

MARVEL



HEROIC ROLEPLAYING

BASIC GAME



IT'S TIME TO STEP UP

The Avengers have been disassembled, the Fantastic Four are somewhere in space, and the X-Men aren't answering their phone. When dozens of dangerous villains are sprung from the maximum-maximum security prison known as the Raft, who's going to stop them? You are.

ALL THE RULES, ALL THE ACTION

Experience all of the pulse-pounding action and nail-biting drama of the Marvel Universe at your gaming table. It's one thing to stop an alien invasion or throw down with the Juggernaut, but sometimes you've got to make the hard choices—will you let a dangerous villain escape in order to save an innocent life? With the **MARVEL HEROIC ROLEPLAYING Basic Game**, that great power and great responsibility is yours.

For two to eight players, ages 13 and up. Requires game dice.

This Rulebook Includes:

- **Operations Manual:** Easy to learn game rules for playing characters from the Marvel Universe and playing out your favorite Marvel Blockbuster Events!
- **Breakout:** Based on the acclaimed story arc from Brian Michael Bendis' *New Avengers*, including a super villain prison break and a perilous journey to the Savage Land!
- **Hero Databooks:** Game play sheets for many of your favorite Marvel Super Heroes, from Captain America and Spider-Man to the X-Men and Fantastic Four!

MARVEL

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CREDITS

The Illuminati (Concept Team)

Cam Banks (*design lead*), Rob Donoghue, Matt Forbeck, Will Hindmarch, Philippe-Antoine Ménard, and Jesse Scoble.

Advanced Idea Mechanics (Design Support Team)

Dave Chalker, John Harper, Jeremy Keller (*art director*), Jack Norris, and Aaron Sullivan.

Damage Control (Editing Team)

Amanda Valentine (*managing editor*) with Sally Christensen, Matthew Gandy, Miranda Horner, Alex Perry, and Chad Underkoffler.

Wrecking Crew (Playtesters)

Scott Acker: Kristin Strickland, Matthew Strickland, James Buckingham, Christopher Acker; **Daniel Bacon—*Dark Sun Gang*:** Robert Sutton, Joseph Zabinski, Kristian Cardillo, Steven Farrell, Robert Smith, Michael Callahan; **Cam Banks—*UTC Gamers*:** Chris Adkins, Jeremy Keller, Adam Minnie, Michelle Nephew, Mark Reed; **Jeremy Beyer:** Ray Axmann, Seth Tiede, Risa Barrett, Dan Hemmingsen, Daniel Moening, Tyler Wagner; **Joseph Blomquist:** Mary Blomquist, Katie Bond, Angie Espelage, Adam Lake, Jeff Lewis, Mike Walter; **T. Rob Brown—*The Midwest Avengers*:** Chad Denton, Jason Denton, Travis Shofler; **James Carpio—*Connecticut Crusaders*:** Adam Rinehart, Matt Millman, Gregory Krakovich, Mike "Best there is at what I do" Pankenier, Mary "Storm" Lindholm, Justin Schneider, Shane McCarthy; **Dave Chalker—*The Piledrivers*:** Fred Hicks, Kate Kirby, Dennis Twigg, Jim Henley, Josh Drobin, E Foley, Bob Bretz, Brennan Taylor, Irvn Keppen, Tim Rodriguez, Brendan Conway, Matt Dukes, Danny Rupp, Dean Gilbert, Gerald Cameron, Quinn Murphy; **Jason Childs—*West Coast Wrecking Crew*:** Peter Childs, Kelli Turpin, Roger Bogh, John Gradilla, Ron Robinson, Robert Barry; **Joshua H. Coons:** Mark R. Crump, Keith Grace, Brandon Schipper, Richard Ignasiak II, Charles Boswell; **Jason Corley—*Vistamar College Fighting Chimeras*:** Kim Corley, Ryan Franklin, Golda Lloyd, Sara Kuwahara; **James Dawsey—*The Dawsey Posse*:** Brad Rogers, Jamal Hassan, Jeremy Dawsey, Jeremy Moore; **Matthew D. Gandy—*You Burst into Flames!*:** Travis Bryant, Tim Gemma, Andy Kitkowski, Joey Rodgers; **Matthew D. Gandy—*Clone Saga*:** Julie Baker, Mark Causey III, Darren Hennessey, Michael Kelly, Eric Provost; **Mark Garbrick:** Kelley Hightower, Jennifer Bedell, John Wright, Matthew Smith, **Roger Gray—*Blackland Gaming Group*:** Jim, Paul, Conner, Chris; **Jim Henley—*Scoot!*:** Bill Dowling, Kirt Dankmyer, Abigail Hanley; **Will Hindmarch—*Marvel Knights*:** Anne Petersen, Marty Gleason; **Wayne Humfleet—*The Ancient Gamers*:** Jeff Ayers, Tom Carpenter, Brian Kelley, Tom Kimball,

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George Delamater, Reg Klubeck, Chris Perrin; **Justin D. Jacobson:** Jeffrey Piroozshad, Mark Rickard, Steven Baker, Michael Ruiz; **Seth Johnson:** John Aegard, Wilhelm Fitzpatrick, Kristian Happa-Aho, Jon Leitheusser; **Rob Justice—*The Bear Swarm!*:** Michael Curry, Brett Zeiler, Darryl Loyd, Chad Brinkley, Jacob Evans, Jeremy Elder, Kevin Parrott; **Tim Kirk:** Larry Tull, Eve Tull, Allison Glass, Jeremy "Chu" Carroll, Chris Cox; **Christian Lindke—*The Champions of Los Angeles*:** Wes Kobernick, Joel Allan, James Leszuk, Jason Parker, Eric Lytle; **Paul Marcinkevage:** Harry Kaiserian, Bill White, Clark Valentine, Amanda Valentine; **Philippe-Antoine Ménard:** Yan Décarie, Alexandre David, François Jauvin, Pierre-Marc Giroux; **Joseph Meyer:** Mike Lafferty, David Goodner, Stacie Winters, Kevin Mowery, Stacey Montgomery; **Jay Miller:** Lisa Miller, Stewart Mabey, John Cheraz; **Adam Minnie—*The Other Midwest Avengers*:** Kelsey Speer, Aaron Speer, Stephanie Ingold, Paul Silber, Matthew Silber; **Quinn Murphy:** Gerald Cameron, Ryven Cedrylle, Matt Sheridan; **Jack Norris—*Mike Holmes*:** Jason Ingler, Lindsey McHenry, Matt Miller, Stephanie Miller, Danielle Reimer, Lauren Ringersma, Charles Sturgis; **Craig Payne:** Adam Berry, Chris Coates, Graham Handby, James Hunt, Mark Peyton; **Alex Perry:** Adam Perry, Marianna Cszasz; **Christopher Pierce—*Game Citadel Gamers*:** Merlin and Michelle Littlefield, Frank Hartnett, Logan McLaughlin, Gabriel Perro, Joshua Wilson, Zach Zoroya, Brian Barnes, Eric Knowlton; **Christopher Ruthenbeck:** Josh Acker, Ashley Adams, Brendan Flaherty, Amber Flaherty, Mark Miller, Mason Miller, Ryan Vent; **Eric Smailys—*The Wildcards*:** James Baize, Curtis McClain, Richard Altman, Brent Avis; **Bob Smith—*Battleground*:** Leonidas Argyropoulos, Dan Bacon, Jared Brown, Jason Gerstein, Alan Lucas, Sam Pearson; **David Thomas—*The Midwest Maulers*:** Genna Thomas, Tiffany Thomas, Eric Schroeder, Tom Holley; **Talon Waite:** Lauren Valentine; **Stacie "Glass" Winters:** Kelly "Fabien" Kiel, Justin "Savagehominid" Smith, Rausha Furgason, Erika Zofchak, Nick Wiedmaier.

Licensing

Jamie Kampel (*Marvel*), Christi Cardenas (*MWP*).

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D. Vincent Baker, Jessica Banks, the Bear Swarm! Podcast, Brian Michael Bendis, Dungeon Crawler Radio, Jeff Grubb, Hugh Hawkins, Steve Kenson, Paul Marcinkevage, Nearly Enough Dice Podcast, Clinton R. Nixon, Brian Overton, the Podge Cast, Mike Selinker, Source Comics & Games, Dave Thomas, Clark Valentine, Vigilance Press Podcast, Margaret Weis, and Jennifer Wong.



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FOREWORDS

It was over 25 years ago that Steve Winter and I presented the original *Marvel Super Heroes Role-Playing Game* from TSR. It was part of an era when two major worlds of fandom were just starting to come together. RPGs had long been dominated by fantasy in the form of *Dungeons & Dragons*. Comics had a long and venerated history and had recently seen a dramatic uptick with the success of the direct-sales comic store. One of the goals of the original *MSH* was to get more comic readers to play games, building a bridge between these two domains.

There were excellent comic-book games before *MSH*, such as the complex *Champions* and the rules-light *Villains and Vigilantes*. But the original *Marvel Super Heroes*, which grew out of my own campaign at Purdue University, aimed at comic book readers who didn't have a grounding in the arcane lore of RPGs. It also had the advantage of being set in a great place for heroes—the mighty Marvel Universe. We had a detailed, exciting, recognized setting from the get-go.

The world has changed since then, and the parallel realities of comics and games have come closer together. We've seen more fantasy comics and more comic book games. The worlds aren't that far apart. And the proof of that is the *Marvel Heroic Roleplaying* game you hold in your hands. Harnessing and adapting the versatile Cortex Plus system to the might of the Marvel Universe, *Marvel Heroic Roleplaying* provides a deep, engaging exciting experience for both the die-hard Marvel fan and the enthusiastic gamer. The mighty Marvel Universe has grown and changed in the past 25 years, and gaming along with it. Here is the result.

Enjoy.

Jeff Grubb

Co-Designer *Marvel Super Heroes* (1984)

My history with Marvel Universe goes back a long way—twenty-five years—to the original TSR version of the game. In fact, I almost derailed it! The designers, Jeff Grubb and Steve Winter, wanted to test the game on people in the company who weren't "professional" gamers. Another editor in the book department and I volunteered to playtest the very first version. I was Captain America.

In the opening sequence, Captain America is supposed to handily defeat two teenage thugs. Unfortunately, I had such horrible dice rolls that Captain America missed all his punches, was pummeled unmercifully, and wound up unconscious in the gutter. So it was back to the design board. (And I was not invited to playtest again!)

Now, once more, fans of Marvel comic book heroes can play their favorite characters—hopefully with a better outcome! I am so pleased and proud that my company, Margaret Weis Productions, is able to bring back the excitement and thrills of roleplaying in the Marvel Universe.

Have fun and may your dice rolls be a lot better than mine!

