futuristic time eras at the center of the circle, surrounding the Citadel. The Citadel is a soaring, futuristic structure which houses the hub of Kang's empire. The bureaucracy alone necessary to administer to the needs of a trans-chronal empire ten millennia long is overwhelming. Then there are the armies and armadas, the fleets and the weapons, the soldiers themselves...



At the center of Chronopolis is Kang's massive Citadel. And deep within his Citadel lies the "Heart of Forever," the chronal essence of Chronopolis. During the Destiny War, Immortus was able to cause Chronopolis to implode, fusing the essence of the city and all its inhabitants with the heart of Forever and turning it into the Forever Crystal. The Forever Crystal would allow Immortus to make changes to history that would be reflected in all time streams instead of spawning new time streams with each change. Luckily, Rick Jones and the Avengers prevented Immortus' plans, and Captain America destroyed the Forever Crystal. But whether that means that Chronopolis, the city that touches all times, has disappeared into the mists of time or may yet still exist is for you to decide.

Chronopolis is a dream location to use in your adventures. It lets you set your adventures anywhen you desire. It's a passageway through time. You want to set an adventure in ancient China, at the foot of the Great Wall? No problem. Or perhaps you'd prefer to strand your party among the ancient Incans, in the middle of a civil war? There's WWII and

Wundagore Mountain. There's even a portal into Timely, Wisconsin that's active in the late 20th and early 21st Centuries. And then there's the future.

Of course you could always set your adventures in Chronopolis itself. Not only are there the treasures of conquest, but there are the plundered inventions and weapons of the centuries. And what greater challenge than navigating through Chronopolis while avoiding Kang and the Anachronauts?

It's easy to structure an adventure using Chronopolis. First of all, it connects to any time period you want. Second, it comes with its own method for getting the party there (portals and time machines). Third, there are so many different versions of Kang and Ravonna running around that you can easily use one of them as a catalyst for bringing the players into the thick of things, often as part of a complicated plan against an alternate version of themselves. And fourth, it comes with its own defenders: the Anachronauts. You'll find a team profile of them on P. 60, along with profiles of the known characters. But since the Anachronauts are heroes collected from all times, feel free to have fun making up new Anachronauts whenever you need them.

Also remember that while Chronopolis connects to all times, it doesn't connect to all places within that time. The players may have to travel from the area near the portal to their destination, offering opportunities for you to extend play within the historical era as you choose.

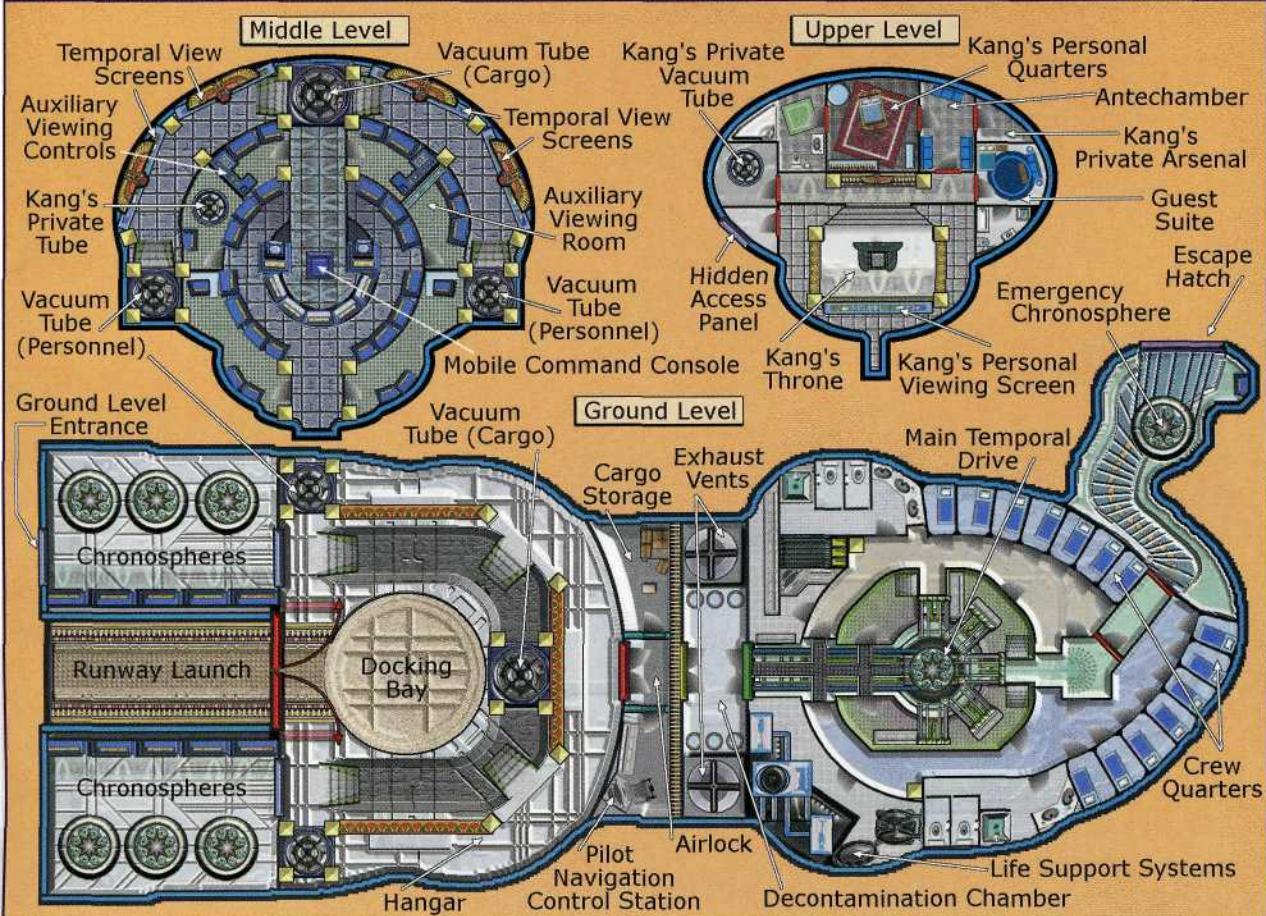
Finally, a note about some seeming inconsistencies revolving around Chronopolis, both cartographic and chronological. When you look at the map, you can see

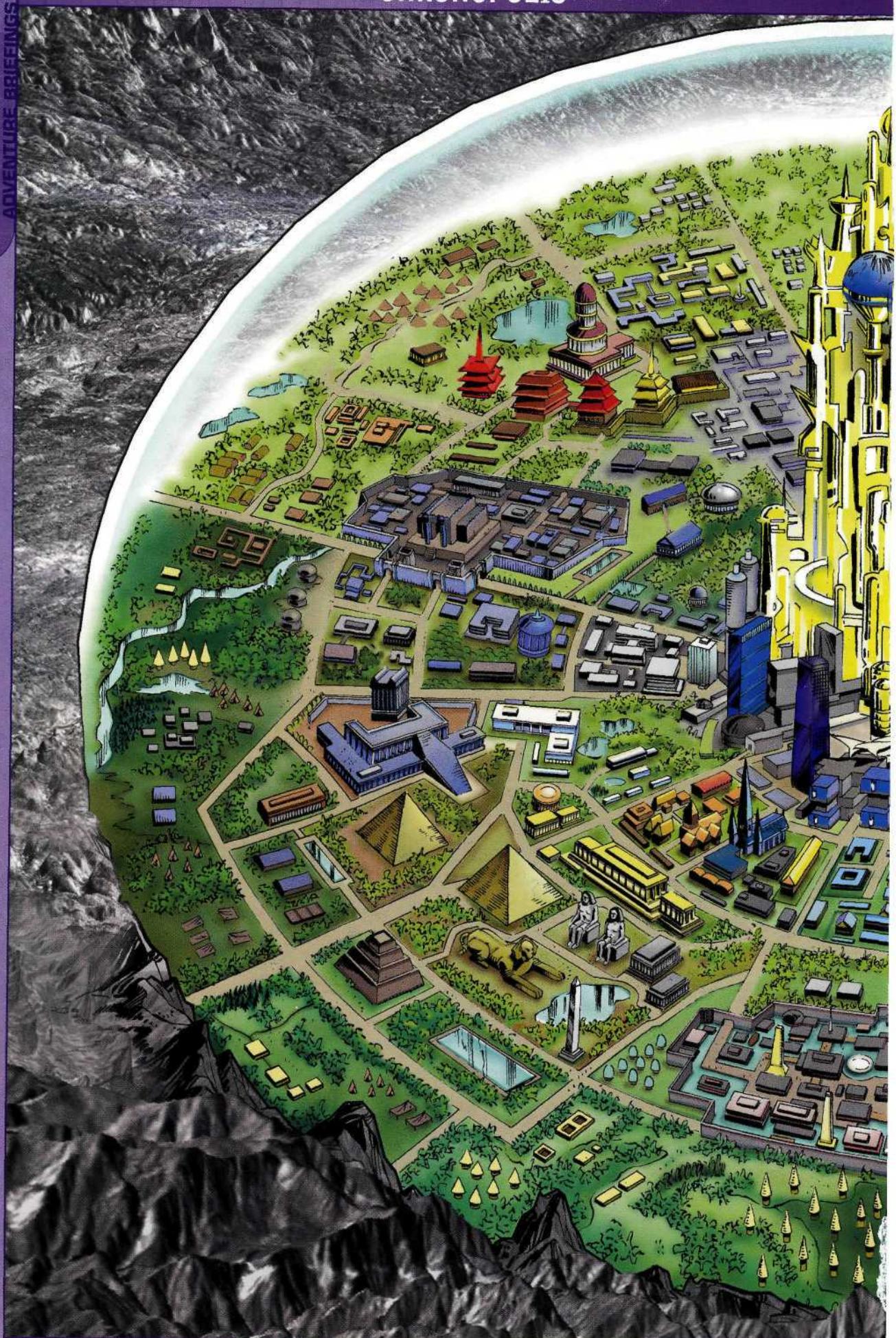
that it clearly doesn't contain enough room for one block per time period within a ten millennium span of time. We suggest using the area directly behind the Citadel, which is blocked on the map, to represent all the missing time periods and blocks you want. If there's an era you're interested in that's missing, feel free to put it in. That's the cartographic problem. The concept of Chronopolis is what should matter here, not Marvel's execution of the map.

Now the chronological one. In the comics, there are time periods where, according to Kang himself, there was no portal to Chronopolis and, finding himself without a time machine, he had to survive the passage of time in suspended animation until he got to a period that better suited his travel plans. But if Chronopolis connects to all eras, then why was that necessary? This is just one of the many seeming inconsistencies that exist when grappling with the difficult notions of time travel and Chronopolis. All we can say is that again, the concept of Chronopolis is what you should use in your campaign. If your story needs a portal to Chronopolis, put one there. If your story would be better if there was no portal available for a few hundred years, then that's your call, too. Chronopolis is yours to command. Kang would have wanted it that way.

We've already discussed a variety of ways you can use Chronopolis in your adventures. So, without further ado, let's get on with Issue #3, A Hulk Runs Through It, an entire Adventure based around time travel, in which Chronopolis figures heavily.

SPHINX/KANG'S TIME MACHINE







ISSUE #3: A HULK RUNS THROUGH IT!

A MARVEL UNIVERSE ROLEPLAYING GAME ADVENTURE

Warning! GamesMasters Only! Players should NOT read this.

GAMESMASTER NOTES

Now that you've been running Marvel for a while, you and your players are ready for something a little more complicated. So we thought we'd tackle that age-old and ever popular Avengers storyline, time travel. We've whipped up a time-twisted tale of adventure and suspense where the fate of life on Earth hangs in the balance. Your characters will face Kang, Immortus, Rama-Tut and the Maestro: a stronger, insane version of the Hulk from an alternate future. They'll face the Space Phantom, the High Evolutionary, the Knights of Wundagore, Roman gladiators, Egyptian warriors, the sorceress Morgan Le Fay, the Zodiac androids and an army of robotic terra-cotta warriors in the far future.

This Issue will also involve some of the settings from the Adventure Briefings, specifically, Wundagore Mountain, Dystopia and Chronopolis.

Issue #3 can be played with any number of players, although more is better, the perfect number being around 4-6 players. It was designed with the Avengers in mind, but since nearly everybody in the Marvel Universe has either been an Avenger or their ally at one time or another, that shouldn't be a problem. It uses Rick Jones as an NPC, although if you already have someone playing Rick Jones, you can get around that by discussing some things with that player in private.

GamesMaster Briefing

BACKSTORY (DON'T REVEAL THIS TO THE PLAYERS)

It all started when the Maestro picked yet another beautiful mutant from the wasteland to grace his palace and his bed. In addition to an amazing body, this mutant was gifted with second sight. She entered a trance and delivered a prediction to the Maestro: "From your past, he will come, to your past, you will go, no future will you have."

After pondering this prophecy, the Maestro decided that it must mean that someone would use a time machine to do what wars and time had failed to do: kill him. Needless to say, that didn't sit well with the Maestro, and he bent his brilliant mind to coming up with a plan to prevent it.

So the Maestro learned everything he could about time travel. He scoured the records in what was left of government installations, military complexes, secret labs and private industry. He searched the ruins of Timely, Wisconsin, where Kang had built a base and a factory complex.