Margaret Weis



OPERATIONS MA

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Playing the Game

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Taking Action

OM60 04
Understanding
Datafiles

OM118 05
Understanding
Events

Writing & Design
Cam Banks

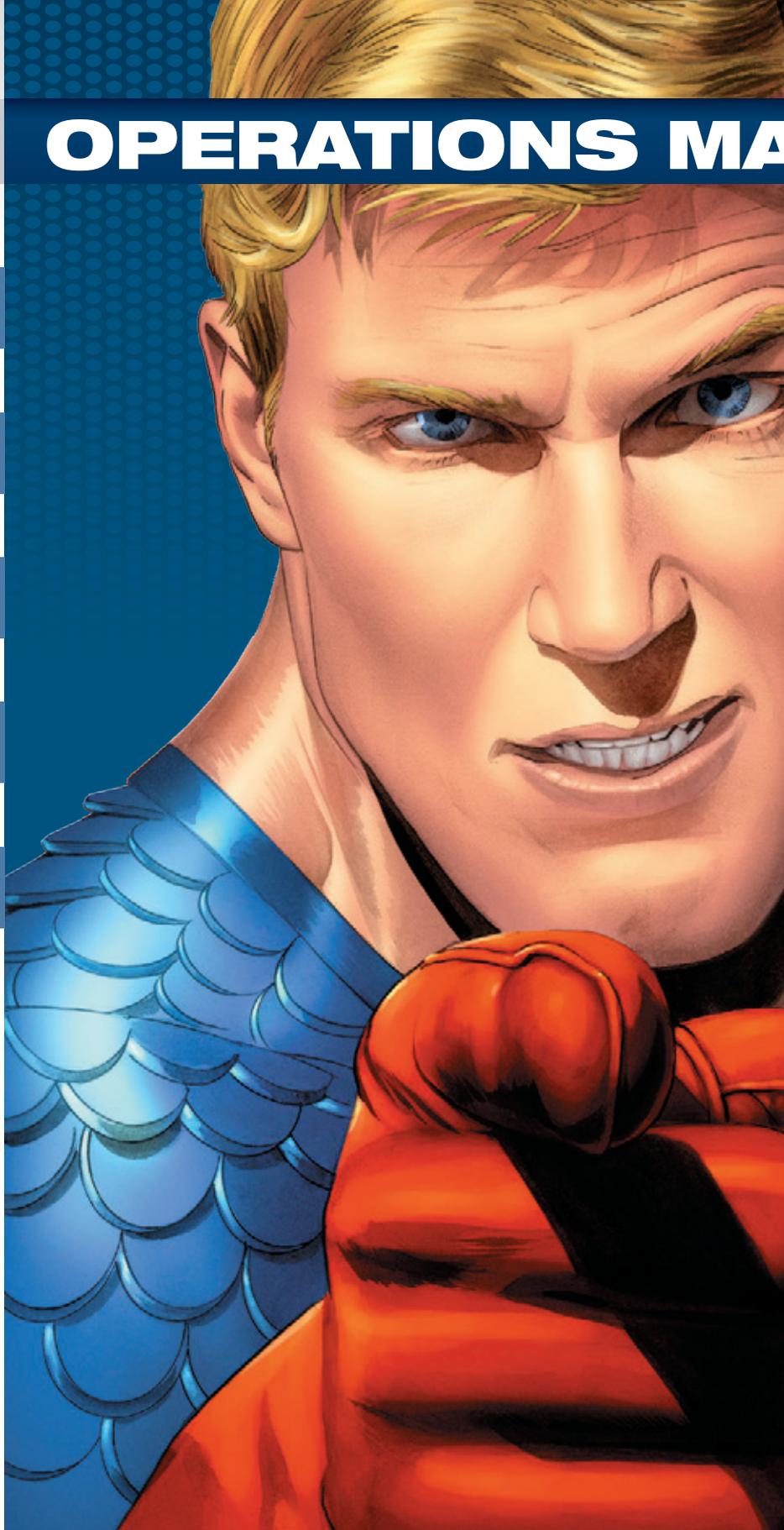
Editing
Amanda Valentine (lead)
Matthew Gandy

Art Direction
Jeremy Keller

Cover & Interior Layout
Jeremy Keller

Graphic Design Concepts
John Harper

Cover & Interior Art
Marvel Bullpen



Before you start learning how to play **MARVEL HEROIC ROLEPLAYING**, you need an idea of what to expect. This part of the book is the **OPERATIONS MANUAL**, and it includes all of the game rules, divided into chapters. If you're a new player, we recommend reading the chapters in order.

01 INTRODUCTION

This chapter introduces all of the basic rules, from dice to actions to the doom pool to Plot Points.

02 PLAYING THE GAME

This chapter takes the top-down approach of how the game works, from the use of Events and Acts to the difference between an Action Scene and a Transition Scene.

03 TAKING ACTION

This chapter expands the rules to cover actions, reactions, super heroic battles, and emotionally charged conflict.

04 UNDERSTANDING DATAFILES

This chapter defines heroic characters and all of the many amazing things they can do, including Power Sets and Specialties.

05 UNDERSTANDING EVENTS

This chapter defines what Events are, how the heroes interact with them, and how to prepare them in advance.

01

INTRODUCTION

Face front, True Believers! In this game you play super heroes in the Marvel Universe, like the Avengers, Fantastic Four, or the X-Men.

As a **player**, it's your job to make decisions for your super hero, using your knowledge of his motivation and personality as a guide to how he uses his amazing powers and abilities. Players are like comic book writers and artists—they bring these super heroes to life, making the big and small choices for them, and that's what you'll do at the game table.

One player has a special job—the **Watcher**, after the enigmatic figure of the same name who observes the many timelines of the Marvel Universe and interferes from time to time at the behest of fate. This player is responsible for maintaining the coherent universe around the super heroes. The Watcher needs to know the rules well enough to determine the outcomes of the heroes' decisions, to present those consequences to the players, and to move things along at a good pace. Often this means playing the part of super villains, helpful allies, and innocent bystanders.

In a roleplaying game, your fate lies with the whims of the dice and the Watcher, but your choices lead the charge. At every decision point, the direction of the story changes. Everyone shares their ideas, describes what their heroes (or villains!) are doing, and reveals an ongoing story. You might even describe what you're imagining in terms of panels and pages in a comic book—establishing shots, splash pages, extreme close ups, huge sound effects. At the heart of this game is you, working with the other players and the Watcher to be awesome. When you've had a hard day of school or work, or you're frustrated with your neighbor or the news, it's fun to get in character, ham it up a little with your friends, and play a Marvel super hero!



HERO DATAFILES

On your hero's **datafile** you'll find everything you need to know about your hero and the **traits**—powers, significant backgrounds, abilities, and so on—that you can use in the game. A datafile is the game equivalent of an entry in the *Official Handbook of the Marvel Universe* or the Marvel.com Wiki. We've provided Captain America's datafile here to serve as an example.

Affiliations

The three **Affiliations** reflect how well the hero acts when **SOLO**, with a **BUDDY**, or as part of a **TEAM**. Cap functions at his best when he's with a Team. See page OM62 for more on Affiliations.

Distinctions

Most heroes have three **Distinctions**; these are typically defining backgrounds, personality traits, or catchphrases that summarize important facets of the hero's outlook and approach to life. Whenever his ability to **LEAD BY EXAMPLE**, his background as a **MAN OUT OF TIME**, or his identity as the so-called **SENTINEL OF LIBERTY** may help or hinder Cap, his Distinctions can come into play. See page OM67 for more on Distinctions.

Power Sets

Most heroes have at least one **Power Set**—many have two—which is a package of amazing powers and special effects (SFX). Every Power Set has at least one Limit. Cap has two Power Sets, one for the benefits of Dr. Erskine's Super-Soldier Program and another for his iconic shield.

Specialties

Specialties represent the skills, contacts, knowledge, and training that each hero has beyond the level of an average person. Each Specialty is rated at either Expert or Master. Master Specialties are somewhat rare, but Expert Specialties are quite common among super heroes. Cap's an Expert at such things as acrobatic leaps, acting covertly, interacting with people, and piloting vehicles, but he's a Master at many forms of martial arts and weapons. For more on Specialties, see page OM96.

CAPTAIN AMERICA

Affiliations

SOLO **6**

BUDDY **8**

TEAM **10**

Distinctions

LEAD BY EXAMPLE
MAN OUT OF TIME
SENTINEL OF LIBERTY

4 or **8**
+1 PP

Power Sets

SUPER-SOLDIER PROGRAM

ENHANCED DURABILITY **8**

ENHANCED REFLEXES **8**

ENHANCED STAMINA **8**

ENHANCED STRENGTH **8**

SFX: *Immunity*. Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.

SFX: *Last-Ditch Effort*. Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Second Wind*. Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.

Limit: *Patriot*. Earn 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.

VIBRANIUM-ALLOY SHIELD

GODLIKE DURABILITY **12**

WEAPON **8**

SFX: *Area Attack*. Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.

SFX: *Ricochet*. Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear*. Shutdown VIBRANIUM-ALLOY SHIELD and gain 1 PP. Take an action vs. the doom pool to recover gear.

Specialties

ACROBATIC EXPERT **8**

COMBAT MASTER **10**

COVERT EXPERT **8**

PSYCH EXPERT **8**

VEHICLE EXPERT **8**

[You may convert Expert d8 to 2d6, or Master d10 to 2d8 or 3d6]

Milestones

MENTOR THE HERO

1 XP when you choose to aid a specific hero for the first time.

3 XP when you aid a stressed-out hero in recovery.

10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

1 XP when you first lead a team.

3 XP when you defeat a foe without any team member becoming stressed out.

10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

PP

STRESS / TRAUMA

4 6 8 10 12

XP

Name

This is the hero's costumed identity or heroic name—in this case, Captain America.

ID

This is the hero's real name—or at least the name he uses when he's not in costume—and whether his identity is kept secret or publicly known. Sometimes it's the same as his hero name. Cap's real name is Steve Rogers, and it's not a secret.

Steve Rogers [public]



History

Born in the early 20th Century in New York City to poor Irish parents, Steve Rogers grew up sickly. Despite his heartfelt desire to aid his country in its struggle against the Axis powers, his frailties disqualified him from active military service. However, his unyielding determination and moral character resulted in his being chosen for the top-secret Operation: Rebirth project. Dr. Abraham Erskine's Super-Soldier process transformed Rogers into a peerless physical specimen—a success that would never be reproduced thereafter, due to Erskine's subsequent murder at the hands of a Nazi spy. Trained and equipped as a spy-busting propaganda asset to counterbalance Germany's Red Skull, Rogers became Captain America. Accompanied by his partner Bucky Barnes, Captain America fought alongside the Sub-Mariner and the original Human Torch as a member of the Invaders.

While trying to stop a rocket weapon of Baron Zemo's, Barnes apparently died and Rogers was lost to the icy waters of the North Atlantic. The Super-Soldier formula put Rogers into a state of suspended animation, while the world thought him dead for decades. Eventually discovered and revived by the Avengers in more recent times, Captain America had to adapt to a world half a century different than the one that shaped him.

Personality

Captain America is the moral measure against whom most other heroes compare themselves. He is the hero's hero—fearless, selfless, noble, and unyielding. Rogers lives the ideals he represents—they aren't simply a code he espouses and works to uphold. Equality and fairness, justice and liberty for all—these are fundamental to Cap's basic character, not just words, and his every action demonstrates this.

Abilities & Resources

Operation: Rebirth transformed Rogers into the pinnacle of physical perfection. Captain America's body operates at the maximum of human physical potential, giving him levels of strength, endurance, and agility that would shame world-class athletes. His body also makes him effectively immune to poison, disease, and fatigue.

Years of training in aspects of military and tactical skill, and his close-quarter combat skills combine with his physical abilities to make him one of the single best hand-to-hand fighters alive. Rogers possesses extensive battlefield experience and years working in the intelligence community, and he is a natural leader with virtually unmatched powers of inspiration.

Captain America wears a scale-mail uniform of sophisticated anti-ballistic materials and carries a circular shield. This shield is one-of-a-kind, an accidental alloying of steel and Vibranium that is nearly indestructible and known to dampen kinetic energy impact entirely. In addition to using it defensively, Rogers has mastered its use as a throwing weapon.

Steve Rogers is a "champion level" S.H.I.E.L.D. agent with effectively unlimited security clearance and access to S.H.I.E.L.D. facilities, equipment, and personnel surpassed only by Director Nick Fury. He uses customized vehicles such as a high-tech van and a heavily modified motorcycle, both gifts from the Black Panther's people. Rogers is particularly close to fellow hero the Falcon and to S.H.I.E.L.D. agent Sharon Carter. Cap's reputation, particularly among the superhuman community, is unmatched—no other figure commands the degree of respect and loyalty among heroes that he does.

History

This is a short summary of the hero's history in the Marvel Universe, in case you need a refresher.

Personality

This gives you a brief overview of the hero's hopes, dreams, quirks, and flaws.

Abilities & Resources

This goes into a little more detail about what your hero's Power Sets, Specialties, and other resources represent. Armed with this information, you're better equipped to try stunts or describe your actions to the other players.



Milestones

Every hero confronts meaningful choices, some greater than others. A hero's **Milestones** provide a guide to the sorts of decisions the hero should make or seek out during play; in return, the player gains Experience Points (XP) to unlock datafile updates, gain new traits and resources, or trigger interesting developments in the story. Cap's Milestones deal with the decision to take another hero under his wing and the question of whether or not to reassemble the Avengers. See page OM105 for more on Milestones.



HERE'S WHAT YOU NEED TO PLAY THE GAME:

- This **OPERATIONS MANUAL**
- A **MARVEL HEROIC ROLEPLAYING** Event or prepared notes for the Watcher
- Hero datafiles for all the players
- A pile of game dice: four-sided, six-sided, eight-sided, ten-sided, and twelve-sided. You'll want to have at least a set for each player and two or three sets for the Watcher, which lets you share dice around when you need to.
- Poker chips, glass beads, coins, or other tokens to represent Plot Points
- A different kind of token, playing card, action figure, or index card to show when you've taken your action
- Pencils, scratch paper, index cards, or other tools to take notes (like a tablet PC or whiteboard)
- Some place to sit or gather where you can roll the dice out in the open

IT'S A GOOD IDEA TO HAVE THE FOLLOWING:

- Cheat sheets for the Watcher and players (downloaded from www.margaretweis.com)
- Snacks and beverages
- Extra copies of the **OPERATIONS MANUAL**
- More sets of dice

DICE



This game uses **four-sided**, **six-sided**, **eight-sided**, **ten-sided**, and **twelve-sided dice**. To make things easier, these dice are abbreviated like this: **D4**, **D6**, **D8**, **D10**, **D12**. When there are several dice of the same type, the multiplier goes before the **D** so it looks like this: **2D6**, **3D10**. Dice are used to rate a character's **traits**: smaller sized dice represent traits that often attract trouble or complication; larger dice represent traits that usually assure success and time in the spotlight. Traits of any kind are indicated in the text with small capitals like this: **TRAIT D6**.

The difference in size between a **D4** and **D6** is called a **step**. The difference between a **D4** and a **D8** is two steps, and so on. **Stepping up** a die means you switch it out for a die with more sides. **Stepping back** a die is the opposite. Stepping back a **D4** **removes** the die altogether. You can't step dice up beyond **D12**—usually the rules tell you something else happens (such as a hero being stressed out by taking more than **D12** stress); otherwise you should step up the next highest die on hand (such as in a dice pool).

WHEN TO ROLL THE DICE

When you roll the dice, the Watcher or another player rolls their dice in response to see how things work out. Any time there's a meaningful choice to make, you can bring out the dice. Not every situation needs you to "roll the bones," however. Use the following lists as a guide for when dice are appropriate.

Roll the dice when...

- ▶ You're not sure if your hero will succeed or fail.
- ▶ You want to try something that's bold, challenging, or dangerous.
- ▶ You want to oppose, challenge, or thwart another character.
- ▶ You want to show off your hero's super-powers or cool abilities.

Don't roll the dice when...

- ▶ The outcome isn't an interesting part of the story.
- ▶ There's no risk, challenge, or threat involved.
- ▶ The only outcome of either success or failure is that nothing happens.
- ▶ There's nothing or nobody to stop your hero from doing something.
- ▶ The situation is outside your hero's ability to change.

What if the Watcher says that a situation doesn't need dice, but you want to make a big deal out of it anyway? This is your call as a player; make a case for why you want to raise the stakes and what the potential outcomes might be. If this happens, though, you have to deal with whatever consequences the dice have in store!

THE DICE POOL

Whenever you want your hero to do something for which the outcome isn't certain, the first thing you do is state clearly to the Watcher and the other players what your hero is trying to do. Then, assemble a collection of dice from various traits on your hero's datafile that support or help your hero achieve that goal. This is your **dice pool**.

Once you've added dice to the pool, it no longer matters where they came from; you don't need to keep track of which dice came from Power Sets, for instance.

ROLLING THE DICE

Roll your dice, right out there in the open, and leave them on the table for the time being. It may be helpful to arrange them in order from highest-rolling die to lowest. Set aside all of the dice that come up 1 for now. You won't use them in the next two steps.

If you don't have enough dice on hand to roll your entire pool at once, make a note on scratch paper before rerolling, or borrow from the other players. Be sure to note die type as well as the number rolled. Sometimes the dice pool can get to be a real handful. Be prepared!

I have a pool of seven dice that includes:



I roll the dice and get the following:



That's a lot of threes! I set aside the D8 and D6 that rolled 1 for now.

HERE'S A LIST OF TRAITS YOU CAN ADD TO YOUR DICE POOL:

- One Affiliation die
- One Distinction, either as a D8 or a D4
- One power from each of your Power Sets
- One Specialty
- One of your opposition's stress or complication dice, if any
- One asset, if any
- One push die, stunt, or resource, if any



Choose any two dice that rolled higher than 1 to add together for your **total**. Your total is a measure of how much effort your hero has managed to put forward, so usually the higher the total, the better.

I'm going to take the 4 on the D10 and the 3 on one of the D8s and add them together for a total of 7.



You can use Plot Points to add more dice to the total. Each extra die costs 1 PP. You have to spend it now—you can't go back and add more to your total later. There are a lot of things to spend PP on, so make sure you won't want to spend it on something else later. After you set aside the dice that come up 1, if you're left with only one die, use that for your total. If you have no dice left, your total is zero.

I've got a Plot Point, so I spend that to add in the 3 from the D4, for a final total of 10.



Next, choose one of your remaining dice to be your **effect die**. This is a measure of how well your efforts have paid off. It might reflect the force of your blow, the helpfulness of your support, or the resistance of your defenses. You can choose any of your dice that didn't come up 1 and that you're not using for your total. You might settle for a smaller total in order to make a larger effect die available. Don't worry about the number result on the die; with effect dice it's just the type of die that matters.

Plot
Points
p. OM10

KEEPING TRACK OF DICE

In some games, the person who runs the game rolls the dice in secret—but there are no secrets in the Bullpen. Roll those bones in full view, Watchers!

Dice typically end up all over the table, so you might want to make a note on a sticky memo or scratch paper for a die that's going to hang around longer than a couple minutes of play. If you have plenty of dice, you can set them aside as a physical reminder.



You can use Plot Points to keep additional dice as effect dice. Each extra die costs 1 PP. Having multiple effect dice means you're able to demonstrate your effort in more than one way, such as taking out two thugs at the same time. If for some reason you have no dice left, you can always fall back to a D4 effect die. It's not great, but it's better than nothing.

I have a D8 and a D6 left, so I choose to take the D8 and use it for my effect die. If I hadn't spent my PP on including a third die in my total, I could have spent it here to keep the D6 as well.



Any die that comes up a 1 is called an **opportunity**. It can't be used for the total or as an effect die; instead, the Watcher may use it to add dice to the **doom pool**, making the situation more challenging. If the Watcher rolls an opportunity, the players may use it to trigger certain **special effects (SFX)** on their Power Sets as well as some other things.

I rolled two ones, so that's two opportunities the Watcher may exploit. I can't add them into my total or use them as effect dice.



Doom Pool
p. OM14

SFX
p. OM88

Activating
Watcher's
Opportunities
p. OM12

ROLLING DICE SUMMARY

Here's a quick summary of how to roll dice.

1. Declare what your intent is before picking up dice.
2. Add dice to your pool from appropriate traits.
3. Roll dice and set aside any opportunities (dice that came up 1).
4. Add together two dice for your total. Spend PP to add more.
5. Choose one die for your effect. Spend PP to choose additional effect dice.
6. Declare total, effect die, and opportunities.
7. The Watcher or another player rolls dice in opposition. Compare totals to see which side wins.



Doom
Pool
p. OM14



PLOT POINTS

PP

Plot Points (**PP**) are the currency of play. You earn them by investing in the story or taking risks, and you spend them to enhance your hero's actions, activate opportunities rolled by the Watcher, and more. **You start the game with 1 PP for your hero.** If you're the Watcher, you have an unlimited supply of PP to hand out, but your own supporting characters draw on the doom pool, not Plot Points. You can use poker chips, glass beads, or coins to represent PP at the table. Make a big pile of these on the table near the Watcher. PP constantly flow around the table, among the players and the Watcher. Don't be afraid to spend them!

Before you roll, Plot Points may be spent to...

- ▶ Push your dice pool with a **D6**.
- ▶ Add in an extra trait from a trait group (i.e., two powers from a Power Set, or two Distinctions).
- ▶ Add a stunt die for your Power Set or Specialty.
- ▶ Activate certain special effects (SFX) in a Power Set.

After You Roll, Plot Points may be spent to...

- ▶ Add an extra die from your roll to your total.
- ▶ Keep an extra effect die.
- ▶ Activate an opportunity rolled by the Watcher.
- ▶ Activate certain special effects (SFX) in a Power Set.
- ▶ Use an effect die from a reaction roll.
- ▶ Change stress you've taken to another type.

During a Transition Scene, Plot Points may be spent to...

- ▶ Add a resource die linked to a Specialty.

Plot Points may be earned when you...

- ▶ Use a Distinction negatively.
- ▶ Activate a Limit on a Power Set.
- ▶ Have an opportunity on your dice activated by the Watcher or another player to add to the doom pool.

SPENDING PLOT POINTS

Spending PP is always voluntary. You're never required to spend them, but the game depends on the flow of PP to keep things alive and exciting. When you spend PP, you usually drop the token that represents it—glass bead, poker chip, or coin, for instance—back into the communal pile in front of the Watcher. On some occasions, you pass the PP over to another player.

The Basic D6 Push

The least interesting—and least efficient—thing you can spend your PP on is to **push your dice pool with a D6** before you roll the dice. You can always fall back on this option if you can't think of any stunts to describe or you're out of ideas, or if your datafile doesn't have enough traits to represent the thing your hero is doing. Used in this way, the PP represents a moment of luck, some minor edge or extra effort on your hero's part to get things done. You don't have to explain it; you can just spend the PP and add the die and go.

If you create a push die when the Watcher gives you an opportunity (rolls one or more 1s), the push die is a **D8**, not a **D6**.

Add Extra Traits

Perhaps you have more than one power in a Power Set that seems appropriate, or more than one Specialty that could apply. Although you get one of these for free, **adding an extra trait to your dice pool** from each of these groups costs 1 PP. This is most useful when you have more than one rated at **D10** or **D12**, and really not so useful when you have a **D4** or **D6**.

Add a Stunt Die

If you can come up with a way to connect it to your Power Sets or Specialties, you can **add a D8 stunt die to your dice pool** instead of the default push **D6**. If you create a stunt die when the Watcher gives you an opportunity (rolls a 1 on the dice), the stunt die starts out as **D10**, not **D8**. For more on stunts, see page OM20.

Activate Special Effects

In some cases, you'll need to spend a PP to **activate SFX attached to Power Sets**.