The Maestro had a stroke of luck when his security forces unearthed a rebel headquarters with a shrine dedicated to the now dead Super Heroes of the past. Within the rebel HQ, along with a withered and wheelchair-bound (though still alive) Rick Jones, was Dr. Doom's time machine, still relatively functional.

Now that he had acquired an understanding of time travel, the Maestro decided to destroy every time-travel source most

likely to interfere with Dystopia, including every time machine or supernatural time-travel device of which there was a record, and even Chronopolis, Kang's city outside of time touching 15 worlds and 10 millennia. The Maestro found records of the locations of many of the portals to Chronopolis, both in Kang's base in Timely and in the records of Super Heroes like the Avengers and the Fantastic Four, both of whom had themselves found and entered many of the portals over the years.

Thus he would remove all possible threats to Dystopia and ensure the safety of his own time-line from this moment forth (and to heck with everything and everyone else).

He theorized that in order to destroy Chronopolis in all time-lines, he would need to attack it simultaneously from multiple entry points in the past, present and future. As an expert in gamma radiation, and especially gamma bombs, the Maestro knew he could build bombs which would destroy the city. Getting them there simultaneously was the hard part.

Then he came up with the answer. In the aftermath of the great holocaust, the Maestro had been bombarded with tremendous amounts of radiation. Not only did this not kill him, but his body actually absorbed even higher levels of gamma radiation present in the atmosphere. He theorized that his physical structure, already suffused with gamma radiation, would be like a partially filled battery, capable of holding an even greater charge of gamma radiation. The Maestro figured that if he could bring together enough Hulks, each carrying enough extra gamma radiation, they would work like a giant nuclear bomb, creating a critical mass that would unleash a gamma explosion strong enough to wipe out Chronopolis and all the time periods it touched.

He determined that by using Dr. Doom's time machine, he could travel back in time to a spot in his own life when he was less intelligent, less capable of thinking for himself and didn't change back to Banner at all. As his studies showed, the mere act of traveling back in time would create an alternate time-line that wouldn't lead to his present. Then he could revisit that time-line further down the line, plucking out hundreds of alternate Hulks without jeopardizing himself. He would pluck a Hulk, then return in time seconds earlier, pluck another Hulk, return seconds earlier than that, pluck another Hulk, and so on, yielding as many Hulks as the Maestro could possibly need.

While scouring the world's ruins, the Maestro found other useful items. One was a gun created by Forge with the purpose of killing the Hulk. Another was a mind-control device created by Leonard Samson with the purpose of helping to control the Hulk when one of his personalities grew too powerful and eclipsed the others. Using the anti-Hulk gun, he could subdue the Hulk (they'd heal!). Using Dr. Doom's time machine, he could bring the Hulks back to Dystopia. And using the mind control device, he could brainwash the Hulks into following his instructions. Finally, using Dr. Doom's time machine again, he could send the Hulks back in time to his temporal targets.

The instructions themselves were simple. The Hulks sent to locations in time where there was a time machine would

destroy the machine. Those sent to locations with portals to Chronopolis merely needed to enter the portal, whose location the Maestro would implant in their brain. In some instances, a Hulk might need to both destroy a time machine and then enter the portal. The Maestro's time machine would coordinate the various trips so that all the Hulks would enter the portals to Chronopolis simultaneously, triggering the critical mass of gamma radiation that would destroy Chronopolis.

The plan went off without a hitch, except for one problem: it didn't work. Something went wrong. As best as the Maestro could tell, some of the Hulks didn't make it, critical mass wasn't reached, and there was no big boom.

And so the Maestro developed Plan B. He created a chrono-device, a mini-time machine, which could home in on the temporally displaced Hulks who didn't make it through the door. This mini-time machine, in the form of a crystalline-matrix of gamma radiation, was charged with enough chronal energy to bring with it a group of the Maestro's agents who could help the Hulks complete their failed missions. As each Hulk passed through the portal to Chronopolis, the crystal matrix would then travel to the next time-lost Hulk, where the agents could help that Hulk complete his mission, and so on, until all the Hulks got through and the past went boom. The crystal matrix can only maintain each bubble in space-time for one hour at a time. So, if the Maestro's agents haven't succeeded in helping the Hulk through the portal within an hour, the bubble collapses and they are sent to the next nearest time-lost Hulk. Of course, since that Hulk hasn't entered the portal yet, the next nearest Hulk is in fact the Hulk that they just left, who is still trapped in time. In other words, the agents will return again and again until they help each Hulk through the portal. However, although they will return to an earlier point in time, they will retain their memories of previous attempts, ensuring that eventually they should be able to solve the problem and help the Hulk complete his mission.

But who should the Maestro use to help his Hulks? Who would be willing to help a Hulk? There was only one answer: Rick Jones and the Avengers. After all, Rick Jones was the one person traditionally trusted by both the Hulk and the Avengers. And they'd all banded together to help the Hulk before, more than once. Why wouldn't they do it again?

So the Maestro had his Ministry of Information break the captive Rick Jones, torturing and brainwashing the old man until he was but a pawn for the Maestro to move into place. Using Doom's time machine, the Maestro sent Jones back in time to visit himself. His mission was to convince the younger Rick to gather the Avengers and bring the crystal matrix to the Avengers Mansion, where it would trigger itself and send the Avengers on their trip through time. And that's where we start Mission 1. But first, a very important word from our sponsor.

IMPORTANT: It may seem that if the players help the Hulk complete the Maestro's plan, the time-line in which you have set your campaign will be destroyed and your players' characters will all be dead. But here's the most important thing you need to know about the Maestro's plan: It won't work.

First of all, there are rules to time travel in the Marvel Universe. Every time you visit a different time period from when you set out, you create an alternate time-line that diverges from the "virgin" time-line at the exact moment you entered it. So the instant the players travel through time, they've already left "your time-line" and entered alternate

time-lines that won't affect your universe. (And if they return to their original time-line by the end of the adventure, then all will be right with the world...well, your world, at any rate.)

Second, the only way to destroy Chronopolis is to destroy the "Heart of Forever"—the trans-chronal engine that allows it to exist in every branch of the timestream simultaneously.

Maestro has figured time travel wrong. (Brilliant, but crazy, remember?) He thinks that by arranging events so that all the Hulks enter Chronopolis at the same exact moment (using the time machine in Dystopia as the temporal anchor), he avoids creating alternate multiple time-lines. But Dystopia itself is within time, not outside of it like Limbo and Chronopolis. You can only change time through a construct, such as Chronopolis, which touches and affects all time at once. All the Maestro will succeed in doing, if his plan works, is unleashing a trans-temporal gamma radiation holocaust in each and every time-line where he has interacted, but only those, and in no way does he affect Limbo or Chronopolis, or all of the time-lines he didn't touch, including the original time-line of your campaign.

That said, it doesn't mean that Immortus or Kang will tolerate any attempted manipulation of what they consider their domain. From Immortus' point of view, the Maestro is further complicating the already tangled webs of time that the Timekeepers have appointed him to untangle. In other words, he's making more work for Immortus. Kang isn't really concerned about the extra work—he simply doesn't suffer fools to live, especially fools that trespass on his territory.

A word of advice: keep events moving in such a way that your players are the prime actors in this Adventure. It's no fun for them if the main action occurs between one of your NPCs like the Hulk and other NPCs like Kang. We've attempted to structure this Adventure so that most of what happens is up to your players, but we thought we'd give you a heads up.

The Crystal Matrix

The crystal matrix is made from gamma radiation and chronal energy, "frozen" in time into a solid crystalline structure. It has a Difficulty of 9 to manipulate, a Resistance of about 3 days' hard work (c. 10,000 Panels) and probably requires special equipment accessible only to the Maestro in Dystopia. This means some players may be able to figure out some things about the crystal matrix (i.e., it is a space/time travel device which seeks out specific density levels of gamma radiation), but they'll have insufficient time to fiddle with it. Even if they have a high enough Tech to figure it out, it can't give away its source (Dystopia) since there are no return coordinates.

It takes 5 stones of damage to destroy the crystal matrix. If the crystal matrix is destroyed while in a particular time period (i.e., not in transit in the timestream, but in a specific place, like Ancient Egypt) then it will reappear when the hour would have been up, moments before once again carrying the players off to their next destination. While in transit between destinations, the players are trapped in a bubble of space/time. As they are outside of time, no external time passes, although they still age, get hungry, etc. (You may decide how long in real time the transit takes. And you can vary the transit time, if you want, based on the actual distance between destinations.) If they mess with or destroy the crystal matrix while traveling in the bubble they will wind up stranded in the timestream for one hour, at which point the crystal matrix will reform and continue with them on its way. It has a Difficulty: 5 and a

Resistance: 10 against being smashed. If a player tries to see outside the bubble, they should be told they are moving through space/time and attempts at steering or otherwise changing momentum or direction are impossible.

The first time it is triggered, the crystal matrix will take anyone within the same room along for the ride. (Note: we're talking about a reasonable amount of people in a normal sized room, not Madison Square Garden filled up for a basketball game.) From that point on, it will only take those people, and no others, nor any objects or passengers they may attempt to bring. It will take those people, even if they are more than ten feet away; there is no limit to how far they can be from the crystal and still be transported, as long as they haven't somehow left that time-line. If any of them is wounded or has died, they will appear alive and whole again in the bubble of space/time in the timestream as if nothing had happened. This pertains to any lost equipment as well. (We suggest not telling the players this until it happens. It would just ruin the surprise.)

About Portals to and from Chronopolis

There are a variety of portals into Chronopolis. Some let anyone who knows where they are pass through them. Others require a mechanism to open them. Both appear in Marvel Comics. For the purposes of this Adventure, we are assuming that the first type of portal is the kind the Hulk is attempting to enter. The second kind are not fixed portals, like the first, but are instead portals that can be opened at will by people with the right technology, such as Kang and the Anachronauts. Anyone with Enhanced Vision, Phased Objects or the like can sense a portal if they spend 3 stones to do it.

MISSION 1

Primary Objective: Help the Hulk get through the portals.

Secondary Objective: Help the Hulk destroy the time machines.

Bonus Objective: Figure out that there is something else going on here. (Do not reveal to players.)

NEWS ITEMS! DAILY BUGLE

- Earthquake devastates Rome—2.3 quake damages Arch of Constantine, Coliseum.
- More ancient terra cotta soldiers found buried near Beijing, China.
- Dinosaur bones unearthed in Tombstone, Arizona—carbon dating yields unbelievable results.

ENTRY POINT FOR THE PLAYERS

Rick Jones comes to the Avengers Mansion and tells the players that he woke up last night from a deep sleep and found himself face-to-face with a future version of himself, holding a large, multifaceted crystal. According to Rick, the apparition said, "I don't have much time. Take this crystal and get a bunch of Super Heroes together to travel through time and help the Hulk. I don't know what's going on, but he has been given tasks to do. You MUST help him, no matter what he is trying to do. NO MATTER WHAT! Even if it seems wrong. Even if it seems illogical. Even if it seems needlessly destructive. If he doesn't succeed at what he's trying to do, something really messed up is going to happen. I think all life on Earth could be wiped out. Just as I was leaving, I saw a huge flash of..."

At that point, Rick says his future self vanished, leaving this green crystal matrix lying on the floor. If any of the players use Telepathy (etc.), they will easily discover that Rick saw what he saw, and that he believes he is telling the truth.

After a few minutes pass (we suggest waiting until all of the players agree to come along, although they may not), the crystal matrix glows green and the characters in the room glow for a moment and disappear. The players appear in Scene 1.

Scene 1

(Refer to Egypt and Sphinx/Time Machine maps)

When the players materialize, they will find themselves standing on sandy ground. Just ahead of them to the right are the huts of an ancient Egyptian village. To their left is a beautiful reflecting pool. A pyramid rises in the distance, a little to their left. To their right up ahead is the Sphinx (see Vehicles, Appendix B, P. 89). Anyone who spends 5 stones in General Knowledge (Egyptian History or relevant other subjects would also work), or has been here before would recognize from the buildings that the year is around 2995 BC during the reign of Rama-Tut (a.k.a. Kang the Conqueror, Immortus, etc.)

All is not right with this scene. Some of the huts have been damaged, as if by a force of nature. If the players move through the scene of damage and destruction, they will soon see why.

Up ahead, surrounded by hundreds of spear-brandishing and sword-wielding Egyptian soldiers, rampages the Incredible Hulk. The players can hear the Hulk bellowing in the distance, "Hulk must smash Sphinx, Hulk must walk into pyramid! Out of Hulk's way, puny humans!"

But the Hulk is faltering, staggering. Closer inspection of some of the soldiers will reveal that they are carrying large leather bladders looking very much like balloons. Pairs of Egyptian soldiers are heaving the bladders at the Hulk, where the bladders burst on impact, releasing a misty yellow gas.

All told, there are about 100 of the soldiers (Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2), Close Combat: 3 (Agi. Bonus), equipped with Spears (+2) or swords (+2). The large bladders (approximately 5 feet in diameter) are filled with an extremely potent but temporary knockout gas (+9 vs. Durability to incapacitate; Area Effect; lasts about 5 minutes). The effects of the gas are cumulative, so that the more bladders explode around the Hulk, the more likely he is to go sleepy-bye.

On the far side of the battle from the players, closer to his royal palace, Rama-Tut is directing the operations, surrounded by a dozen or so of his elite guards. Use Kang's statistics for Rama-Tut, who is just the younger version of Kang. He doesn't have his battle suit, however, but you may give him the Ultra-Diode Ray Gun. (See Appendix C: Equipment for full details.)

Egyptian Warriors: ABILITIES: Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 4 (Agi. Bonus); **EQUIPMENT:** Spears (+2) or swords/daggers (+1). **BEHAVIOR:** Follow Rama-Tut's orders even unto death and avenge him if he dies.

Rama-Tut not only recognizes the Hulk as a threat from the future, but also realizes that something very unusual is going on. When he sees the players, whom he would also recognize as being from the future (although ultimately, from his own past since he's from the 30th Century), he may be more

ANCIENT EGYPT MAP



curious than concerned. Then again, Rama-Tut would see any time travelers as a threat, at least at first. Also, because Rama-Tut comes from a time before the construction of Chronopolis, he would be unaware of the portal at the base of the nearby pyramid (although the players themselves may be aware that there is a portal from here to Chronopolis, especially if they are Avengers who have actually been to Chronopolis or at least are familiar with Kang). In his case, all Rama-Tut's time traveling is done by use of the Sphinx, which is actually a time machine with additional chronospheres within. Again, the players may be familiar with this fact. While Rama-Tut would attack anyone trying to destroy the Sphinx (even though he could still escape through time as long as one of the chronospheres remained undamaged), he would be less concerned with anyone entering a portal he doesn't even know exists.

Clearly, the reason this Hulk failed to get through the portal is due to the intervention of Rama-Tut. If the players don't succeed in getting Hulk through the portal in an hour, (which could be difficult if they're enthralled by Rama-Tut's Ultra-Diode Ray Gun and captured), they will reappear at the start of this scene, and everything will begin again from that point. Remember, though, that when they return to the start of the scene, they will retain their memories of the previous attempt.

Otherwise, the instant the Hulk is able to pass through the portal, the players disappear and show up in the crystal matrix space/time bubble at the start of Scene 2.

IMPORTANT: There are three pieces of evidence you should make sure your players notice eventually, even if it's many scenes from now. If they fail to do so, you can always have Rick Jones or another NPC comment on them. The first is that the Hulk appears to be glowing with green energy, which

is actually excess gamma radiation. Although this is unusual for the Hulk, it may have been harder to see at first while he was surrounded by the yellowish knockout gas. The second important clue surrounds the Hulk getting through the portal. The players leave the instant he does so. And if he fails to do so, after an hour, the players disappear and then reappear at the start of the scene until he does so. Finally, the third clue to figuring out what's going on is that the Hulk wants to smash the Sphinx/time machine before entering a portal.

Scene 2

(Refer to the Coliseum map)

After a brief interlude in the crystal matrix space/time bubble traveling in the timestream, the players materialize on the floor of the Coliseum in ancient Rome. Anyone who spends 5 stones in General Knowledge (Roman History or other relevant subjects are also fine) or has been here before would recognize from the level of construction and the decorations that the year is around 315 AD, the time of the Emperor Constantine (completing the work of Diocletian) who has reunited the Empire and restored Rome almost to its former glory. The games in the Coliseum (or the "Flavian Amphitheater" as it was then called) are again in full swing, and would remain so until the final fall of Rome, about 150 years down the road.

There is a recreation of a battle underway in the Coliseum: Zama, Hannibal's last battle. There are two "armies" (about 2 dozen gladiators each) complete with chariots, giant war elephants and tigers.

Elephants: **ABILITIES:** Int: 1, Str: 6, Agi: 1, Spd: 2, Dur: 5; **ACTIONS:** Close Combat (Strength Bonus): 1, 2x Damage (gore/stomp); **MODIFIERS:** Tusks +2, Toughness +2.

Tigers: **ABILITIES:** Int: 1, Str: 4, Agi: 5, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 4 (Agility Bonus) Hunting/Tracking: 7; **MODIFIERS:** Teeth and Claws +2.

Gladiators: **ABILITIES:** Int: 1-2, Str: 2-3, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 3 (Strength Bonus); **MODIFIERS:** Sword or Spear +2, Body Armor +1. For chariots, see Appendix B: Vehicles. **BEHAVIOR:** Put on a brave and honorable show, but live to fight another day.

There is also a large green monster that certainly didn't take part in the battle of Zama: the Incredible Hulk. The gladiators have broken off their own combats to face this new threat.

Unbeknownst to the players, there is a special spectator in the audience, seated in the level above the floor reserved for the worthiest citizens. It is Immortus, the master of Limbo and the guardian of 80 millennia. He has come to this place because his chrono-viewers alerted him to a disruption in time that was not of his (or his counterpart, Kang's) making. For some reason, he was unable to view the disruption on his screens, which made him even more curious. He has come here to observe, and he has brought with him his henchman, the Space Phantom.

The two have been observing the actions of the Hulk, who arrived mere moments before, and has proceeded to attack an elephant and the troops mounted upon it. Upon the arrival of the players, however, Immortus and the Space Phantom realize

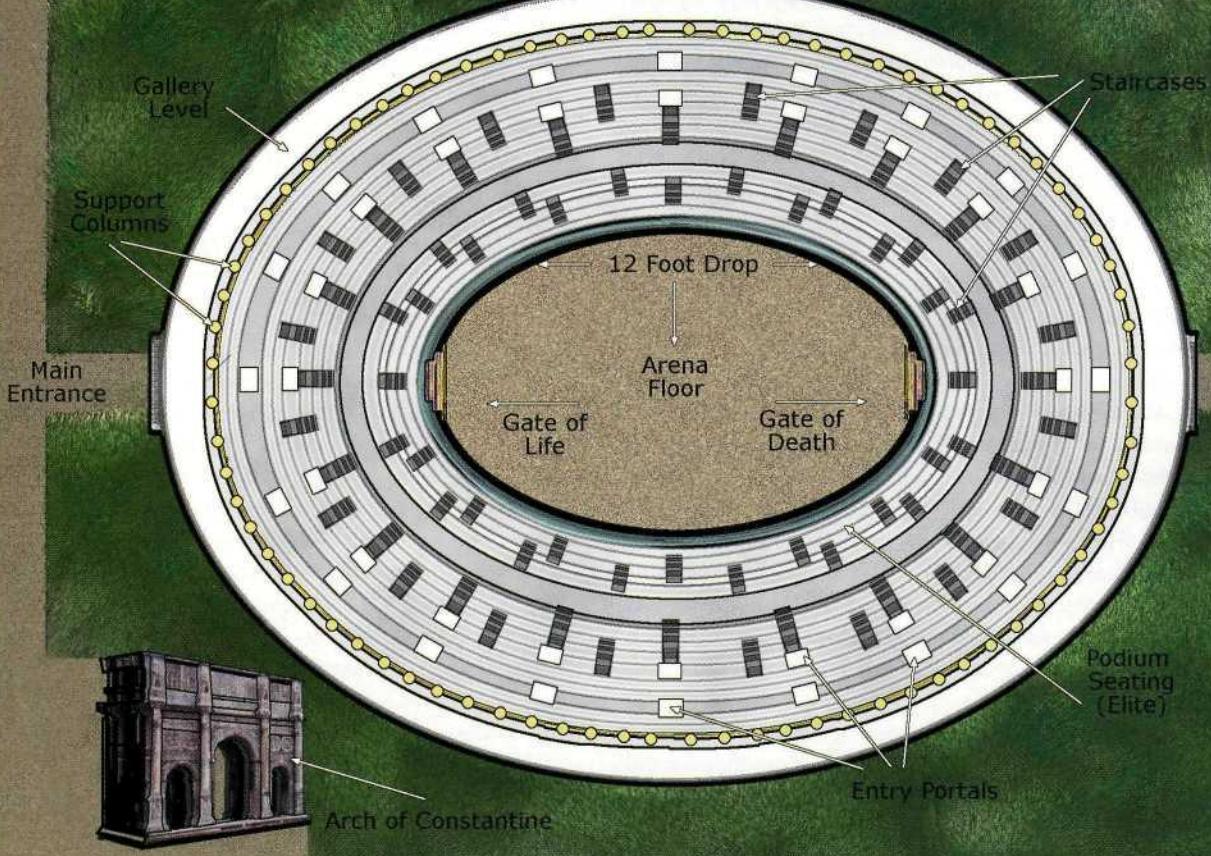
that the two events cannot be coincidences and the two groups must somehow be working together. In order to test his theory, he orders the Space Phantom to assume the form of the Hulk and to attack the players. Immortus hopes that by doing so, the players will respond to the Hulk in a way that gives him an insight into their plans. ("Hey, Hulk, why are you attacking us, we're supposed to be working together to_____.")

The Hulk (in reality now the Space Phantom) turns away from the gladiators and attacks the players. After a few minutes of this, the Space Phantom will switch from the Hulk to one of the players. The players, not realizing this, will continue to attack the Hulk. And now the Hulk, responding to being attacked by the players ("Hulk never trust men in funny costumes, puny humans always betray him"), will attack them back. And now one of the players (in reality now the Space Phantom) will cause further mayhem by attacking the players as well. (Whichever player the Space Phantom switches with—as GM, you decide the first one, but after that, each player decides in turn—should have fun playing the Space Phantom and beating up on his fellow players. If they don't play along, then feel free to take control of the Space Phantom yourself.)

Eventually, the players should figure out that there's a Space Phantom involved, especially after a few of them come back to find themselves being attacked by their teammates. (If they haven't figured it out, help them out a bit.) Also, Telepathy or other appropriate Actions or Modifiers should allow them to locate both the Space Phantom and, in the stands, Immortus.

Once the Hulk is back in his own body, and everyone's had plenty of fun and taken their turn beating up on each other, you should have the Hulk tell the players during combat, "Hulk no

COLISEUM MAP



Scene 3

(Refer to the Tombstone, Arizona map)

have time to play with funny men, Hulk must find Arch of Const...Arch of Const...Arch of Constantine, yes, Constantine... Hulk must walk through Arch of Constantine." And then, frustratingly, looking around at all of the arched passageways within the Coliseum, "Arches...arches...too many arches... Hulk brain hurt...not know which arch."

Of course, the players should know that the Arch of Constantine is the big three-arched structure outside the Coliseum, as long as they spend at least one stone in General Knowledge or Social Skills (Hey, I went to Rome once, or hey, I saw a movie once, or hey, I read the Daily Bugle at the start of the Adventure). If they don't, let an NPC clue them in.

Immortus and the Space Phantom, of course, are both aware that there's a portal to Chronopolis in the Arch. So, having learned what they came here to learn, they now return to Limbo to further investigate and study this development.

Once again, you the GM now know that the reason this Hulk failed to get through the portal was due to the intervention of Immortus and the Space Phantom. Before, when the players weren't part of the situation, the Hulk had no one to talk to (he's a stranger in town, nobody speaks English, you know the deal). The Space Phantom would have sent the Hulk to Limbo, where Immortus would have kept him imprisoned until he could solve this riddle, which would have been too long for the Maestro's plan. But now that the players have intervened, the Hulk speaks to them, Immortus hears it and leaves, and the Hulk is free to go through the portal.

If the players tell the Hulk where it is, that is. If they do, with a single leap, the Hulk jumps out of the Coliseum, heads to the Arch of Constantine, and passes through the portal. (You could have him bounce up through the stands, squashing Romans, if you prefer). But have him take enough time so that the players get into a position where they can see what happens when he does. You may even want Rick or another NPC to suggest something do so, if they didn't think of it themselves. All that happens is that he simply disappears the moment he walks under the portal, but that is important in itself. Also, as in Scene 1, any character with experience with Kang and Chronopolis knows there is a portal to Rome, even if they didn't know it was in the Arch of Constantine. Remember that if the players don't succeed in getting Hulk through the portal in an hour, then they will reappear at the start of this scene, and everything will begin again from that point.

Otherwise, the instant the Hulk is able to pass through the portal, the players disappear and show up in the crystal matrix space/time bubble at the start of Scene 3.

IMPORTANT: There are four elements in this scene you should make sure your players notice eventually, even if it's many scenes from now. If they fail to do so, you can always have Rick Jones or another NPC comment on them. The first is that the Hulk still appears to be glowing with green energy, which is unusual. The second is that this Hulk doesn't seem to be aware that the players just met him in the previous scene, which makes sense to you because you know this was a different Hulk from a few seconds earlier in the time-line, but the players may not know or assume that they are different Hulks. The third again has to do with the Hulk getting through yet another portal to Chronopolis, and that the players don't move on to another scene until he does (if that has occurred). And the last clue is the presence of Immortus and the Space Phantom. What are they doing here? Why are they involved?

After another interlude in the timestream, the players materialize on the outskirts of Tombstone, Arizona to the sounds of gunfire and the roaring of a giant green monster. But when the players follow the sounds to their source, it's not the Hulk they see. At least, it's not only the Hulk.

Three huge Tyrannosaurus Rexes have surrounded the Hulk near the OK Corral. Meanwhile, on the main street, a group of gunslingers is trading shots with none other than Kang himself as a mob of townspeople, acting like zombies, close in on the cowboys.

Tyrannosaurus Rex: **ABILITIES:** Int: 0, Str: 5, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 4; **MODIFIERS:** Toughness: (+2), Teeth: (+4), Height: 20 feet tall, Weight: 7 (15 tons). **BEHAVIOR:** Eat.