Add An Extra Die To Your Total

When your dice all came up with low numbers or you're really trying to get a higher total than just two dice can offer, you can spend 1 PP to **add an extra die to your total**. You have to do this before you declare your total or choose your effect die. If you don't have extra dice to add in, this isn't an option. You can't use this to add in any dice that came up 1.



SFX
p. OM88

Keep An Extra Effect Die

You can spend 1 PP to **keep an additional effect die**. It doesn't combine with or add to the first one; you have to use it on something else. Do this when you describe a cool action you want your hero to take that actually ends up having multiple effects. You could compare it to those panel sequences in comics where the hero takes down one crook, then another, boom boom boom. For multiple effects you need multiple effect dice. You can use effect dice to create assets and complications as well as inflict stress, so think of it as a kind of combo—for instance, you might inflict some stress and hand an asset over to your buddy so he can follow through with his own attack.

Activate the Watcher's Opportunity

If a 1 comes up on any of the Watcher's dice, you can spend 1 PP to **activate the opportunity**.

- ▶ You can give yourself either a **D8** push die for your dice pool or a stunt at **D10**. In other words, spending the PP when the Watcher rolls a 1 lets you create either the push **D6** or the stunt **D8** for your next roll and then immediately step it up by one. You can either use this on a reaction (if the Watcher gave you the opportunities on an action) or save it for your next action. If you're saving it, write a note as a reminder.
- ▶ You may use this to step up an asset you've just created with an effect die, or to create a resource during an Action Scene.
- ▶ Instead of creating a die, you can use the activated opportunity as a trigger for some SFX or Limits.



Use an Effect Die From a Reaction Roll

Normally, if you're making a reaction roll against the Watcher's action roll and you get a higher total than the action total, you've just stopped the opposition from doing what they wanted to (the action fails) but that's it. By spending a PP, you can also use your effect die to create an effect—stress, a complication, or an asset. See page OM49 for more on reaction rolls.

Change Stress You've Taken to Another Type

Many conflicts result in stress, which may be inflicted as physical, mental, or emotional. If you spend 1 PP, you can **change the type of stress** you've just taken into another type. This may keep you from getting stressed out, but it doesn't keep you from actually taking stress. For more on stress, see page OM23.

Add a Resource Die

During a Transition Scene, you can spend a PP to **add a resource die** connected to one of your Specialties. A resource is a temporary trait that represents a professional contact, a piece of equipment, or some kind of useful knowledge. Your resources start at **D6** if you're an Expert and at **D8** if you're a Master. The resource lasts until the end of the next Action Scene, which means you can use it more than once. If the Watcher gives you an opportunity (rolls 1 on the dice), you can create the resource during an Action Scene rather than waiting until after the action is over. For more on resources, see page OM20.

Stunts
p. OM20

Assets
p. OM22

Resources
p. OM20

Limits
p. OM92



EARNING PLOT POINTS

If you don't earn more PP through play, you won't be nearly as astonishing, spectacular, or amazing. You start every game session with at least 1 PP, and there's no limit to how many you can earn during the game. Here's a list of where they come from.

Use a Distinction at D4

Your hero's Distinctions are defining qualities that draw from his background, personality, and famous catchphrases. When you add a Distinction to your dice pool, you get to choose whether it's a D8 (and therefore the Distinction represents something that's helpful or positive) or a D4 (and therefore it's a negative or complicating thing). Everyone at the game table may chime in and suggest one or the other, but it's your decision. **If you go with a D4, you earn 1 PP** from the communal pool in front of the Watcher. For more on Distinctions, see page OM67.

Activate a Limit on your Power Set

Most Power Sets have Limits attached to them—you can earn PP by shutting down or otherwise affecting your powers. **You may activate these yourself, or the Watcher may activate them.** If you do it yourself, you earn 1 PP. If the Watcher activates one of your

Limits, it costs a die from the doom pool, but you don't get any PP. You get first refusal on this if you're the player—the Watcher may decide to spend doom pool dice, but only after giving you the chance to earn PP first.

The Watcher Activates an Opportunity

If you roll a 1 on any dice, **the Watcher may hand over a PP to activate the opportunity** and add a die to the doom pool. If you have multiple opportunities showing, the Watcher can use your extra opportunities to step up a single die going into the doom pool without giving you another PP—with two opportunities, a D6 can become a D8 and you only receive 1 PP. If the Watcher chooses to add multiple dice, you get a PP for each die that goes into the doom pool—those two opportunities could be 2D6 for the cost of two PP. We'll talk about the doom pool in the next section.

Limits
p. OM92

Doom
Pool
p. OM14



Acts,
Scenes,
Events
p. OM32

STARTING DOOM POOL

Act Type	Doom Pool
Standard	2D6
High Stakes	XD8
Catastrophic	XD10
Global Scale	3DX
Cosmic Scale	4DX

Note: The X in each case is the default, so if you have an Act that's both Cosmic Scale (4DX) and has Catastrophic Stakes (XD10), it's a 4D10 doom pool to start with.

THE DOOM POOL

The **doom pool** is the Watcher's resource for adding to the heroes' opposition and, at the end of an Act, populating the Event with additional threats, challenges, and situations. Dice in the doom pool are called **doom dice**. By default, the Watcher starts each Act with 2D6 in the doom pool, although some Acts may begin with larger or more dice (see Starting Doom Pool).

I'm the Watcher and the players have chosen to play X-Men: Cyclops, Emma Frost, Beast, and Kitty Pryde. They're up against Hellfire Guards, masked thugs employed by the Inner Circle of the Hellfire Club. My doom pool starts at 2D6, as this isn't a high stakes or catastrophic Act and it won't be taking place at the global or cosmic scale.



DOOM POOL: 2D6

BUILDING UP THE DOOM POOL

The doom pool grows as the session progresses, because a $D6$ is added to the doom pool whenever the Watcher activates an opportunity by handing a player a Plot Point. If multiple opportunities arise on the same roll, then the Watcher can step up the die by 1 for each additional opportunity. This doesn't cost extra PP. If the Watcher wants to instead add multiple dice to the doom pool, each additional die costs another PP.

Instead of adding a new $D6$ to the doom pool, the Watcher may step up the lowest die in the pool by 1. This gives the Watcher a means of making some of the doom dice larger without waiting for the players to roll multiple opportunities.

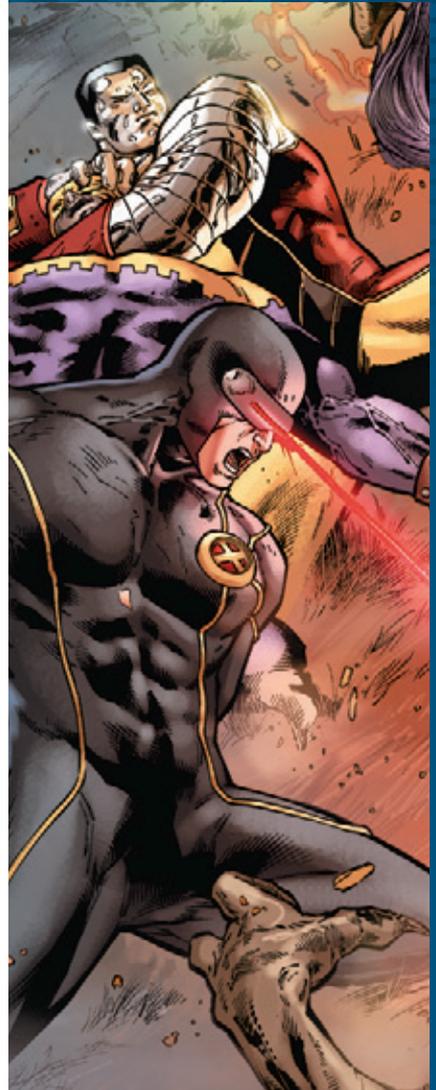
When adding dice to the doom pool, the Watcher can narrate something related to the action that was just taken—something that explains why the stakes are rising or the threat of imminent doom is increasing.

Cyclops' player rolls three 1s on his dice in a battle with the Hellfire Guards. As the Watcher, I could choose to hand over three Plot Points and add $3D6$ to the doom pool, or two Plot Points for a $D8$ and a $D6$, or one Plot Point for a $D10$. I decide to go with the $D8$ and $D6$. Because Cyclops was using his optic blast against the Hellfire Guards, I decide that he's causing some incidental collateral damage and scaring the innocent bystanders. Now my doom pool stands at $3D6$ and $D8$.



The Watcher may add to the doom pool directly by spending effect dice from a villain's action, rather than inflicting stress or creating a complication. This represents the villain causing general chaos and mayhem, threatening innocent bystanders, or grandstanding. It might not directly harm the heroes, but it makes things difficult for them later.

The doom pool also grows as a result of player actions. Some hero datafiles have Power Sets that include SFX tied to the doom pool, for example.



SFX
p. OM88

BEFORE THE ROLL, YOU CAN SPEND DOOM DICE TO...

- Add a doom die to a dice pool.
- Activate certain villain SFX.

AFTER THE ROLL, YOU CAN SPEND DOOM DICE TO...

- Add an extra die from the roll to the total (doom die size or smaller).
- Keep an extra effect die from your roll when attacking multiple targets (doom die size or smaller).
- Use an effect die from a reaction roll.
- Activate certain villain SFX.

DURING A SCENE, YOU CAN SPEND DOOM DICE TO...

- Create a new Scene Distinction (D8 or larger).
- Interrupt the action order with a Watcher character.
- Split a hero off from the rest of the situation (re-adjusting the SOLO/BUDDY/TEAM dynamic).
- Activate Scene or Event effects.
- Spend 2D12 to end the Scene immediately.

USING THE DOOM POOL

During the game, as the Watcher you may use dice from the doom pool in much the same way as players use their PP. Each use “costs” the die used to trigger it; remove the die from the doom pool unless otherwise specified. In some cases, the size of the dice in the doom pool limits what you can do with them.

Add a Die to a Dice Pool

You can spend a doom die and **add it directly to a dice pool** before you roll the dice. This can be for any action or reaction being performed by your Watcher characters. You’re just moving the die from the doom pool to your dice pool for that action or reaction. To move it back to the doom pool after you’ve used it like this, you have to hand over 1 PP to the player or players the action or reaction targeted. Otherwise the die just goes away.

Activate Villain Special Effects

Many villains have Power Sets, and the SFX listed with those Power Sets often use the doom pool where a hero’s SFX would use PP. Any sized doom die may be spent to **activate these SFX**, unless otherwise specified.

Add an Extra Die to the Total

You can **add more dice to the total**. To do this, you need to spend a doom die of the same size or larger than the die you want to add. Adding a D8 to the total would require spending a D8, D10, or D12 from the doom pool.

Add an Extra Effect Die

You can **keep an additional effect die** from your roll. To do this, you need to spend a doom die of the same size or larger than the die you want to keep. Keeping a D8 effect die would require spending a D8, D10, or D12 from the doom pool.

As the Watcher, it’s my turn to make an attack on behalf of one of the two Hellfire Guards, but they’re just a minor threat: STANDARD HELLFIRE GUARD D6 (SOLO D4, BUDDY D6, TEAM D8), ENERGY BLASTERS D6. Right now my dice pool is 3D6 (D6 from BUDDY, D6 from STANDARD HELLFIRE GUARD, and D6 from ENERGY BLASTERS). I decide to spend the D8 out of my doom pool to make the Guard’s dice pool 3D6 + D8.



Once I roll the dice, I could spend one of the remaining six-sideders in the doom pool to add a third die to my total, or maybe keep a second effect die, but only if the die I added or kept was a D6.