If the players spend 3 stones in General Knowledge (Western History or relevant other subjects would also work), or have been here before, or are aware of Avengers history, then they can place the year at 1873. It's the year Kang attempted to take control of the 20th Century by first conquering the 19th Century. He traveled back in time to Tombstone, where he constructed the Kang Hotel and Saloon. Inside the building, he built a citadel to use as his base in this era. The portal to Chronopolis lay just outside of town, in the far corner of the Boot Hill cemetery. When he encountered resistance from a group of western heroes (the Two-Gun Kid, the Rawhide Kid, Kid Colt, the Ringo Kid, Reno Jones, Kid Cassidy and the Phantom Rider), he responded by plucking dinosaurs out of time and mind-controlling the townspeople. Eventually they foiled Kang's plot, thanks to a little help from three time-traveling Avengers: Hawkeye, Thor and Moondragon.

But right now, it's still a day or two before those other Avengers will arrive. Kang has yet to reveal his Citadel, which is still disguised as the Kang Hotel and Saloon, although the Hulk was heading for it when he was surrounded by the 3 Rexes. In fact, the Citadel is not quite complete—specifically, its defensive systems have not yet been activated. The Hulk could smash the Citadel and the time machine within as easily as he could any steel structure. If he can get to it.

By the time the players arrive, the mob has closed in on the cowboys, who are retreating rather than fire on innocent townspeople. This frees up Kang to use his Gravity Nullification on the Hulk. Floating helplessly in mid-air, the Hulk is unable to fight back effectively.

Seeing Rick Jones (and the players), the Hulk shouts to Rick as he floats higher and higher, "Rick, help Hulk. Hulk must smash hotel, then Hulk go to Boot Hill."

Kang, too, has noticed the players. He has dinosaurs, zombie townspeople, and his virtually unlimited arsenal at his disposal to use against them. Being Kang, he not only knows who the players are, but he knows that they know who he is.

Once again, you now know the reason Hulk failed to get through this portal was due to the presence of Kang. Strong as he is, the Hulk has never consciously been able to stand against Kang, although through dumb luck he's foiled more than one of Kang's plans. But this time, Kang is having none of it.

Unlike Immortus, Kang is not going to retreat to Limbo to



study this phenomenon. He is going to attempt to capture the players and keep the Hulk out of the way until he can once again gain control of the situation. He's got too much invested in this operation to just abandon it. If you feel Kang needs the help, you may also want to throw in a few Anachronauts.

Remember that if the players don't succeed in getting the Hulk through the portal in an hour, then they will reappear at the start of this scene, although they will retain their memory of any previous attempt to foil Kang.

And once again, the instant the Hulk is able to pass through the portal, the players disappear and show up in the crystal matrix space/time bubble at the start of Mission 2.

IMPORTANT: By this point, your players have probably noticed that the Hulk is glowing green, that he doesn't seem to be aware that the players just met him in the two previous scenes, and that once again the players vanish the instant the Hulk passes through yet another portal to Chronopolis, but that they don't move on to another scene until he does. The new element for them to consider is that in each of the past scenes, they have encountered a powerful time traveler (who just happens to be a different version of Kang). They should be talking about all of these things, and if they're not, you should use Rick Jones or another NPC to bring up these issues.

Scene 1

(Refer to Wundagore Mountain and Citadel maps)

The players materialize outside of the High Evolutionary's Citadel of Advanced Scientific Research on Wundagore Mountain. The players can see strangely colored energies emanating from within the high tech complex in front of them. They see a trail of careless destruction leading to shattered steel doors hanging broken from their hinges that can only mean the Hulk has also been this way. They can also tell, by the construction of the Citadel and the fact that it has not yet been turned into a starship, that they have returned in time before the present, but still in the later part of the 20th Century.

Entering the Citadel they will encounter a truly amazing site: the Hulk, encased in glowing pink bands of energy like a cage. Nearby, they will see none other than the sorceress, Morgan Le Fay. Standing next to her like her pet wolfhound is the High Evolutionary himself, clearly smitten and under her control. And facing them, ready to defend their leader, their mistress, and their territory, are the Knights of Wundagore, equally enthralled, armed and ready for battle.

Off in a corner, out of plain sight, there is a 12-foot long snake with skin like colored jewels and glowing yellow eyes. It seems to continually slither in and out of shadows of its own making, such that unless one stared at it continually, one might not even see it at all. In fact, to get a really good look at the snake, one would need to overcome its Resistance to being detected of 4 stones with Enhanced Vision (either See Auras and Magical Forces or See Phased Objects), Animal Senses or the equivalent. That's because the snake is really the Spirit Serpent of Avalon, a time-spanning, mystical creature who

MISSION 2

Primary Objective: Help the Hulk get through the portals.

Secondary Objective: Help the Hulk destroy the time machines.

Bonus Objective: Figure out that there is something else going on here. (Do not reveal to players.)

Scene 2

(Refer to the Great Wall of China map)

exists partially in the 6th Century and partially in any time Morgan can see or sense when she calls forth the Serpent. It is the Serpent which lets Morgan travel in time and remain here. Should the Serpent be killed, Morgan would instantly be sucked back in time to the 6th Century (thus losing her hold over the High Evolutionary and the Knights of Wundagore).

Spirit Serpent of Avalon: ABILITIES: Int: 2, Str: 5, Agi: 5, Spd: 6, Dur: 3; ACTIONS: Close Combat: 1 (Strength or Fangs); MODIFIERS: Fangs +3.

If the Serpent constricts around you, it can use its Strength to crush you. And if it bites you, it can inject you with a temporal poison that also phases in and out of time, draining your energy every other panel to the tune of as many points of damage as its bite delivered.

Morgan Le Fay didn't come here to fight. At least, not to fight the Hulk or the players. She came here, out of the mists of time, to once again attempt to raise the spirit of Chthon that inhabits the very clay of the mountain upon which the Citadel is built. In fact, she was in the midst of that very ceremony when she was interrupted by the appearance of the Hulk. The ceremony for raising Chthon takes an entire week, so she needed to render her opposition helpless. She first seduced the High Evolutionary using both her Sorcery and her Social Skills while he slept, and then used him to command his Knights to submit to her, one at a time. She will happily tell the players this, if they ask her about her business. They could also discover this through Telepathy towards any Knight or the High Evolutionary. She will gladly release control of the Hulk to the players if they will simply leave. She is unaware of the portal to Chronopolis, which is actually partway down Wundagore Mountain, between the village and the Citadel.

However, if the players choose to fight, then Morgan will fight them, with the Knights and the High Evolutionary at first. She is reluctant to fight them herself, as this would involve interrupting the ceremony (which is already in its fourth day) and eventually having to start it all over again.

Even if the players decide to leave, the Hulk will not. The Maestro implanted in the Hulk's mind the command to destroy the time traveling device that was creating the temporal imbalance (the Serpent), and the Hulk will continue the attack, if released. This could even turn the players against the Hulk in this scene, with them attempting to incapacitate him and shove the Hulk through the portal, if they can find it.

Regardless, the same rules as the other scenes still apply. If the Hulk succeeds at entering the portal down the mountainside, the players instantly move on to the next scene. If he doesn't, and their hour is up, then they will return to the start of this scene to do it all over again.

IMPORTANT: Along with all the usual suspects (A glowing green Hulk who still isn't aware that the players have met him in the three previous scenes and players who vanish when Hulk passes through yet another portal to Chronopolis, but who don't progress to another scene until he does), there are a few new things to notice. This time, they did not encounter an incarnation of Kang, but they did meet another time traveler. And this time traveler, Morgan Le Fay, did not use science, but sorcery, to create a temporal imbalance. Plus, the Hulk will try to kill the Serpent if released, even if he risks failing at his other task of entering the portal.

The players end up in the space/time bubble in the timestream again, only something is different this time. The movement is jerkier, more erratic. It still feels like they're moving in the same direction they've moved in before, but it's almost like the crystal matrix can't make up its mind where to go. (In fact, the crystal is torn between a chronologically nearer target that is fading in and out of this dimension, and one that is further away but steady. Don't tell the players this, though.)

The time interval they spend in the bubble is longer, too. We suggest waiting until they get worried, then dump them on the ground, looking up at the Great Wall.

Now, we know this scene takes place in the future, in the year 2525. But you should have fun with the players, and make them think it's in the past. After all, this section of the Great Wall hasn't changed much in fifteen centuries (as of 2525, that is). Beijing is less than 50 miles away. Of course, there's very little left of Beijing. Even the ruins are over 450 years old, so unless and until the players look carefully with Enhanced Vision, all they'll see is barren wasteland. Even then, the ruins of a city leveled by repeated nuclear bombs aren't much to see.

The area where they are consists of barren steppe and rocky hills. All organic life is gone. It is as if the surface of the world has been scraped bare, which in fact, it has. Of course, one of the beauties about the Gamma Bomb is that it wipes out organic life but leaves buildings intact. Beijing was hit by nukes, but out here the wall escaped direct attack. Only the radiation had any effect, and after 450 years of cyclonic winds scouring the area any residual radiation out here is gone. If the players go into the ruins of Beijing, however, they'll suffer radiation damage of 2 red stones per hour. Radiation damage builds up and doesn't heal naturally (Healing Factors excluded, of course), so unless they receive medical attention, they will eventually die from it.

The players are not alone. Up ahead, they see the Hulk fighting what appears to be hundreds of terra cotta soldiers. These look exactly like the army of statues buried centuries ago by an emperor long dead. They are, in fact, metallic android replicas of that army, built in the late 21st Century by a new emperor, (still dead, however). They were designed to serve as border guards, patrolling the wall. They are still following their programs 5 centuries later.

Terra Cotta Androids: ABILITIES: AI: 2, Str: 4, Agi: 1, Spd: 3, Dur: 5; ACTIONS: Close Combat: 4 (Strength Bonus), Ranged Combat: 3; MODIFIERS: Toughness: (+2); EQUIPMENT: Fingertip Electro-Blast: +5). BEHAVIOR: Protect China and the emperor. Only China and the emperor matter. Foreigners are enemies. (Reprogrammed to see Machinesmith as Emperor.)

As the players get close enough, they can hear the Hulk shouting at the androids, "Stupid metal men can't stop Hulk, Hulk must walk through Wall." The ground is littered with broken androids. And then the players see Machinesmith.

Machinesmith aims a small device towards the Hulk and presses a button. A web of electricity expands outwards from the androids surrounding the Hulk, engulfing him in an electrical stasis field which renders him immobile, indefinitely.

The **Android Ionic-Stasis Field Defense System** works like

GREAT WALL OF CHINA MAP



the Force Field Action, but rather than acting defensively, it is an offensive weapon designed to ensnare but do no damage, even if you touch it. It is powered by the atmosphere, must be used out in open or anywhere there is ionic atmospheric activity. Duration: unlimited, as long as for each point of energy in field, up to 20 (which yields a resistance of 40 as per Force Field), there is an android acting as a ground.

Machinesmith is willing to talk to the players. In fact, he's desperate for some human conversation. He will reveal that this is not the past and will provide a data disk with information pieced together from computerized intelligence gathering equipment and sensors he found over the years, supplemented by his own visual records.

This last devastation took place not long after the great wars, the ones which wiped out most of humanity, all of the Super Heroes, and even other machine-based life forms like Ultron. On July 31, 2076, a gamma radiation cataclysm of unknown origin swept over the planet, originating from various locations including Rome, Egypt, Arizona and Wundagore Mountain. The mega-gamma wave's incredibly rapid approach was recorded as it happened by the few survivors of the earlier wars, but within minutes it had blanketed the planet and all organic life was gone.

Over the centuries, Machinesmith has wandered the world, searching for survivors. He visited the last known remnants of pre-gamma wave civilization—Dystopia, a land ruled by the Maestro, the Wasteland, the Sentinel-run mutant camps scattered about the world, Paradise Regained on Madagascar, the Savage Land in Antarctica, even Atlantis—only to find them devoid of life. (Recordings of his investigations of each of these locations are on the data disk. There is an entire section

on Dystopia, where Machinesmith explores the ruins while recounting the history of the Maestro. This is the first time the players hear anything about the Maestro. Of course, there is no mention of his plan.) Machinesmith eventually ended up here and discovered that this army of terra cotta androids had survived. Since that day, he has acted as their "emperor" and sent his android army out to scavenge the world. He lives in an old guard station near the wall.

If the players tell Machinesmith they're here to undo the damage and prevent the gamma ray holocaust (as per future-Rick Jones' original warning), he will gladly release the Hulk. However, without the promise of somehow avoiding this reality, Machinesmith will attempt to capture the players and keep them prisoner, simply to alleviate his incredible boredom.

If released, the Hulk will immediately run towards the wall and enter the invisible portal in the side of the wall. The players will disappear, much to Machinesmith's disappointment.

IMPORTANT: The players now have excellent reason to believe that they may well have been fighting on the wrong side: each of the places they visited have been mentioned as starting points for the gamma radiation waves that destroyed all life. And they have been helping super-gamma-radiated Hulks go through portals in each of those places. They have now heard of Dystopia and the Maestro for the first time, and know that they were destroyed, along with the other remnants of civilization. This is the first direct evidence that the Maestro's plan will fail if completed, even though the players don't necessarily know that they are enacting the Maestro's plan. They also know that the event that ended life was related to gamma radiation, and the only surviving expert on gamma radiation after the great wars was the Maestro, who within his

hulking body held the mind of the world's leading expert on gamma radiation, Bruce Banner. Rick is in a state of shock. He no longer knows what to do and will defer to the judgment of the party. Oh, by the way, the Hulk is still glowing green, he still isn't aware that the players have encountered him in previous scenes, and the players again vanish the instant the Hulk passes through the portal to Chronopolis, but don't move on to another scene until he does.

Scene 3

(Refer to the Blue Area of the Moon and S.H.I.E.L.D./Starcore Complex maps)

The players find themselves back in the space/time bubble, only like last time, the movement is jerky and erratic. It also feels like they're moving in the opposite direction from before.

The interval in which they are in the bubble is long, although not as long as the last time. When the movement stops, they find themselves inside the S.H.I.E.L.D./Starcore complex on the Blue Area of the Moon, facing the Kree Supreme Intelligence. The Hulk is nowhere to be seen. The Kree Supreme Intelligence is an organic supercomputer made up of the greatest brains of the Kree race throughout the centuries. He is kept alive, and a prisoner, within a huge tank, suspended in a special liquid solution. His Intelligence is immeasurable, his capabilities unknown. He has been involved with human affairs for many years, first as an enemy, and later, as an "ally" whose motivations are always suspect. He has aided humanity, but only when it served his frequently unfathomable purposes. There seems to be a psychic or psionic connection between him and Rick Jones. It was the Supreme Intelligence who led Rick to put on the Nega-Bands, and who later helped manifest the Destiny Force in Jones. The Supreme Intelligence's machinations helped save humanity during the Destiny War, in which he teamed up with Libra and Kang to fight Immortus and the Timekeepers. During the Destiny War, Libra (the original, not the android currently with the Zodiac) opened a portal to Chronopolis through which the Avengers traveled. Any of your players who are Avengers should know this—it's in the Avengers records; if they don't, you can let Rick fill them in. The Avengers have teamed up with the Supreme Intelligence in the past, but they never fully trust him. After all, he's capable of wiping out millions of sentient beings when it suits him and has attempted to conquer Earth.

The Supreme Intelligence's dialogue will depend on what your players say. He has sensed pieces of what's going on, but is unaware of the existence/role of the Maestro. He has, however, picked up on the existence of the crystal matrix. If the players tell the Supreme Intelligence what they know, he can add to their knowledge. But if they hold back info from him, then you have to be careful of how much aid you can give the players through the Supreme Intelligence.

"Welcome, Avengers. I have sensed that you have been on an amazing journey. Have you seen what you needed to see? Do you yet realize that all is not what it stems? I have acted to bring the Zodiac Key to me, at great effort and risk, to help you complete your journey. I can be of great help to you if you tell me what's going on."

If questioned about the Hulk, he will answer the following, or volunteer it if the players do not yet ask him: "The Hulk is

currently neither here nor there. You will find him down a corridor, in a trans-dimensional cage, guarded by the Zodiac. Some moments he is in our dimension, some moments, he is...elsewhere. It was the only method I had of preventing him from destroying this complex, and me along with it. He was tearing the place apart, yelling something about 'Where is portal? Hulk must walk through portal!' I'm afraid the Zodiac may have been somewhat harsher with the S.H.I.E.L.D. agents who guard this facility, but that was not my concern." (Inspection will reveal the dead S.H.I.E.L.D./Starcore force.)

If the players tell the Kree Supreme Intelligence about the portals, he can confirm that they do in fact lead to Chronopolis. He can also point out that while there was once a connection between the Blue Area of the Moon and Chronopolis, it was a temporary and artificial one, created by Libra at a time of great peril during the Destiny War, and no longer exists.

"I will not release the Hulk, for I believe that is the trigger which will allow you to continue your travels. I know not how many more stops you have before your mission is complete and the tragedy I sense you have witnessed will take place.

"However, I can have Scorpio use the Zodiac Key to discern the traces of the portal Libra opened and thereby open a new portal to Chronopolis for you. I would suggest you travel there to meet with Kang himself, to discuss the situation and figure out a resolution that will save all life on Earth. I do suggest leaving the crystal matrix here for the time being. I don't imagine Kang would appreciate your bringing it into Chronopolis, even if that were possible."

Keep in mind that the players don't have to go along with all this. They can choose not to believe the Supreme Intelligence. They can attack him. They can search for the Hulk, find him imprisoned within the trans-dimensional cage, attack the Zodiac androids guarding him, steal the Zodiac Key from Scorpio, open the portal, and allow the Hulk to enter. As this is the last Hulk required by the Maestro's plan, this course of action will trigger the cataclysm discussed in Scene 2. The players will be safe on the Blue Area of the Moon, however, and you may concoct some methodology for them to reach Kang, go back in time, and undo what they've done.

As for the crystal matrix, it's on automatic pilot. If destroyed, it will reappear at the end of the hour. But what happens if the players leave the crystal matrix here, and travel to Chronopolis? Chronopolis is outside time, so an hour that passes for the crystal matrix is not the same hour that passes for the players. As long as they remain outside of time, or in a different timestream than the crystal matrix, they are outside its influence. It will search for them, but it can't do anything until it finds them, which it can't do until they return to this time-line. Feel free to have the Supreme Intelligence or your NPCs suggest parts of this theory.

If the players follow the Supreme Intelligence's advice to go to Chronopolis, then they will leave the room they are in and make their way to the area marked exit on the map. When they leave the map by this path, they will then turn a corner, go down a stairway, through an archway, up a curving ramp, down a hatchway, and enter a place without walls, a place between places, once reachable only by Libra, and now, through the influence of the Zodiac Key, by the players. When they emerge from this place, the players will find themselves in the Greek section of Chronopolis, near a building that looks very much like the Parthenon. Proceed to Mission 3.

MISSION 3

Primary Objective: Save all life on Earth.

Secondary Objective: Defeat the Maestro.

Bonus Objective: Get home alive.

Scene 1: Chronopolis

(Refer to Chronopolis map)

The players find themselves standing in ancient Greece... or rather, a Greece not yet grown old, but still in the flush of youthful glory. Brightly colored buildings and temples, not yet washed white with time and age. They stand out among the citizens and slaves in Athens, the jewel of early civilization, and they begin to draw the attention of a crowd. Within moments, a glowing portal appears, and out step the Anachronauts.

"Surrender in the name of Lord Kang, or forfeit your lives on the field of battle," says Sir Raston, the Black Knight from the 7th Century, wielder of the Ebony Blade.

Regardless of what the players do, this will end at Kang. If they surrender to the Anachronauts, they will be taken to Kang. If they fight, either they lose to the Anachronauts, in which case they will be captured (not killed) and taken to Kang, or they win, in which case they force the Anachronauts to take them to Kang (which the Anachronauts will happily do, since those are their orders for all who enter Chronopolis uninvited). So sit back and let the players make the next move.

Done? Good. The Anachronauts open another portal, a glowing circle that looks like a tear in the fabric of reality surrounded by a flaming border. The players step in and find themselves in a transparent hyper-cube, a four-dimensional object projecting into a time other than that of Kang's chamber.

Kang is very interested in what the players have to say. If they don't volunteer information, Kang will tell them some of what he knows to attempt to gain their trust. He knows everything they've told the Supreme Intelligence (he doesn't explain how, and you don't have to, either). He knows that Hulks have appeared at various points in history, creating newly divergent time-lines. He himself witnessed one's actions in Tombstone, Arizona. He has been in contact with Immortus, and so knows what Immortus saw in the alternate time-line Rome. He has been in contact with the Rama-Tut from the alternate time-line created by the Hulk's arrival in Egypt. Each of them recorded the functioning of the crystal matrix in their times, if not its maker or its mechanism. (By the way, if the players seemed to kill either Rama-Tut, Immortus or Kang, don't worry. You don't need to explain how or why they failed, merely that their perceptions of events were incomplete.)

However, Kang does not know about the existence of the Maestro, or his plans. Thanks to the Maestro's coordinated use of Dr. Doom's time machine, none of the Hulks have actually entered Chronopolis yet. And of course, the players don't know about the Maestro's plans, either.

What they do know is what they learned from Machinesmith, most especially the date of the gamma ray wave, July 31, 2076. They know that the Maestro is the Hulk, grown older, and stronger thanks to the gamma radiation he absorbed during the great wars. It is critical Kang find out the date. If the players don't tell him, then have Rick Jones or one of your NPCs slip and tell him. (Remember, if they told the Supreme Intelligence, then Kang will already know.)

Once Kang learns the date, he will activate a screen and attempt to learn about that year. But he will be unable to view anything on Earth beginning just after the great war that destroyed the Super Heroes until well past the year 2076.

"A time storm, created in part by experimental temporal weapons unleashed during the great cataclysm, I assume. I am also reading incredibly high levels of gamma radiation for hundreds of years beyond that period that are interfering with my chrono-viewers.

"I've encountered time storms before...in fact, I once used the Hulk to penetrate a time storm in an attempt to wipe out Bruce Banner's own ancestor and prevent the Hulk from being born, thereby preventing the formation of the Avengers. Of course, the blundering idiot failed, nearly stranding me in the timestream for all eternity. There seem to be recurring themes here, all of them green. I think this is adding up to an interesting picture, is it not, Avengers?"

We suggest giving the players time to put it all together, but if they don't, Kang should.

"It is ironic, Avengers, is it not? Now the big green oaf threatens all life on Earth. He has sent gamma-irradiated versions of himself throughout time in an attempt to eliminate all forms of time travel and breach the walls of Chronopolis itself. And though his plan is ill-conceived and flawed, and can most assuredly do no harm to Chronopolis, the combined blowback effect will result in the destruction of all life on Earth, at least in some time-lines, throughout all the ages. You need me to help you save yourselves. And I, Kang the Conqueror, shall help you. But only because without life on Earth, there is nothing for me to conquer that I have not already conquered. I shall not allow my victory to elude my grasp due to...a technicality."

Kang then points out that the Maestro must have a time machine in order to have sent the Hulks back through time. It takes him a few minutes, consulting a computer screen and his chrono-viewers, to discover that the machine that was used left a unique chronal signature, as do all forms of time travel. It could only have been Dr. Doom's time machine. Kang declares that regardless of the time storm, any time machine that could send people out through the storm can receive people in through the storm as well. And Kang knows just how to get the players to Dr. Doom's time machine.

Of course, he himself won't go. While he is more than willing to help the players save their world, he will not risk being caught by the Maestro's gamma radiation wave, should the players fail and the plan succeed.

Kang opens a special portal within Chronopolis, ushers the players inside with the fateful words, "Hurry, Avengers, for truly, time is of the essence," and closes the portal behind them.

Scene 2: The Baxter Building, for a moment

The players find themselves inside the Baxter Building, the original headquarters of the Fantastic Four. They are standing in front of Dr. Doom's time machine, which the FF had captured some time ago. The wall through which they walked is now solid. (While it was known that Kang had portals from Chronopolis into modern day New York City, nobody knew that one of them opened into the Baxter Building itself.)

You have some choices now, GamesMaster. Do you want to bring the FF into the storyline? This is a perfect chance. Do you want the FF away on a mission, exploring the Microverse perhaps? It's up to you. Of course, at this point the easiest course of action is to simply have the players activate the time machine, set the coordinates for some time before July 31, 2076, and head off to Dystopia and their meeting with the Maestro.

Scene 3

The players arrive on the platform of Dr. Doom's time machine in the underground headquarters of the rebellion, now under the Maestro's control. Regardless of when they have decided to arrive, the Maestro may be there, or he may be in his own palace. That's up to you. Of course, whether he's there or not, the base is probably under guard by the Maestro's men.

What are the players intending? Are they here to stop the Maestro by showing him the data disk and proving to him that his plan, whatever it was, has resulted in the destruction of all life, including his own? Will that be enough to convince him to call off his plan? Are the players prepared to use force, if necessary? Do they intend to arrive before the Maestro has even captured the rebel HQ and the time machine and destroy it first, thereby short-circuiting his plan but leaving themselves stranded in the future? (The Maestro could always find another time machine, of course. The FF have a time sled, the Leader had a time machine, and so on. Of course, now Kang is on to him and it's just a matter of time before he takes matters into his own hands anyway. But that's another Adventure.)

The players may be tempted to spend lots of time here. They may set the time machine to arrive well before the Maestro set his plan in motion, believing that this gives them plenty of time to undo what the Maestro has done. But you should remind them, via an NPC or Rick Jones, that they too will create alternate time-lines when they travel in time. The mere act of their arriving here in Dr. Doom's time machine will alter whatever comes after their arrival point.

If they arrive before the Maestro has set his plan in motion, they will simply create an alternate time-line. Only by arriving after the plan is set in motion, after they have been sent into the timestream, but before the final Hulk passes through the portal to Chronopolis, can they be assured of achieving their goals. And remember, time is ticking back on the Blue Area of the Moon. S.H.I.E.L.D. could arrive any moment and somehow cause the Hulk to go free, allowing him to use the now-open portal (thanks to the players' earlier actions) to enter Chronopolis, reaching critical mass and...

As you can see, much of what happens next depends on what your players choose to do. As for you, you get to decide just how insane the Maestro really is. We suggest that he wouldn't believe the players or their evidence. Even if the evidence is true, there is still the prophecy which started the Maestro down this road to begin with¹. You should still set a Resistance to the Maestro being convinced to abandon the plan, so the players can pursue a non-violent option. We suggest a 60 stone Resistance, in addition to a convincing verbal argument.

In addition to his own considerable Abilities and Actions, and the anti-Hulk gun created by Forge (see the Maestro entry in the Hulk Character Variants on P. 10-11), the Maestro also has the Gravity Police and the Dogs of War at his disposal.