Use an Effect Die from a Reaction Total

Just as players may use PP to use an effect die from a reaction roll, you as Watcher can spend a **D6** or larger out of the doom pool and do the same. Describe how the defending character capitalizes on the opening the hero made for him, either as a clever riposte or a distraction. For more on effect dice, see page OM48.

Create a New Scene Distinction

You can spend a doom die to **create a new Distinction** directly in the Scene. Scene distinctions require a **D8** or larger from the doom pool. These must be entirely situation or location-based, like **BURNING HALLWAY** or **PANICKED CROWD**. These primarily exist to oppose the heroes in your opposition pool or be used by the villains as **D8s**, although creative players may find ways to use these Distinctions for their heroes (notably as **D4s** to gain Plot Points). As Watcher, if you choose to use a Scene Distinction as a **D4**, you may step up the smallest die in the doom pool by 1 step. See page OM69 for more on Scene Distinctions.

Interrupt the Action Order with a Watcher Character

In any Action Scene, the order in which the characters—heroes, villains, and others—act is fluid and passes from player to player, and occasionally to you as Watcher. If you want to **interrupt the action order** and have one of your characters, such as a villain or an angry mob of thugs, act before the next hero, you need to spend a doom die. The default spend is a **D6**, although heroes with **ENHANCED**, **SUPERHUMAN**, or **GODLIKE REFLEXES** (or **SENSES**, in some cases) require you to spend a larger die (**D8**, **D10**, or **D12**, respectively). If your character has **REFLEXES** or **SENSES** of his own, it can offset this greater cost. For more on action order see page OM35.

Split Up the Heroes

You can spend doom dice to **split up the heroes and separate them from each other**, or perhaps to bring them together if they're already apart.

Spend a doom die equal to or larger than the highest Affiliation die currently being used by the heroes. A hero with **TEAM D8** who is currently in a team situation may be split off from that team by spending a **D8**, **D10**, or **D12** from the doom pool. Similarly, a hero with **SOLO D8** can be brought into a **BUDDY** or **TEAM** situation by spending a **D8**, **D10**, or **D12**.

This reflects some environmental shift or incident that precipitates the separation or reunion which the Watcher needs to describe, like "The floor collapses under Cyclops and he drops out of sight!" or "The wall slides away, revealing your teammates!" Then it's up to the players to steer the story toward bringing the team back together—or apart, if that's their preference.

Activate Scene or Event Effects

Sometimes, a Scene or Event has **effects that are activated** by spending from the doom pool. These are essentially additional "spend a doom die to..." options added to the generic list provided in this section. These can include bringing in more bad guys, triggering some kind of time-sensitive incident, or introducing a major villain or supporting character. The list of effects specifies the cost from the doom pool for activating these effects.

End the Scene

As the Watcher, you have the power to **end a Scene before the normal goals, requirements, or achievements have been met** by spending **2D12** from the doom pool. This is useful in a big pitched battle, which can drag out for a long time when the two sides are evenly matched or there are a lot of characters involved. This rule gives you a helpful pacing mechanic for these larger Action Scenes. Usually, the use of the doom pool to end the Scene means cutting away to a later point in the story, with the outcome being narrated by the Watcher with input from the players.



THE DOOM POOL AS OPPOSITION

The doom pool stands in as the opposition dice pool for anything the heroes want to try that's important enough to break out the dice but for which no opposing characters are present. Natural forces, sheer luck, that growing sense of dramatic tension—the doom pool acts as a generic pool of opposition when the situation demands it. The Watcher rolls the entire pool of dice and takes two dice for the total, just like any other action or reaction, with a third die as effect. If there are other traits in the Scene that might add to this pool, like inanimate objects, they can be included as well. It may be helpful to use a different colored die for these extra traits to distinguish them from doom dice.

I'm the Watcher, and Beast is flying the X-Men Blackbird above the battle with the Hellfire Guards. His player says he'd like to launch missiles at the Guards' armored personnel carrier, hoping to destroy it. I have the Hellfire APC listed with a REINFORCED HULL D8, but there's no driver right now and it's just sitting there. Right now my doom pool stands at:



I could choose to have Beast's attack just go off without a hitch, but I like the idea that the missiles could cause some collateral damage. After Beast's player rolls his dice, I pick up the doom pool and add the REINFORCED HULL die to it, for a total of 3D6 + 2D8.



Using the doom pool as the Watcher's dice pool for these situations doesn't cost any dice out of the doom pool. However, the Watcher can spend dice from the doom pool after rolling to keep more dice as effects, include more dice in the total, and so forth. If this happens, simply remove any die that is to be kept or added into the total from the doom pool after the action or reaction is resolved, rather than spending another doom die to do it. Be sure not to "spend" a die from the roll that didn't originally come from the doom pool, such as a trait in the Scene. If you use different colored dice for these extra traits, it's easier to tell them apart.

Beast's player got a total of 15 and an effect die of D8 for his missile attack on the Hellfire Guards' APC. Now it's my turn to roll the reaction, using the doom pool and the vehicle's REINFORCED HULL D8 die (which is a different color than my other doom dice). I get:



Setting aside that 1, it leaves me with a maximum possible total on two dice of 14 (the D8, and either of the two dice that rolled 6).



I decide to spend the D6 that rolled 5 to add it into the total, giving me 19. I choose to use the D6 rather than the second D8 for my total so the D8 can stay in the doom pool.



The APC repels the Beast's attack, but at the cost of a D6 from my doom pool.



THE DOOM POOL AND EXPERIENCE POINTS (XP)

Players earn XP by pursuing their Milestones and engaging with the story, but they can also pick up additional XP when you use the doom pool at its fullest.

As the Watcher, every time you spend a D12 doom die from the doom pool, all affected heroes gain 1 XP. If a hero is the target of the doom die because of its use in a die roll, or if the doom die has altered or changed a Scene they're in, they get the XP. If they're not in the Scene and the doom die is spent on something that has nothing to do with them, there's no bonus.

Note that with the End the Scene function of the doom pool, which costs 2D12, that's a 2 XP award to every hero in the Scene.



STUNTS, RESOURCES, AND PUSH DICE

IS IT A STUNT OR AN ASSET?

There might be some confusion about the timing of stunts and assets and how they interact with the story. After all, quite often they're both based on powers from a Power Set and there's a fine line between, say, a huge gust of wind you create to aid you in your own dice pool, and a huge gust of wind you use your roll to create.

When thinking about your hero's intent for his next action, or even a reaction, consider whether you're showing off your powers or Specialties in a way that gives some dramatic oomph to your roll, or whether you're trying to achieve some tangible effect to either help another hero or assist you for your next roll. The former is a stunt; the latter is an asset. By using a stunt, you're spending a Plot Point to get an additional die right now. By creating an asset, you're using your effect die in a roll for something other than inflicting stress on your opponent or creating a complication.

Finally, remember that **you're the only character that may benefit from a push, stunt, or resource you create.** You can't spend PP to create those for someone else. Other heroes, on the other hand, may use assets, since they arise from the action or reaction your hero has just taken. If you give an ally an asset, it's his and goes away once he's done with it.

Super hero action is dynamic and exciting, and the game supports this through the use of **stunts**, **resources**, and **push dice**. These player-created traits increase the chance of success and make Action Scenes more exciting. Heroes can use them to develop spectacular fighting combos or work together as a team. They each add to a dice pool before the dice are rolled, much like any other trait, and they cost Plot Points to create.

Assets also add to a die pool, but they're created through effect dice as a result of actions. So, you might spend a PP to create a stunt to add to a dice pool in order to roll an action that creates an asset that can be added to a subsequent roll. For more on assets see page OM22.

THE PUSH

Any player can add a **D6** to his dice pool just by spending a Plot Point. This is called **pushing** your dice pool; while it's the weakest way to use a Plot Point, it's often the quickest and most efficient means of adding dice to your pool. It represents the hero pushing himself, drawing on his will, or just enjoying a lucky break. The die only gets used once—in the action it's created to help out with—and then goes away. It's much more interesting to create stunts and assets, though, especially as they start out at more than **D6** and have a stronger hook into the story.

PERFORMING STUNTS

A more powerful use of a Plot Point is to add a **stunt die**. Super heroes constantly use their talents in new or different ways, often just for one panel in the comic book. The game calls these thematic push dice **stunts** and they start out at **D8**. The catch is that you have to come up with some cool description of what your hero's doing and the stunt must be tied to either a Power Set or a Specialty your hero has. You can only create one stunt at a time for any given Power Set or Specialty; once you use it in an action or reaction, it's gone.

I'm playing Storm and I'm using my **GODDESS OF THE STORM** Power Set to whip up a whirlwind against a group of Hellfire Guards. Even though **WEATHER SUPREMACY D12** is already listed on my datafile as a power in this Power Set, I want to call attention to the fact that Storm's picking up loose debris and dust to blind the Guards and keep them from seeing what the other X-Men are doing. I spend a Plot Point and create a **BLINDING DUSTSTORM D8** stunt, and I add that into my pool together with the **WEATHER SUPREMACY D12**.

CALLING IN RESOURCES

A **resource** is a special kind of stunt linked to one of your Specialties and created by spending a PP during a Transition Scene, much as you would create a stunt die for a Specialty in an Action Scene. The difference is that a resource starts out as a D6 (for Expert Specialties) or D8 (for Master Specialties) and it lasts until the end of the next Action Scene. Resources represent people you may know through your circle of contacts, information provided by your connections, or locations you can make use of as a result of your background in the Specialty. You can unlock stronger and more persistent resources using Milestones.

If you activate an opportunity with a PP, you can create a resource during an Action Scene that lasts until the end of the Scene you created it in. Otherwise, resources must already exist for you to add them into a die pool during an Action Scene.

See Specialties on page OM97 for more information about resources; see page OM105 for more information on Milestones.

ACTIVATING THE WATCHER'S OPPORTUNITY FOR STUNTS, RESOURCES, AND PUSH DICE

When the Watcher gives you an opportunity by rolling one or more 1s, you can activate that opportunity with a Plot Point and create a push or stunt die that's a step up from the default die rating. Hand over the PP and add a D8 push die or a D10 stunt die to your next dice pool. You can also create a resource on the spot by activating the Watcher's opportunity, something you can otherwise only do during Transition Scenes.



EFFECTS: ASSETS, STRESS, AND COMPLICATIONS

Actions have consequences—in life, in comic books, and in this game. These repercussions direct the flow of the game and lead to heroes achieving what they want...or stumbling along the way. The game represents this with effects. An **effect** is a trait created by using an effect die. Simple enough, right? Like other traits, effects are rated with dice. They come in three flavors: **assets**, **stress**, and **complications**.

Assets are similar to stunts, resources, and push dice, because you include them in your dice pool before you roll. They're different from those traits because they're not created with Plot Points but as effects, just like stress and complications. Therefore, the assets you add to your dice pool are the effects of previous actions. Assets usually last until the end of the Scene.

Stress and complications, however, are a bit different. They're temporary traits that are inflicted on your hero during conflicts that don't go your way. Instead of including them in your own dice pool, they're available to any opposition dice pool that you roll against. In the same way, you can always build up your own dice pool by adding in the stress or complications of the characters you're up against.

It's helpful to keep a visual reminder so that everyone at the table can see when you have active stress and complications. You can mark stress on the tracks listed on your datafile with a paperclip. You might want to list complications on an index card to keep track.

The Watcher can keep a sheet listing active stress and complications.



ESTABLISHING ASSETS

You can use an effect die from your roll to establish an **asset**. Assets are brief and situational, created to help other heroes by adding to their dice pools or as a means of giving you more dice in subsequent actions. They're also a way for you to call something out as being significant or important, like a piece of the scenery or a supporting character who previously didn't have game mechanics representing them. Like other effects, assets are rated at the same size as the effect die used to create them, although the minimum rating is a D6. If you use a D4 effect die to create an asset, it starts as a D6.

If your sole action is helping another hero out, this is called a **support action** and it almost always results in using the effect die as an asset for that other hero. In this case, the Watcher rolls the doom pool as opposition to your action. Similarly, if you're just trying to set up something significant in a Scene and it's not actually targeting a villain or other character, the Watcher uses the doom pool to oppose your hero's own dice. Success in both situations produces an asset. Failure may lead to a complication, instead (see page OM29). For more on support actions see page OM53.

I'm playing Kitty Pryde and I'm trying to decrypt a firewall so that the rest of the X-Men can break into the Hellfire Club's mansion. Putting together my dice pool from Distinctions, Specialties, and so on, I have a total pool of D10 + 2D6 + D4. I roll and get a total of 11 (7 on the D10, 4 on a D6) and my effect die is a D6. Turns out the Watcher only got an 8 total when rolling the doom pool, so Kitty breaks through the encryption. I want to use the effect die to create an asset, so I declare COMPROMISED SECURITY D6 and can either give that to one of the other players or save it for another roll against the Hellfire Club's computer system.

STRESS

Stress represents the negative consequences of conflict. When heroes and villains fight, the outcome is often determined by how much stress each side inflicts on the other. There are three types of stress: physical, mental, and emotional. Each type of stress is a trait with a die rating, and that die may be added into the opposition's dice pool when it would affect your ability to succeed in what you're trying to do. Only one type of stress may be added to the opposing dice pool. If you want to add in more, you need to spend 1 PP (as a player) or a doom die (as the Watcher).

Stress starts out with a die rating equal to the effect die that was used to inflict it, a lot like an asset. If you already have stress of a certain type and take more of it, compare the old and new stress dice—if the new die is larger than the old, replace the old rating with the new. If the new die is equal to or less than the old, step the old die up by one.

I'm playing Cyclops and I have D6 emotional stress. The Watcher says I take D10 emotional stress when I lose a furious argument with a local senator who's also a member of the Hellfire Club (I got a Plot Point out of it, but it's a lot of stress). Since the D10 is larger than my D6 emotional stress, I replace the D6 with the D10. If I had taken D4 emotional stress, which is lower than what I already have, then I would step up my existing emotional stress to D8.



Note that there's no requirement that your opponent include a stress die in his pool, and sometimes—such as when the stress is D4—it may invite opportunities instead of actually raising the level of difficulty. Having D4 stress represents being rattled, perhaps, but not noticeably hurt, shaken, or thrown off.



Stressing Out and Taking Trauma

Once any type of stress exceeds **D12**, your hero is **stressed out** and can't take any actions or do anything until he recovers with another hero's aid or in a Transition Scene. He also picks up a **D6** of **trauma**—emotional, mental, or physical, depending on the stress that caused it—that takes longer to recover from. Like stress, trauma can be added to the opposing die pool. If you already have trauma from a previous Scene, you can take more stress of the same type, but only the highest rated die from any specific type is added to your opposition. If you have **D10** physical stress and **D6** physical trauma, the **D10** is added, not the **D10** and the **D6**.

If you're already stressed out in a Scene and take more stress, it translates directly to trauma. If the new stress is larger than the existing trauma of that type, replace the existing trauma with that rating. If it's equal to or smaller, step up the trauma by 1. You can spend a PP to shift the stress to a different type, as usual, which may keep your trauma from getting worse. If any kind of trauma is stepped up beyond **D12**, your hero is dead, in a vegetative state, or otherwise out of the story. This isn't necessarily the end for him, of course. People in the Marvel Universe have come back from far worse!

It's possible to go from having no stress at all to being stressed out and taking trauma as a result of a single action. This can happen if your opponent's effect die is stepped up beyond **D12** by such things as an extraordinary success or SFX. In effect, you take more than **D12** stress all at once and are stressed out by it. Spending a Plot Point to move the stress to a different type won't help you, although it's an option if you'd prefer to have a different kind of trauma.

In the Scene during which you get stressed out, you're considered to have **D12** stress for the purposes of others trying to rouse you in the midst of the Action Scene. If others use a

successful recovery action on you they may either bring you back into the action at **d12** (if their effect die is **d10** or smaller) or bring you back at **d10** (if their effect die is **d12** or stepped up beyond **d12**).

Whether or not you get help, you recover all of your stress once the Action Scene is over—but you keep any trauma you gained.

If you're the Watcher, be aware of heroes who have been stressed out. Since they can't act, they're out of the Scene and can't take part. They can make reactions, but anyone who tries to take an action against them can use the **D12** stress, which weighs heavily in the attacker's favor. It's entirely within the limits of the comic book genre to have the villains leave them alone or perhaps kidnap them, rather than finish them off with more attacks.

Pulling Punches

Sometimes you don't really want to inflict that much stress on a target. That's fine; you can always **choose to inflict less stress** by choosing an effect die that's of a lower size. If you only have large effect dice to draw on, you can step back the effect die by one—sometimes you don't know your own strength!

If you **don't want to inflict trauma** on an opponent, you can make that choice when you stress him out. When he recovers from the stress, he might not have any lasting effects, but you still have what you wanted. This is an important choice to make for some heroes, who don't want to cause lasting harm but still need to deliver a knockout punch.

If you stress an opponent out but choose to pull your punch, so to speak, he recovers all but **D6** of the stress at the beginning of the next Transition Scene or when an ally uses a recovery action. This represents the "Did anyone catch the license plate of that truck?" effect of some battles.

Three Types of Stress

Here's a summary of the three stress types and what trauma of each type means.

Physical stress is bodily injury, exhaustion, the effects of toxins or chemicals, and so forth. Being stressed out from physical stress means blacking out or becoming unconscious, or perhaps incapable of activity from pain or fatigue. **Physical trauma** includes serious wounds, broken limbs, system-wide infection, and worse.

Mental stress is confusion, lack of concentration, mental fatigue, and the results of telepathic assault. Being stressed out from mental stress usually leaves someone insensate, incoherent, or unconscious. **Mental trauma** includes memory lapses, identity crisis, or impaired reasoning.

Emotional stress is despair, fear, anger, or any number of negative emotional states. Being stressed out from too much emotional stress means being paralyzed with fear, lost in one's misery, or consumed with irrational anger. **Emotional trauma** includes severe phobias, crippling depression, or persistent rage.

Usually, your opposition determines the type of stress you take. If you choose to, you may spend a Plot Point immediately to turn it into a different kind of stress. When you do this, describe how the attack or conflict affected you differently—made you mad, shocked you so much you felt actual pain, staggered your senses.

I'm playing Cyclops and I've just lost a struggle with a Hellfire Guard, who opened fire with his pulse rifle. The Watcher hands over D6 physical stress. I've already taken D8 physical stress earlier in this Scene and I don't want it to step up to D10, so I spend a PP and make the stress into emotional instead at D6. I describe this as Cyclops' anger rising at the Hellfire Guard's threat to my friends.

Exploiting Your Own Stress

You may also use your own stress to your benefit when it makes some kind of narrative sense. Yes, this means you might end up rolling your stress in your own pool while your opponent rolls it against you. To do so, spend a Plot Point and roll your stress die into your dice pool as if it were a stunt or asset. This steps up your stress by one, though, so you might not want to do it too often. You can't use trauma in this manner.

Now that I'm angry, it's time to take it to the Hellfire Club. This time I roll dice for Cyclops' OPTIC BLAST D10 and spend a Plot Point to add in the D6 emotional stress. I'm counting on taking out the Guard this time, since after the roll my emotional stress is stepped up to D8.



Recovering from Stress

Stress always steps back by one at the beginning of a **Transition Scene**, i.e., after the action is over and everyone's resting up, traveling somewhere else, or talking. If you have **D10** physical stress, it steps back to **D8**, and so forth. All **D4** stress goes away. If you were stressed out in the last Scene, your stress is gone, but any trauma remains. We'll discuss recovering from trauma in the next section. If you were stressed out but your attacker chose not to inflict trauma, you start the Transition Scene with **D6** stress of the type you were stressed out with and must recover that in the Transition Scene.

I'm playing Cyclops and I've survived the battle with the Hellfire Guards with **D10** emotional stress, **D8** physical stress, and **D4** mental stress. In the Transition Scene that follows, each of these steps back by one automatically, leaving me with **D8** emotional, **D6** physical, and no mental stress.

Heroes can recover faster by spending a Transition Scene with a medical professional or counselor, in a quiet meditative spot, or some other situation you can justify as restorative. Roll the appropriate Affiliation die (**SOLO** if you're all alone, **BUDDY** if it's you and a friend or a single medical specialist, **TEAM** if it's your whole team or a staff of professionals) plus any **STAMINA**-based powers, appropriate Distinctions, or Specialties as desired. You may add in a trait from another player's hero, too, if it's appropriate, but you need to **hand them a Plot Point** for it, or they can roll their own support action to give an asset to you.



Cyclops can't go on his next mission carrying all of this stress, so I decide he needs to spend some time with Emma Frost, who's both Cyclops' girlfriend and a skilled counselor in her own right (and one-time White Queen of the Hellfire Club). I roll Cyclops' **D8 BUDDY** die, a **D4** for his Distinction **I DON'T HAVE TIME FOR THIS** (which gives me a Plot Point), and Emma's **D10 TELEPATHY** power under her **OMEGA-CLASS TELEPATH** Power Set, which Emma's player is nice enough to throw in (after I hand her a Plot Point).

The Watcher opposes this with the doom pool and with the stress die you're trying to recover. Often, the doom pool is much lower in the Transition Scenes as it's been used up to activate Event-based effects immediately after the last Action Scene, but toward the end of an Act it might be much harder to recover this way because the doom pool is usually larger.

If you succeed on the roll, compare your effect die to the stress die. If it's equal to or greater, it's gone. If it's smaller, you step the stress back by one (in addition to the step back at the start of a Transition Scene). You can spend a Plot Point to keep an additional effect die from your roll, which you can either compare to the same stress at its new die rating or to another type of stress.

The Watcher rolls the **D8** emotional stress and the current doom pool, which is **3D8 + 2D6**, for a total of **4D8 + 2D6**. My total of **12** (8 on the **D10** and 4 on the **D4**) beats the Watcher's **10** (5 on a **D8** and 5 on one **D6**, with the other dice coming up 4s, 3s and 2s), and this leaves me with a **D8** effect die. That's equal to the emotional stress die, so I can remove it. I don't have time to spend another Scene with Emma to recover the physical stress, but it's only a **D6**. Surely that won't come back to bite me on the mission...



You can't make a recovery action during an Action Scene unless you have a power trait or SFX that lets you do it (see Powers and Stress Recovery, later in this section) but your allies can try to treat you in the middle of the Scene. This requires your ally to use an action to roll dice against your stress die and the doom pool. If the ally's action succeeds and the effect die is equal to or greater than your stress, it's stepped back by 1. If the effect die is smaller than the stress die, nothing happens. If the action fails, your ally has made things worse and your stress is stepped up by 1. Your ally can choose to use multiple effect dice with PP, and hope to step your stress back more than once.

I'm playing Cyclops. During the next mission, Emma's player sees that my physical stress is causing problems. She attempts to recover the stress using Emma's OMEGA-CLASS TELEPATH Power Set and *Psychic Healing* SFX to induce Cyclops' body to ignore the pain and recover. She rolls her BUDDY D6, TELEPATHY D10, and ICY CONFIDENCE D8 Distinction, and gets a total of 10 (5 on D8 and 5 on D6) with a d10 effect. The Watcher announces that the doom pool total was a 14, which means Emma failed! Her psychic healing only served to hide Cyclops' pain but didn't reduce the stress, which is now stepped up to D8. Not looking good for Scott Summers.