Gravity Police: Powered Armor, energy weapon built into left arms with a power cable connecting weapon and backpack. **ABILITIES:** Int/SI: 2/3, Str: 2/3, Agi: 2/2, Spd: 2/2, Dur: 2/3; **ACTIONS:** Close Combat 3/3, PA Energy Weapon: (6), Ranged Combat: 3/1; **MODIFIERS:** PA Targeting: (+2), PA Toughness: (+3), Energy Defense: (+2), PA Life Support, Social Skills: 1 (Intimidation). **BEHAVIOR:** Don't stick your neck out, don't let the Maestro or your superiors catch you not sticking your neck out. Oh yeah, and step on the rabble whenever possible.

Dog of War: 25-foot-high mechanical monstrosity mostly operating upright on its hind legs, and bristling with metallic claws and teeth. Has a tail for balance. Operated by 1 Gravity Policeman actually built into the Dog's back (Difficulty to Operate: 3, Resistance: 2). Although Dogs of War require an operator, they are not vehicles, but full-blown robot combat warriors, and they fight like other heroes. **ABILITIES:** AI: 2, Str: 6, Agi: 3, Spd: 4, Dur: 5; **ACTIONS:** Close Combat: 3 (Str. Bonus); **MODIFIERS:** Claws: (+3), Teeth: (+3), Toughness: (+5) covering both Dog and Operator. **BEHAVIOR:** Kill anything they let you kill. And anything else you can get away with.

Float Boat: Small armored hovercraft with a live pilot actually built into the vehicle. Handgrips/footholds for 2 Gravity Police. Vehicle Defense protects pilot, not passengers. No weapons, passengers use their own. **Difficulty to Operate:** 2; **Resistance to Operate:** 2; **Defense Modifier:** 4; **Vehicle Damage:** 8; **Maneuver Modifier:** 6, **Speed:** 4; **Weight:** 4.

There is also the matter of the rebellion and the older Rick Jones, held captive by the Maestro. The players may want to join up with the rebellion, or try and save Rick. But if they waste time doing that, rather than dealing with the primary goal of saving life on Earth, they may be too late.

If the players do convince the Maestro to call off his plan, or they kill him, then what? First, the Maestro can't come up with a Plan C to get one last Hulk into Chronopolis. Next, he powers down the time machine or they do, instantly removing all those Hulks who are, in essence, being held in the same instant by the time machine, coordinated and about to enter Chronopolis. Without the time machine controlling their simultaneous entry, there is no critical mass, which means no gamma radiation wave that wipes out all organic life on Earth. They are simply abandoned to the timestream, where they float forever.

And what of the crystal matrix? If they convince the Maestro to abandon his plan, he will give the players a combination of wavelengths which will unlock the lattice structure and release the energy within it. However, they will have mere moments to remove themselves from its presence before that release of energy, an area effect of 1000 stones of gamma radiation energy over 1 mile before it dissipates. If he doesn't give them this "key" then spending a total of 20 stones searching his equipment will turn it up.

If they don't disable the crystal matrix, it will remain in the time-line where it was, waiting for them to return until its energy runs out a century from now. If they reenter that time-line, it will reengage and send them endlessly through the timestream, looking for Hulks that no longer exist.

Which leaves the matter of that last Hulk stuck in a trans-dimensional cage in the Blue Area of the Moon. On second thought, we'll leave you to figure that one out on your own.

APPENDIX A: WEAPONS

WEAPON	WEAPON MODIFIER	RANGE
Mace	2 Stones	1
Axe	2 Stones	1
Compound Bow	2 Stones	3
Lasso	2 Stones*	1
Colt .45	2 Stones (2x Dmg.)	3
Winchester Rifle	2 Stones (2x Dmg.)	4
Rocket Launcher	4 Stones (AP or Area)	4

* Ranged Combat weapon although Range is only 1. Does not cause damage, but does add weapon modifier to Ranged Combat. Tangles/holds if it hits; D:I, R:5 to break free.

Defense Modifier: 4

Vehicle Damage: 30

Maneuver Modifier: 6

Speed: 7

Weight: 8

Weapons: None

Baron Zemo's Jet Hovercraft

Description: Crew 1-2

Difficulty to Operate: 4

Resistance to Operate: 2

Defense Modifier: 2

Vehicle Damage: 15

Maneuver Modifier: 6

Speed: 7

Weight: 7

APPENDIX B: VEHICLES

The Collector's Hyperspace Starship

Description: Requires crew of 1. 10,000-ton cargo capacity, Multiple Teleporters Range: approximately 8 light-minutes (c. 90 million miles).

Difficulty to Operate: 9

Resistance to Operate: 6/Panel (all systems)

Defense Modifier: 6

Vehicle Damage: 100

Maneuver Modifier: 4

Speed: 10

Weight: 10+

Weapons: many, incl. 4 Starship Blasters (beam weapons): (+9)

Avengers Quinjet

Description: Vertical takeoff and landing capability. Seats 7. Crew: 1-2. Four Quinjets are available to Avengers, with three stored on rolling dollies in the Hangar and one mission-ready.

Difficulty to Operate: 3

Resistance to Operate: 2

Chariot

Description: 1-man, 2-man (driver + 1) or 4-man heavy chariot (driver + 3). 1-4 horses. Hercules' chariot is drawn by Enchanted Olympian Horses: (Int: 1, Str: 4, Agi: 3, Spd: 6, Dur: 5, Magical Travel: 10, can travel to space and other dimensions.)

Difficulty to Operate: 3

Resistance to Operate: 2

Defense Modifier: 0-2

Vehicle Damage: 1-3

Maneuver Modifier: 2-1

Speed: Use horse's speed, but too few horses means less speed

Weight: 2

Horse

Description: Average horse

Damage: Durability-based

Difficulty to Operate: 1

Maneuver Modifier: 3

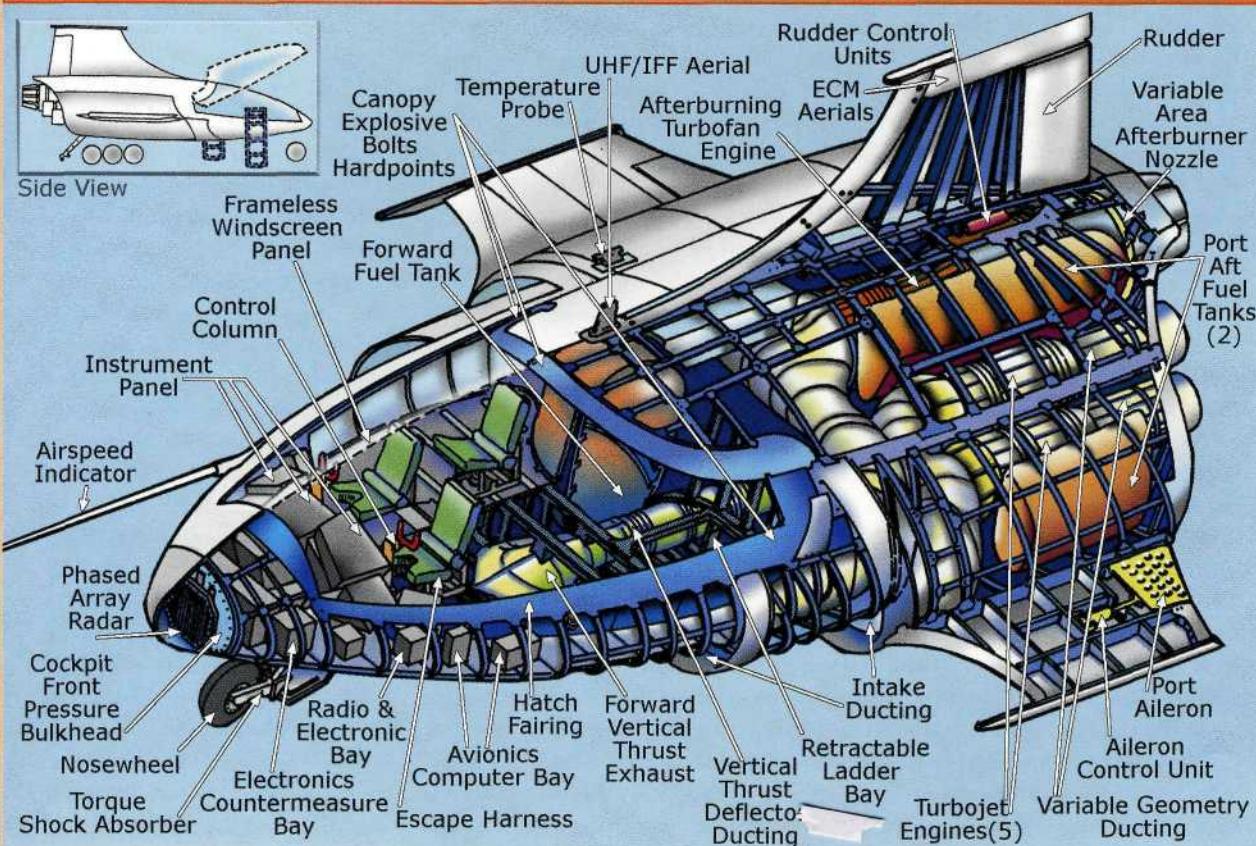
Resistance to Operate: 1

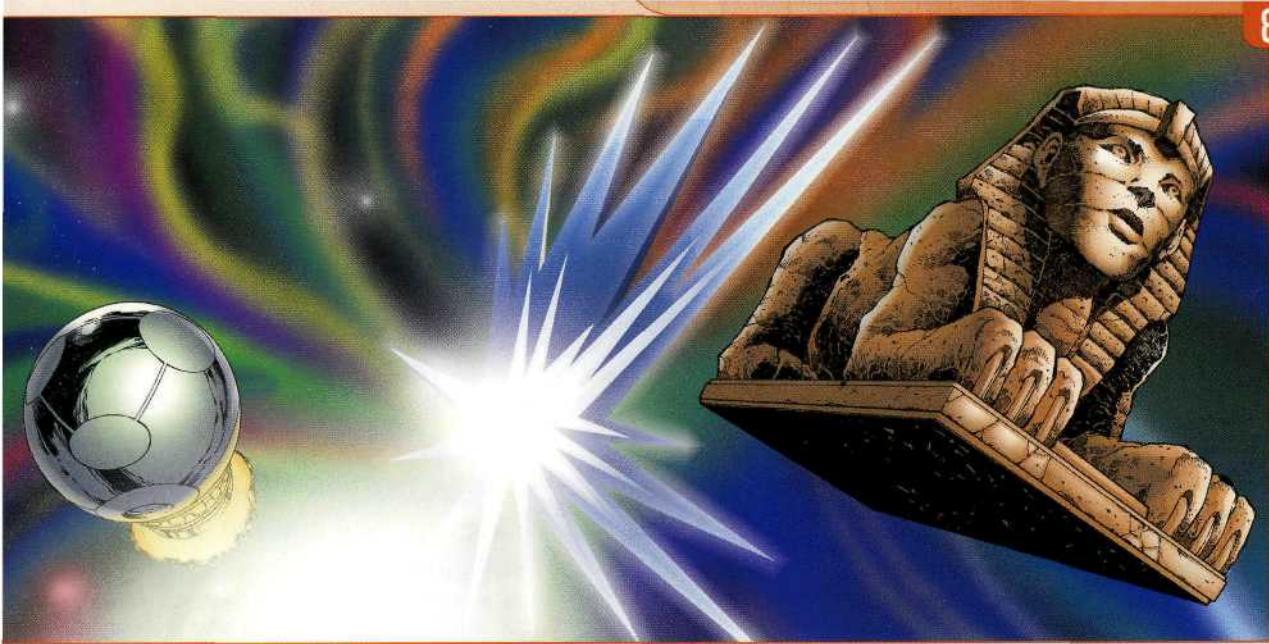
Speed: 2-3

Defense Modifier: 1

Weight: 3

QUINJET (CUTAWAY VIEW)





The Sphinx

Description: Kang's time machine. Crew: 1, carries up to 20 passengers, it also holds 7 Chronospheres (3-5 passengers). Can travel through time and space to anywhere, anywhere.

Difficulty to Operate: 4

Resistance to Operate: 1

Defense Modifier: 6

Damage: 60

Maneuver Modifier: 3

Speed: 10 (Flight)

Weight: 3

Tunneling Device

Description: Crew: 1, 3 passengers. Moves underground.

Difficulty to Operate: 1

Resistance to Operate: 1

Defense Modifier: 4

Damage: 20

Maneuver Modifier: 0

Speed: 3

Weight: 4

Sky Cycle/Atomic Steed

Description: 1-2 person flying vehicles. Each carries 2 people. Atomic Steed has been modified by Black Knight.

Difficulty to Operate: 3/3

Resistance to Operate: 2/1

Defense Modifier: 1/0

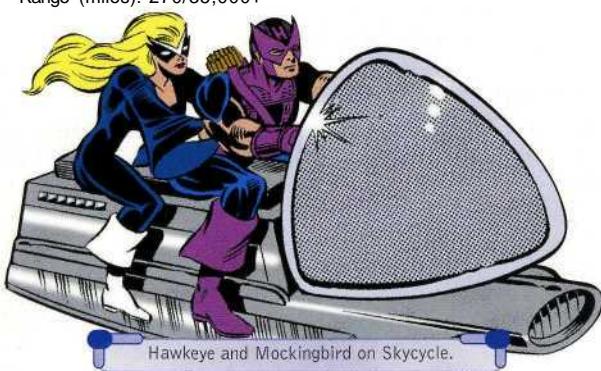
Vehicle Damage: 3/6

Maneuver Modifier: 6/6

Speed: 4/6

Weight: 3/4

Range (miles): 270/35,000+



Hawkeye and Mockingbird on Skycycle.