Recovering from Trauma

Trauma is harder to recover and takes longer. Each type of trauma must be treated separately and requires some long-term narrative description. Spending a few weeks in a clinic, recuperating in the Bahamas without any interruption, or having a team of telepaths piece your shattered psyche back together again over a number of days are all good examples. Some heroes, like Wolverine, can recover from trauma in hours, but he's the best there is at what he does.

In game terms, trauma steps back by one at the start of every new Act. It works much like stress does for the purposes of recovery. If a recovery action succeeds and the effect die is equal to or larger than the trauma die, step it back by one. If the recovery action succeeds but the effect die is smaller than the trauma die, the situation remains stable. If the recovery action fails, the trauma die is stepped up by one; the situation has worsened. In other words, sometimes it's better to let nature take its course if you don't have the skill to deal with major injury or psychosis!

I'm playing Cyclops, and at the end of the last mission Emma's attempts to recover my physical stress followed by a lucky shot from a Hellfire Guard caused me to become stressed out. This gave me D6 physical trauma. During the next Transition Scene I decide to have Beast see what he can do in the medical lab. We describe a few days of recuperation and I make the roll with Beast's assistance. My dice pool is D8 (for BUDDY), D8 (I DON'T HAVE TIME FOR THIS Distinction), and a D10 that Beast's support action provided. I get a total of 12 (7 on D10, 5 on a D8) with D8 effect and the Watcher's doom pool total is 11. Comparing my D8 effect to the D6 physical trauma, I can step back the trauma by one to D4. If my effect die was a D4, I wouldn't have changed the trauma at all. If my total was 11 or less, my trauma would have stepped up to D8!



If you don't relish the idea of sitting out an entire Act or it doesn't make sense in the story for the Watcher to skip ahead several weeks in a single Transition Scene, you can opt for the spotlight route. The Watcher frames an Action Scene featuring your hero in which your trauma makes things worse for you, i.e., it's used against you in the opposition dice pools. Once you've done this, you may immediately step back the trauma by one at the beginning of the next Transition Scene and recover it like stress—eliminate the trauma die if your recovery effect die is equal to or larger, step it back by one if effect die is smaller, and no effect if you fail the recovery. If you don't get rid of all of the trauma in the Transition Scene, you can repeat the process, starting with another Action Scene. Otherwise, the trauma goes back to behaving as it usually does.

Let's say I failed my recovery action and my physical trauma was stepped up to D8. The Watcher agrees to frame a spotlight Scene for me where Cyclops goes after one of the Inner Circle of the Hellfire Club, and my D8 trauma hinders me for the whole conflict. Once that Scene ends, I can step back my D8 trauma by 1 to D6 and attempt to recover it as if it were stress rather than trauma. If I don't manage to get rid of it entirely, I'm probably going to have to play in another Action Scene to keep up this rate of recovery.

Powers and Stress Recovery

Some heroes—such as Wolverine and Luke Cage—have Power Sets with special effects that allow for recovery during Action Scenes without needing an ally's help. Usually these heroes have STAMINA as a power (ENHANCED, SUPERHUMAN, or GODLIKE). By spending a Plot Point to activate the SFX, the STAMINA is used as an effect die just as if the hero had succeeded on a recovery roll. Compare the STAMINA die to the physical stress; if it's equal or greater, the physical stress is gone. If it's less, step the physical stress back by one. Using these powers counts as an action, just as if you were making the roll itself.

I'm playing Wolverine, and I've taken D10 physical stress in a fight with the Hellfire Guards. Wolverine has GODLIKE STAMINA D12 and a *Healing Factor* SFX that lets me spend a PP to recover physical stress. Since my GODLIKE STAMINA is D12, by spending a PP I can eliminate the D10 physical stress immediately. It takes a lot to take down Wolverine.

If you want to **combine your use of recovery powers with another action**, such as healing stress at the same time as you leap into battle with the enemy, you can use one of your effect dice from the action to recover the stress. This doesn't cost a Plot Point beyond the cost of keeping the extra effect die, but the effect die you use can't be rated higher than your STAMINA die.

CREATING COMPLICATIONS

A **complication** is like stress because it's often inflicted on you as a result of an action, but it's also like an asset in reverse—you use an effect die to create a disadvantage for your opponent rather than an advantage for your hero. When a hero suffers a complication, his actions are harder to perform, much like stress. Unlike stress, complications don't lead to trauma and usually go away once the situation is resolved. Heroes may also inflict complications on their opponents, useful when you just want to impair or hinder them. You can render someone helpless with a complication that's stepped up beyond **D12**, which has much the same effect as being stressed out.

To create a complication, use an effect die like you do to create an asset. Give it a name and a rating equal to the size of the effect die used to create it (minimum **D6**). You may add it to your dice pools against the target just as you would add stress.

I'm playing Colossus and I'd rather wrap an iron bar around the Hellfire Guards than smash them. I roll my dice, including my **GODLIKE STRENGTH D12**, and the Watcher rolls dice for the Guard. I get the higher total, so I can now use my **D8** effect die to create a complication, rather than stress. I call it **BOUND IN IRON D8** and now on future rolls against the Guard I can add the **D8** to my pool.

Anyone can use a complication that's been inflicted on a target, not just you. That's because the complication, like stress, is essentially a trait on the opponent's datafile rather than one on yours.

You can try to exploit a complication that's been inflicted on you, just like you can exploit stress that's been inflicted on you, but you need a good narrative reason to do it, and it steps up by one after you've used it, just like stress does when you use it this way.

PERSISTENT ASSETS AND COMPLICATIONS

You can make an asset or complication last longer than a single roll or conflict by spending a Plot Point. Write it down on an index card or sticky note and set it out in front of your datafile at the table. If you're playing online or in some other venue, make sure it's somewhere you can remember it and the other players and Watcher can see it. Persistent assets and complications exist as elements of the story and may be targeted by other characters for elimination—villains tend to try to tear free of sticky webbing, clear clouds of obscuring black smoke, or disarm your hero's makeshift club. Unless otherwise removed, persistent assets and complications last until the end of the next Action Scene.

I'm playing Kitty and I want to make sure this **COMPROMISED SECURITY D6** asset of mine sticks around. I spend a PP and write it down on a sticky note. Hopefully the Hellfire Club's Inner Circle doesn't have a tech support guy on hand to restore their security.



**COMPROMISED
SECURITY
D6**

02

PLAYING THE GAME

In the **MARVEL HEROIC ROLEPLAYING** game, most of the action takes place in Scenes involving the heroes being challenged by some kind of opposition. Just like in the comics, the action is broken down into moments of decision, drama, and doom. Between these **Action Scenes** are **Transition Scenes**, when the players engage in exposition, recovery, or reflection.

This game is played in game sessions, which might range from a couple of hours to a whole day, depending on the group. Because a game session can be so variable, time within the game is tracked by **Events**, **Acts**, **Scenes**, and **Panels**. This lingo comes from film, TV, and comic books, all of which are very visual media. You could even think of published **MARVEL HEROIC ROLEPLAYING** Events as the game equivalent of a comic book script.



EVENT

An Event is a **single, overarching story-line**, involving multiple story threads with many different characters. At least one super hero team is central to it, although there are usually teams, solo heroes, and other supporting characters all playing a part. The Super Hero Civil War, the Age of Apocalypse, and the Secret Invasion of the Skrulls are Events. Not every Event needs to be as far-reaching or massive in scope. Most Events could be described best as story arcs, such as the Necrosha Event that involved the X-Men.

In most **MARVEL HEROIC ROLEPLAYING** games, an Event is the length of the story. The players choose their heroes at the beginning of the Event, unlock cool powers, locations, and story hooks along the way, and then retire the hero at the end. When the next Event starts, they might take the same hero (maybe with a new datafile) and move them forward, or choose a new one, based on the Event in question.

ACT

Each Event is made up of at least two Acts, like the acts in a play or movie script. An Act represents a chunk of time with multiple Scenes, all **leading up to some pivotal point or moment**. In a typical Event, the final Act ends in the climactic battle with the villainous threat as the heroes overcome whatever mighty challenge presented itself earlier in the story. The number of Acts it takes to get to that point can vary, but three is the standard.

In every Act, the doom pool grows, gets used, and grows some more. Each Act begins with the doom pool reset to a starting number of dice, which means that at the end of an Act the doom dice are spent by the Watcher on unlocking certain triggered conditions, introducing new threats, and so on. In fact, the size of the doom pool or the dice in it might trigger the point at which the final Scene of an Act takes place. Acts may also be connected strongly to a hero's Milestones. See page OM105 for more information on Milestones.

MINI EVENT

BREAKOUT

BR04 ACT ONE
Breakout at the Raft

BR20 ACT TWO
Into the Savage Land

Based on
New Avengers #1-4 by
Brian Michael Bendis,
David Finch,
and Jimmy Kroll

Writing & Design
Cory Banks
with Rob Donkerschot,
Jed Nouris,
Jason Scottie,
Aaron Sudbin,
and Chad Underkoffler

Editing
Amanda Valentine
with Marissa Condy
and Alex Perry

Art Direction & Layout
Jimmy Kroll

Graphic Design Concepts
John Harper

Interior Art
Harold Bolam



A breakout in a super-prison unleashes a horde of super villains.

Karl Lykos is a villain whose energy vampire powers and ability to transform into a werewolf make him a threat. The Savage Land Mutates, Lykos, want to spring him maximum-maximum security end. Brainchild—the comic Mutates—has made arrangements to shut down the Raft's power triggers a mass breakout of "Lykos" escape to be hidden. This short two-Act Mini-Event introduction to **MARVEL HEROIC ROLEPLAYING** and is based on Brian Michael Bendis' *New Avengers* #1-4, featured in *New Avengers* it as-is or modify it to suit tastes. **Breakout** works best to 6 heroes and, on average, to play. The villain datafiles listed may inspire you to go beyond these two Acts. Everything in this Mini-Event the Watcher. Players should want to be surprised!

ACT ONE

BREAKOUT AT THE RAFT

The first Act involves Scenes at the Raft, a prison for super villains. It begins with the heroes responding to the breakout, and ends when the situation is stable.

SETTING: THE RAFT

The Raft is a supermax prison facility for super villains situated on an island in the East River of New York City.

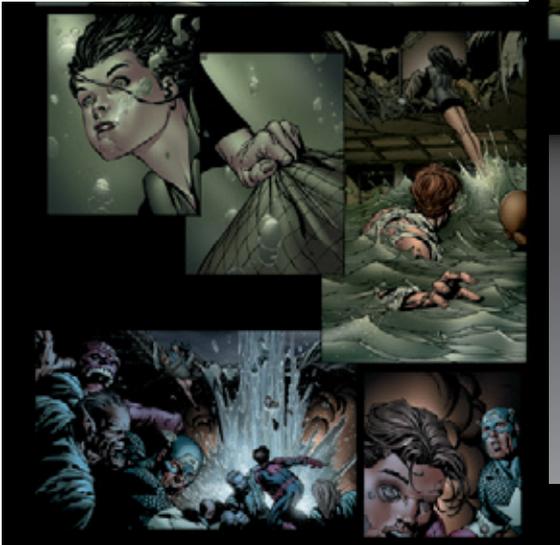
- It's part of the Super's Island jail complex, and it holds over eighty faces of numerous New York based heroes, including Spider-Man, the Fantastic Four, and the Avengers.
- The prison has numerous sophisticated countermeasures designed to keep the powers of the inmates in check.
- It is a strong S.H.I.E.L.D. presence (S.T. highly trained agents).
- Unlike Ryker's, the Raft isn't connected to the mainland by a causeway; it can only be reached by water or an (usually) boat or helicopter, although heroes may have more inventive ways to get there.