APPENDIX C: EQUIPMENT LIST

CUSTOM-DESIGNED EQUIPMENT

Cybernetic Helmet [Ant-Man]	1 white stone
Mind Control Pods [Fixer]	3 white stones
Obedience Potion: (6) [Collector] Steady Supply	4 white stones
Enchanted, Impregnable Horned Helmet: (+2) [Executioner]	4 white stones
Kymellian Translation Device [Collector]	5 white stones
Golden Mace: (+5), virtually indestructible [Hercules]	5 white stones
Vege-Ray: (7) [Plantman]	6 white stones
Chloro-Blaster Gun: (7) [Plantman]	6 white stones
Horns: (+1) to Unstoppable [Taurus]	6 white stones
Helmet: (+1), (+2) to head-butt [Bulldozer]	7 white stones
Anti-Grav disks [Fixer]	8 white stones
Vibrating Gloves: (+3), (+5) Energy Ray [Shocker]	8 white stones
Headband of Mental Defense: (+8) [Baron Zemo]	9 white stones
Magic Beans: Grow warriors [Collector]	9 white stones/bean
Ram's Head Helmet, Flame Area Attack: (+4) [Aries]	9 white stones
Meltbeam Pistol: (+7)	9 white stones
Redwing [Falcon]	10 white, 1 red stone
Sword of Light: (+5) [Black Knight]	11 white stones
Enchanted Crowbar: (+4) [Wrecker]	11 white stones
Sonic Harness: (+4) [Songbird]	11 white stones
Vibranium Claws: (+2) [Black Panther]	11 white stones
Spray Gun of Adhesive X [Baron Zemo]	12 white stones
Shield of Night: (+4) [Black Knight]	12 white stones
Costume: Sonic/Vibration Defense: (+4) [Shocker]	12 white stones
The Ebony Blade (+5) [Sir Raston]	14 white stones
Brainwave Scanner: 7 [Fixer]	15 white stones
Energy Siphon: 10 [Virgo]	15 white stones
Bloodstone [Raa]	16 white stones
Body Armor: (+5), Reconstitute Self [High Evolutionary]	17 white stones
Molybdenum steel Sonic Converter: (+4) [Klaw]	20 white stones
Stun and Stasis Beam weapons: (+5) [Collector]	20 white stones
Double-Bladed Enchanted Axe [Executioner]	21 white stones
Costume/Glider Wings [Falcon]	27 white stones
Paralyzer Pistol: [Black Knight(s)]	30 white stones
The Moonstone [Moonstone]	30 white stones
4-Headed Jinn [Collector]	34 white stones
Armored Etherion metal Battlesuit [Collector]	37 white stones
Scythe [Grim Reaper]	45 white stones
Quantum-Bands [Quasar]	84 white stones
Lockjaw [Crystal]	91 white, 2 red stones
Temporal Assimilator [Collector]	c. 125 white stones

Avengers Communicard: Issued to all Avengers, including reserve members and non-uniformed staff. Only member indicated can use card, accepted as definitive ID by all law and military forces. 2-way audio-visual communicator, mini keyboard and sophisticated computer, homing beacon; can be tracked via display at HQ. Can disguise itself as credit card at touch of a button, can be used as ATM card, credit card. Operates as ignition key for sky-cycles, quinjets, key entry for Avengers Mansion and other facilities. Powered by thermal-instability batteries. Designed by Tony Stark and Hank Pym. Range = 10

Cost: N/A

Hawkeye's Quiver: Holds 3 bows and 36 "blank" aluminum arrow shafts. Harness holds 24 arrowheads (12 in front, 12 in back) released by two-finger pressure locks. Lets user draw arrow and insert it into arrowhead with one hand.

1 white stone

Glove Stingers: (+3) Bio-electric attack Modifier for Close Combat and Ranged Combat weapon (Range = 2) [Ant-Man, Rita DeMara and Hank Pym]

- 7 white stones

Powerlance, basic: (+2), Heat Beam: (+6), Range = 2, Ionic Blast: (+4), Area Effect, Range = 2 [Knights of Wundagore]

8 white stones

Powerlance, improved: (+3), Heat Beam: (+6), Range = 2, Ionic Blast: (+4) Area Effect, Range = 2, Machine Gun: (+4), Cable/bolo: (+2), Range = 2, entangles opponent, D: 1, R:5 to escape, red-hot spinning metal disks which attach to objects and drain their electrical energy (Range = 3, drains 6 stones per panel, Duration, 6 Panels) [Nathaniel Garrett]

19 white stones

Android Humanoids: AI: 2, Str: 3, Agi: 2 Spd: 2, Dur: 3; Close Combat: 2, Ranged Combat: 2, Vehicles: 2 [Leader]

8 white stones

Android Superhumanoid: AI: 4, Str: 5, Agi: 3 Spd: 3, Dur: 4; Close Combat: 4, Ranged Combat: 4, Technology: 5, Vehicles: 4 [Leader]

22 white stones

Hate-Amplifier: 3, Attack vs. Intelligence, Area Effect. Gathers, amplifies and transmits emotional energy. Victim immediately attacks nearest person. [Man Beast]

12 white stones

Aragorn, Asgardian Flying Horse: Int: 1+, Str: 3, Agi: 3, Spd: 3, Dur: 4, Flight: 3, Close Combat: 3, Utterly loyal, can obey complex commands (no Difficulty or Resistance to Operate). [Black Knight]

16 white stones

Valinor, Flying Horse: bat-like wings, genetically mutated by Dane Whitman, using Nathaniel Garrett's techniques. Int: 1+, Str: 3, Agi: 3, Spd: 3, Dur: 5, Flight: 3, Close Combat: 3, Utterly loyal, can obey complex commands (no Difficulty or Resistance to Operate). [Black Knight]

17 white stones

Makluan Sword: (+4), can fire a Concussive Force Beam: (+6), Disintegrating Ray: (+3), x3 Damage, Jet of Flame: (+4), Area Attack, Range = 2, Lightning Blast: (+5), 2x Damage, Nerve Gas: (+4), single target, Attack vs. Dur., damage = Panels knocked out. Created by the Mandarin using Ancient Makluan technology. [Swordsman (TG)]

48 white stones

Ultra-Diode Ray Gun: Telepathy: (+10) Area Effect. Control as slaves. Victims aware but helpless to resist. Second blast reverses initial effect. Attack vs. Int. to suppress Mutant/Mutagenic (etc.) Actions, Abilities, Modifiers. Can leave victims unconscious. Wielder chooses effect. 140+ degrees F reverses effects (with anomalies) until 15 minutes after temperature drops. [Rama-Tut]

90 white stones

Zodiac Key: Energy Blast: (+8), Concussive or Electric, Area Effect. User gains +1 to all Abilities. Can Transform user (and whatever he is carrying) to water form, with all the properties, immunities and vulnerabilities of water. Does not require possession for true owner to use and may seek out owner if forcibly separated. Can create extreme one-time effects such as teleporting entire cities. Full powers of the key are

unknown, but it can theoretically direct huge numbers of stones in pursuit of its goals. Scorpio used the key to create the Zodiac androids, and to replace them if destroyed. The key reconstitutes the owner into an android body if killed. The key's power comes from the alternate dimension Brotherhood of the Ankh, which thrives on conflict. The Zodiac Key helps whichever side (good, evil, whatever) will result in an increase in conflict. The key can be used to teleport subjects/victims under its influence to their own dimension (and back). The key has also been known to lead its wielder into disaster in pursuit of its own enigmatic ends. [Scorpio]

100 white stones

Genetic Accelerator: Doubles stones of Genetic Engineering, multiplies effects of Genetic Engineering by 10 for mega-effects when working on a planetary scale. [High Evolutionary]

125 white stones

APPENDIX D: PRICING GUIDELINES

SHOOT-FROM-THE-HIP PRICING GUIDELINES . (USER BEWARE):

These guidelines may not always apply, and may be varied at GM discretion. Common sense should always prevail when determining such issues. You may look at an item designed using these methods and just decide it seems too cheap or too expensive and vary accordingly. This is a powerful GM tool, but it is **VERY** mathematically touchy and easy to misuse, and can run off the rails, especially when trying to price highly complicated or weird items. Don't let it throw you—trying to squeeze some of the items in the Marvel Universe into a system can be challenging.

However, these guidelines should prove to be a useful collection of rules-of-thumb when trying to determine the cost of Equipment. Many of these cost parameters (but not all) can already be found in the *Game Guide*, but we felt it would be useful to bring it all together in one place. We feel that the GM should consider the "cost" of equipment not only to determine initial cost, but as a guideline as to how much power is being made available in their Adventures.

Remember that you can buy a huge selection of high-quality equipment for plain old money rather than your precious Character Generation stones.

Sometimes the parts seem to add up to more than the whole. A good example of this would be Hawkeye's arrows. Bought individually they add up to over 50 white stones for the full complement of arrows. However, you could think of it as only buying one weapon, a trick arrow, and that this arrow would carry between zero and 5 white stones, with variable, but one-at-a-time effects.

You might even look at the Action, Metamorphosis, in the *X-Men Supplement*. This Action allows you to rearrange stones as to effect and costs Action Number plus 6. So you could decide that Hawkeye buys a quiver of trick arrows with Metamorphosis of 5, with a +1 to cost Level (as arrows) for a cost of 25 white stones, and give him a full quiver of 36 arrows. The player should create a list of desired arrows, and if they're reasonable, the GamesMaster should allow them to be bought for 25 white stones for the lot. (The GM should be a sport and throw in the 1 white stone quiver for free!)

In Marvel, there are many routes to the same goal, and that goal is the players getting to play the characters they want to play. The GamesMaster must be both generous and careful when pricing things, not allowing the players to build a character that is so powerful that it will deprive everyone else of a chance to play. In Marvel, characters such as Thor can adventure alongside characters with far less power (like Hawkeye) without crowding them out, the same way they do in an Avengers comic book.

COMBAT EQUIPMENT

The following explanations address specific aspects of creating weapons and other combat equipment with the characteristics listed below for non-Powered Armor heroes. Powered Armor has its own rules for buying weapons that are similar to but not exactly the same as for other characters (see the *Game Guide*, P. 75-77).

Close Combat Weapons: Cost Level = Modifier # + 1 Level. The reason it doesn't cost Modifier # +3 levels is that even though the stones are free, you lose your Ability Bonus when using a weapon in Close Combat.

Close Combat Modifiers: Add Modifier # + 4 to Cost Level: Like Claws. This is so expensive because you do not lose your Ability Bonus in Close Combat as you would with a weapon.

Ranged Combat Weapons (Guns, Bows, Energy Weapons, etc.): Cost Level = Modifier # + 1 Level. Guns are priced the same as Bows because on one hand, you get 2x Damage from a gun, and on the other hand, there is a greater than normal risk of collateral damage. Also, guns are very common, so we are inclined to grant a slight break in cost on that account. Normal Range = 4; add/subtract 1 Cost Level per column increase/decrease in Range on Range Row of D&R.

Armor: Cost Level = Modifier # + 3: Cumulative with other Defensive Modifiers, like Toughness or Reflexive Dodge. (You can get the normal +1 version for c. \$1,200. Anything more costs stones.)

If a weapon is Armor Penetrating: Add Weapon Modifier # + 3 Cost Levels or pay 6 white stones extra (whichever is more). Considering the popularity of Toughness and those inconvenient foes wearing Powered Armor, this is usually worth it.

Nullifies Armor Penetration: + 2 to Cost Level or 4 white stones (whichever is more). This provides specific protection against Armor Penetrating Attacks.

Nullifies 2x Damage (as firearms): + 1 to Cost Level or 2 white stones (whichever is more). Nullifying things in general usually costs 1 or 2 Cost Levels below that which it nullifies.

Weapons more powerful than allowed: In order to get a weapon that is more than double its normal Modifier Number, you can't buy it with cash, you have to buy it in Character Generation stones. A normal sword is (+2), so you can buy one (for cash) as high as (+4). If you want to go higher than that (for legendary items, such as the Ebony Blade (+5), for example), you must pay in stones, in this case 14 white stones.

COMBAT EQUIPMENT

Equipment that acts like Modifiers or Abilities: Pay for such equipment just as if you were paying to get that Modifier or Ability for yourself. (For example, if you want an item that can Reconstitute yourself, you must pay 8 white stones, the same as it would cost you to buy Reconstitute Self for your character.)

For equipment that is like an Action but the stones are free: The idea is that if you buy an Action, you have to power it with your own stones of energy. But if you get a piece of equipment that does the same thing, you don't need to use your own energy. That gives most Equipment a big advantage, and you have to pay for it. Here are the extra costs for these types of equipment:

1-stone item: Cost 1 white stone extra

2-stone item: Cost 2 white stones extra

3-stone item: Cost 3 white stones extra

4-stone item: Cost 6 white stones extra

5-stone item: Cost 9 white stones extra

For items of 6 or more stones, add +3 to Cost Level.

Note: Ignore these costs for Combat Weapons and Modifiers; they are dealt with separately above. With normal equipment that only gives a +1 Modifier (such as Black Cat's grapple or the Image Inducer), the GM may, at his discretion, waive these extra costs, especially when the item is inherent to roleplaying, is a modified common item or the character is not overly powerful to begin with.

Items that add directly to (combine with) an Ability, Action or Modifier: +3 to Cost Level. We all know how much more valuable a "10" is than two "5s". In fact it costs 6 white stones for two Action Numbers of 5, but it costs 15 white stones for one Action Number of 10. So being able to "stack" or combine two numbers is very valuable. For example, a ring that gives you a Strength: 6 costs 4 white stones (the same as a Strength of 6). But if it lets you add 6 to your Strength, then that ring would cost 12 white stones because

since it is combining with your Strength, it adds 3 to Cost Level. As you can see, that's pretty cheap—probably cheaper than increasing your Strength by 6, in fact.

Indestructible: Cost 1 white stone extra. Also applies to "near-indestructible," at GM discretion.

Item reverses its own effect: +1 to Cost Level

Item gives user a Healing Factor: 6 white stones

Item gives user an Accelerated Healing Factor: 12 white stones

Item gives user an Enhanced Healing Factor: 15 white stones

Item gives user an Instant Healing Factor: 25 white stones

Or else the GM can simply charge a player what it would cost if he bought it as a Modifier for his character rather than as a piece of equipment.

Equipment is Immobile: -1 to -3 from Cost Level, depending on how important a factor that is. If it's a big computer that you can't carry around with you but you can communicate with, it matters less than if it's a really heavy gun you can't bring with you. So the computer would be -1 and the gun would be -3.

Theoretically, we could go on forever. But practically, space considerations say we won't. At least this list may help you to decide how much to charge for pieces of equipment your players make up, and it may even help you design new Equipment, Actions and Modifiers as well.

APPENDIX E: AVENGERS CHARTER

The Avengers are unlike any other team of Super Heroes, and their Charter is a big reason why. Its first section declares the purpose of the Avengers, and the ways in which they will operate and interface with the rest of the world. The second section, the By-Laws, spell out the rules by which the Avengers operate within the team, as Avengers. Violation of these by laws can result in suspension, or expulsion, from the team.

The Charter that appears below is the most recently documented Avengers Charter. This charter dates to when the Avengers first officially became part of the UN. The most significant difference between the two occurs in Article One. We have included the original Article One at the end of this document.

BE IT KNOWN... That we, the Avengers, have banded together to protect and safeguard the planet Earth, its inhabitants and resources, from any and all threats, terrestrial or otherwise, which are or might prove to be beyond the power of conventional forces to handle.

That we shall brook no interference in the growth of mankind in meeting its rightful destiny.

That we dedicate ourselves to the establishment, growth, and preservation of peace, liberty, equality and justice under law.

THIS IS OUR SOLEMN OATH

Article One: Organization

The Avengers is hereby chartered as a peacekeeping force of the security arm of the United Nations answerable only to the Security Council. Headquarters shall be in New York City and there shall be established facilities for the use of the Avengers in the current eleven member nations of the Security Council.

Article Two: Jurisdiction

The Avengers, as a group, are empowered to act as an agency of enforcement on duly recognized and approved missions in all

lands, territories and protectorates of member states of the United Nations, providing that the threat in question is super-powered, extra-terrestrial, extra-dimensional, subterranean, sub-oceanic, or occult, and engaged in invasion, infestation, limited incursion, piracy, enchantment or any flagrant violation of international law not instigated, sanctioned or abetted by a member nation.

Article Three: Funding

Major funding for the major operations of the Avengers—for upkeep of the New York headquarters, transportation and equipment shall be provided by a grant from the Maria Stark Foundation—Anthony Stark, Director—with the understanding that the Foundation shall have no say in Avengers operations, policy, membership or the deployment of funds within the Avengers organization. The stipends to serving members and active and inactive reserve members shall be drawn from the major pool of United Nations funding. Costs for construction, maintenance, and staffing of subsidiary headquarters shall be absorbed by the host countries.

Article Four: Operations

The day-to-day operations of the Avengers shall be governed by a set of by-laws as put forth by the founding members.

AVENGERS BY-LAWS

Section One: Policy & Operations

A. All Avengers shall, at all times, endeavor to adhere to the principles of the Avengers Charter and follow the rules and regulations of these by-laws.

1. The by-laws may be amended, when necessary, by the active members of the Avengers. Amendments may be proposed by any active Avenger. Amendments shall become a binding part of these by-laws upon approval by two-thirds of the active membership.

1a. Active members shall be further defined to mean the seven serving members of the primary team and their seven specific reserve substitutes.

B. No Avenger shall be required to surrender knowledge of his or her civilian identity or personal affairs to the membership at large or the United Nations Security Council.

C. The Avengers shall be led by a duly elected Chairbeing. It shall be the duty of this leader to coordinate all Avenger activities, whether business or tactical in nature.

1. The position of Chairbeing shall be open to any active member who has passed his/her probationary period (See Section Two—Memberships).

2. The Chairbeing shall serve for a term of one year, with no limit to the number of successive terms a leader may serve.

3. It shall be the privilege of the Chairbeing to determine the format of meetings and to call special meetings as he/she sees fit.

4. In the event of the absence, incapacity, or resignation of the Chairbeing, an interim leader shall be chosen by a two-thirds vote of the active membership.

5. In the event of incapacity or death during action, Chairbeingship shall pass in orderly succession among the primary team in a pre-determined chain of command arrived at by majority vote among the primary team.

Section Two: Membership

A. Recognizing that the membership of the Avengers may be subject to, and, indeed, might profit from change, procedures for the addition of members shall be set forth.

B. Candidates for membership must be legal adults, possessing at least one skill, power, ability, or talent which is deemed valuable by a majority of the active membership.

1. Membership shall not be denied on account of race, color, creed, sex or condition of birth or origin.

2. Candidates for membership must be nominated by one active member in good standing at a regular or special meeting. Election for membership must be held within one week of nomination and be attended by a simple majority of active members. A two-thirds vote is necessary for election to membership.

3. Newly elected Avengers shall serve a probationary period of not less than 30 days.

a. During the probation period, a special committee consisting of one primary team member, one reserve substitute and two members of the Avengers support crews shall investigate the candidate's public record for any violations, breaches of trust, or depredations, legal or moral, which may preclude said candidate from assumption of full active status.

b. While on probation, the new Avenger shall have limited access to Avengers facilities and records.

c. At the end of probation, the new Avenger shall assume full active status, unless objections are raised by any active member, or by the United Nations Security Council.

C. The Avengers shall select new members whenever the Chairbeing or two-thirds of the active membership determines that the ranks are not at optimal strength, or when there is a vacancy in the ranks.

1. It shall be the prerogative of the Chairbeing to limit the number of active members.

D. Active Avengers shall be the designation given to those Avengers who are full-time members.

1. Active Avengers shall be required to log all individual cases into the main computer file, that the entire membership may benefit from the individual's experience.

2. Active Avengers shall be required to attend all regular business meetings. Members who miss more than one meeting per month without submitting an acceptable excuse may face suspension for a period to be determined by a consensus of the other active members (see Paragraph G).

3. Active Avengers shall be issued an Avengers identification card and an emergency signal device.

a. Active members shall be required to answer all CALLS TO ASSEMBLE. If unable to respond, an active Avenger must notify that specific member's reserve substitute. Failure to respond coupled by failure to notify the reserve substitute is grounds for immediate suspension of privileges and must be dealt with by a tribunal of active members.

b. Active members who miss an emergency call without good reason may be subject to disciplinary action.

4. Active Avengers shall be expected to cooperate with other law enforcement agencies. Although granted certain legal immunities by the Avengers priority clearance, no Avenger shall be considered above the law.

5. Active Avengers shall be paid a stipend of one thousand dollars (\$1,000) per week. Members may choose not to accept their stipends, in which case the money shall be placed in their retirement fund.

a. Active members shall be entitled to free medical and life insurance benefits.

b. Active members shall be provided with private quarters where they, if so choosing, may reside. Unlimited meal privileges shall be provided for live-in members.

6. Active Avengers shall be granted unlimited access to the Avengers Mansion headquarters, vehicles, computer records, files and any other facilities of the organization.

7. Active Avengers shall, at all times, act in a manner befitting that of a guardian of the public trust.

E. Reserve Avengers shall be the designation given to those Avengers who are part-time members, on call for special missions or emergency assignments only.

1. Reserve Avengers shall not be required to log their individual cases, though they shall be encouraged to do so.

2. Reserve Avengers may attend any regular meeting, but shall be required to attend no more than one per year.

3. Reserve Avengers shall retain their Avengers identification card and emergency signal device.

a. Reserve members may be demoted to inactive status if they fail to answer three consecutive emergency calls.

4. Reserve Avengers shall be paid a stipend of one hundred dollars (\$100) per month.

5. Reserve Avengers shall have limited access to Avengers Mansion, files, equipment, etc.

6. Reserve Avengers may return to active status at the discretion of the Chairbeing, if they so petition and are accepted by majority vote of the active members.

7. Reserve Avengers shall be given priority over new candidates in the filling of vacancies in the active membership.

8. Reserve Avengers may retire to inactive status by notifying the Chairbeing and surrendering the Avengers identification card and emergency signal device.

9. Reserve Avengers shall not have a vote in Avengers proceedings.

10. Reserve Avengers shall have the authority to call emergency meetings.

F. Inactive Avenger shall be the designation given to those members who have retired or resigned from active and reserve duty.

1. Any Avenger may resign by simply notifying the Chairbeing of his/her intent and surrendering his/her Avengers identification card, emergency signal device, and any other Avengers-owned equipment.

2. Any active or reserve Avenger who is incapacitated or who moves from the organization's normal jurisdiction shall be granted an honorable discharge and placed on the inactive roster.

3. Inactive Avengers may be granted limited access to Avengers equipment and facilities only at the discretion of the active members.

4. Inactive status shall be considered the same as an indefinite leave of absence.

5. Inactive Avengers may be reinstated only if there is a vacancy in the active ranks, and then only if elected by a two-thirds vote of the active membership.

G. Motions for disciplinary action against any active or reserve Avenger may be brought by any other active Avenger.

1. In the event of such an accusation, the Chairbeing shall convene a board of inquiry, comprising a simple majority of the active membership (minus the accused, if he/she is an active member).

2. Disciplinary action shall be limited to suspension, with the option of further trying the accused before a tribunal of all active members.

a. Tribunal processing shall be conducted in the manner of a military court-martial.

b. Maximum punishment to be brought on the accused by such a tribunal shall be expulsion from the Avengers.

c. A two-thirds vote shall be necessary to expel a member from the Avengers.

3. Active and reserve Avengers can be expelled, with no possibility of reinstatement, on the following grounds:

a. Conviction for any crime above a misdemeanor.

b. Deliberate betrayal of Avengers classified information.

c. Criminal acts of negligence not convicted for, but witnessed by at least one active member.

Section Three: Meetings

A. The Avengers shall meet regularly, at least once a week, at a time and place to be agreed upon by a simple majority of the active membership.

B. Emergency meetings may be called at any time, but emergency meetings shall not be considered a replacement for a regular meeting.

C. In the event that an Avengers mission is in progress at the time of a regularly scheduled meeting, the meeting will be rescheduled.

D. A simple majority of the active membership shall be required to make a meeting official.

Section Four: Punishment of Criminals

A. Avengers shall leave the punishment of perpetrators of criminal activity to the appropriate agencies of the law.

B. The Avengers shall not abridge an accused's right to a fair and speedy trial.

C. The Avengers shall abide by the decisions of the law, and will not take upon themselves any aspect of the punishment process.

D. In the event that conventional imprisonment proves inadequate for a given criminal, the Avengers shall be allowed to hold said criminal in a manner they see fit, provided that a full report of said methods of imprisonment is given to the proper law enforcement authorities.

Section Five: Affiliations

The Avengers shall maintain open and reciprocal relations—including joint limited access to computer data—with the Fantastic Four, Inc., and with the Strategic Hazard Intervention Espionage Logistics Directorate (S.H.I.E.L.D.).

Section Six: Security

All Avengers files shall be open to the scrutiny of a special watchdog committee of the United Nations Security Council and no Avenger may refuse to answer any question posed by a member of that committee, other than those that would reveal that member's secret identity or compromise the security of that member's native country.

Section Seven: Discorporation

The Avengers organization may be disbanded only by order of the United Nations Security Council for a breach of international security, or by unanimous vote of the entire active membership of the Avengers. In the event of disbanding, all Avengers properties and facilities shall revert to the Maria Stark Foundation and/or Stark International, with the exception of any devices, properties, analysis systems, or data which has any bearing on U.N. Security. Said materials and data shall be immediately turned over to the United Nations Security Council.

ORIGINAL CHARTER; ARTICLE ONE

Article One: Organization

The Avengers is hereby chartered as a non-profit organization under the laws as set down by the State of New York, United States of America; said organization being recognized and fully sanctioned as a peacekeeping force by the National Security Council of the United States of America, by the United Nations and by the Supreme Headquarters International Espionage Law-Enforcement Division.

Note: While S.H.I.E.L.D. has kept its acronym, the actual name of the organization has changed since the original charter.





From the Absorbing Man to the Zodiac: Presenting the Avengers Villains, A-Z.

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