SCENE

A Scene is a period of time centered on a **single conflict or situation**. It might not involve all of the heroes—sometimes it only involves one or two of them. A Scene should focus on answering a question, resolving a problem, or settling a dispute or exchange. The game considers two types of Scenes. **Action Scenes** involve the characters doing something to drive the story along and move it forward. **Transition Scenes** connect Action Scenes together and are usually used to recover, gather information, or plan the next Scene.

As the Watcher, framing every Scene is your responsibility—we'll talk more about that in just a moment—although the players might suggest what comes next in the story. A Scene ends when the central conflict or situation is resolved; this means you need to have a sense of what the Scene is about as you frame it. It's often as simple as saying "Okay, so the next day you're at the site of the last Purifier attack, and you find a wounded Purifier being dragged away by some Morlocks. He's sure to have the security codes you need to shut down the Purifier's orbital platform. Are you going to stop the Morlocks?" The implication here is that this Scene is about this wounded Purifier, the information he has, and the Morlocks that want to finish him off. The Scene ends when that's been resolved somehow.



PANEL

A Panel is a moment in the Scene, usually encompassing a **single character's action or effort to do something**. It's a helpful visual reference when you're describing what a character does, because if it can fit into a panel in a comic book, it's doable with a character's action. Even if there are other characters involved in a Panel, the spotlight is on one of them, the one whose turn it is in the action order. Everyone else is supporting you, opposing you, or off in the background.

There are as many Panels in a Scene as there need to be to resolve the Scene's problem or conflict. Even if the Watcher and players are just sitting around acting out their characters without rolling dice, we can assume this is taking place in Panels. For practical purposes, a Panel starts when a player picks up the dice and declares his intent, and it ends when the action he's taking is resolved.



As the Watcher you can also prematurely end a Scene before it's resolved using the doom pool, usually to move things along. If this happens, you should consider whether the player heroes were close to resolving it successfully or not. If they were, let them summarize the outcome and establish those truths in the story. If they weren't, you do the honors, and move on to the next Scene, where they deal with the fallout.

Action
Order
p. OM35

ACTION SCENES

Some Scenes are more investigatory in nature or revolve around more social or personal activity, but they are Action Scenes in their own right. A pitched battle across the frozen wastes of Jotunheim and a tense diplomatic meeting between agents of the Shi'ar and Kree empires are both examples of Action Scenes. An Action Scene might begin *in medias res*, in the middle of the action—Thor and his Warriors Three are already in the midst of a titanic battle with Frost Giants, or Cyclops and the X-Men are already three hours into the middle of the diplomatic encounter. What's important is that this is where the real action starts.

FRAMING ACTION SCENES

If you're the Watcher, you get things started by establishing who is present in a Scene and where. This is called **framing the Scene**, and it's your chief responsibility in the game—other than playing the bad guys, keeping the doom pool, and rolling opposition dice. You should ask directed questions of the players, encouraging them to describe what their hero is doing or how they plan to respond to something. Rather than asking, "Where are you?" try something like, "Are you in the middle of the rank-and-file, or are you with the officers near the rear?" You might even establish a particular fact at the same time: "You're with the officers of the Imperial Force. How did you agree to this position?"

If you're a player, you should allow for some relaxation of control over your hero for this purpose, because after this point everything you do and say is up to you and the roll of the dice. If the Watcher asks you, "How did you agree to this position?" use that as an opportunity to build on the story. You might say, "Cyclops wants to see the big picture, so he's staying back to be sure his tactical genius is put to good use." Or, "Cyclops doesn't trust the Shi'ar officers, so he's staying near them in case they decide to pull a fast one on his team."





PRESENTING THE CHALLENGE

Once you frame a Scene as the Watcher, it's time to present the challenge to the players. Sometimes, this is a villain or mob of bad guys. Other times, it's a family of four trapped in a burning building. You're encouraging the players to think about how they're going to respond to something immediate and exciting. Action Scenes are no place for slow deliberation. Get right to it and present the problem! You can frame this as a question, as well: "Ronan the Accuser steps in front of his Kree soldiers and demands your head! How do you react to his threat?" Or, "Ronan hurls a blast of cosmic energy from his

Universal Weapon at you, signaling the end of peaceful negotiations! How do you defend yourself?"

As a player, you now have the core situation—or at least the implication of one—laid out in front of you for this Scene. It's time to drop into character, think about what your hero would do in this situation, and perhaps talk it over with the other players. Some groups of players are hardcore and won't allow "table talk"—players giving suggestions to each other even when their own heroes aren't present in the same Scene—but others are more relaxed. What matters is that you're engaged with the new challenge and ready to go.



WHO GOES FIRST?

Imagine a page in a comic book, with multiple panels in it where each hero pulls off his amazing stunt or swings into action against the villain. A series of actions in the game is like this, with each hero getting a Panel—a moment when all of the attention is on him. The same is usually true of the villains, although often the villains' thugs and supporting characters tend to just act all at once—a menacing mob of mooks swarming over the heroes.

Once the Scene has been introduced to the players and the challenges are made clear, it's time to swing the spotlight around. One of the players gets to go first, chosen by the Watcher based on the description of the Scene or by the consensus of the group. Quite often, this is the central leader hero, or the fastest one, or the one played by the player who speaks up first! If you're the Watcher, you might decide this when you frame the Scene. Otherwise, go with who makes the most sense.

I'm playing Captain America. Spider-Man, Black Widow, and Cap have arrived at a Texas-style steak house that's apparently a cover for a crime syndicate in New York. The Watcher frames a Scene in which a scuffle is breaking out between some restaurant guests, one of whom looks like a seedy character we've already heard about. I announce that I'm going to do something, which means I'm first up in the action order. It could be that Black Widow's player or Spidey's player wants to go before me; if that's the case, we'll have a quick chat about it. The Watcher will settle the score if we can't.

If you're the Watcher and you want one of your own characters to go first, you need to spend doom to do it. It costs at least a D6 doom die—if there's a hero at the table with **ENHANCED**, **SUPERHUMAN**, or **GODLIKE SENSES** or **REFLEXES** and you don't have a character with **SENSES** or **REFLEXES** of that die rating, you need to match either their **SENSES** or **REFLEXES** die with a doom die of the same size. Whether it's **SENSES** or **REFLEXES** depends on the framing of the Scene; typically, surprise attacks, ambushes, and sudden arrivals hinge on **SENSES**, while a sudden attack from a foe that's already present and engaged with the heroes would be **REFLEXES**.

I'm the Watcher and I've decided that Spider-Man, Black Widow, and Captain America are going to be ambushed at the steak house by a group of Hydra agents. Rather than let one of the players go first, I'm spending from the doom pool to give Hydra the jump on the heroes. First I need to check with the players to see who has the highest **SENSES** power trait, since this is an ambush. Looks like that's Spider-Man with **ENHANCED SENSES D8**. I need to spend a D8 or larger from the doom pool to have the Hydra agents go first. Hail Hydra!

WHO GOES NEXT?

Everyone gets a Panel of their own to act, and this string of Panels is called the action order. Once the first character has acted—whether it's a player hero or a Watcher character—the action order has begun. **It's the player of the character who just acted that determines who goes next.** As the Watcher, your job is to wrangle all of this, but don't worry—it's not as difficult as you might think. All you need to do is pose the question to the player, "Who's next?"

As a player, you have a choice between another hero or one of the Watcher's characters. It might work to your advantage to choose the opposition next. Why? Well, apart from making the story flow better, or seeing what the villain has planned and then being able to let somebody else respond to it, **the person in control of the last character to act in any action order chooses who goes first at the top of the next action order.** So if you'd like that to be a player's responsibility, have a player hero go last.

I'm playing Captain America and the Watcher ambushed the team with a group of Hydra agents. After they take their action, the Watcher picks me to go next. After my action, which I used to knock away a bunch of the goons with my shield, I turn to the other two players. We agree that Black Widow's going next,

and she's going to pick the seedy character we saw when we arrived to go next, since it's obvious he's a Watcher character. That leaves Spidey, assuming the Watcher has no more surprises in store for us. Once Spidey takes his action, he can choose who starts the next action order.





INTERRUPTING THE ACTION ORDER

As the Watcher, you can interrupt the action order at any point using doom dice. If a player chooses another player to go, you can spend a die out of the doom pool to have one of your characters act before that next player. Just like the use of doom dice to seize the control of the first Panel in the action order, you have to spend at least a **D6** to do this. If the interrupted player has a hero with **ENHANCED** or greater **REFLEXES** or **SENSES**, you have to match that with your Watcher character's own powers or spend a larger die.

You can also interrupt the action order with doom dice to introduce threats that weren't there before (like another group of Hydra agents smashing through the steak house windows), to split the group up with some kind of explosive effect or twist, or anything else that may potentially cause a break in the action. In each case, the same restrictions apply—you have to match the **REFLEXES** or **SENSES**, or spend a larger doom die.

I'm the Watcher. Black Widow's about to go next as Captain America's player has chosen her. If I decide that I'm going to make the seedy crime syndicate guy go next, now would be a good time to do it, but Black Widow has **ENHANCED REFLEXES D8**, and the seedy guy's already in the Scene. If I wanted to throw in more Hydra agents, or even the Hydra leader Baron Strucker, then that would be against **SENSES**, and Black Widow's Power Sets don't give her any edge in that department. In the end, I decide I'm just going to wait and see which character Black Widow's player picks next. I'll save the Baron for later...

If you interrupt a hero with doom dice, make sure that you flip over the action order marker for the character you interrupted with before the interrupted hero takes an action. An interrupting character doesn't get to go later in the action order; you've basically just cut in line.

KEEPING TRACK OF THE ACTION ORDER

If a lot of characters are involved in an Action Scene, it can be easy to lose track of who's gone and who hasn't. There are a lot of ways we've found to keep track of this, but one of the easiest is to have each player keep a two-sided token—a coin, a playing card, or something like that—in front of them during the Scene. As the Watcher, you need something for each of your characters or groups of characters (in the case of mobs of Hydra agents, Hand ninjas, and so on). If you want to be really flavorful, use cards with the character's image on one side and nothing on the other side. You might even use action figures, miniatures, or folded cardboard standees.

When the action order starts, everyone puts their token in front of them facing up. After your character acts and it's time to pick the next character to act, turn your token over (or lay it on its side, or whatever seems appropriate) so that it's clear you've acted. It should be possible for everyone at the table to glance at you and see whether you've acted in the action order or not.

Once everyone has taken an action and it's time for a new action order, flip all the tokens or cards up and go again!





WHEN ARE WE DONE?

You can run through multiple action orders in a Scene—usually you'll have to in order for everyone to achieve what they're trying to do. Most Scenes run through the action order three or four times, especially in a big battle or a tense confrontation. Just have the last active player (or you, as the Watcher) call out the first active player in the next action order. If you're using flipcards or some other kind of indicator to show whether characters have acted in the action order, reset them.

Sometimes, you can set aside the action order for a few minutes while there's a break in the action. Maybe the players want to roleplay their heroes for a bit as they're crouched behind the remains of a water tower, planning their next move. Maybe the villains broke away and are hiding, ready to spring at the heroes. Or maybe you just want to play out some banter between the team leader and the villain while the others take a breather. As soon as the action picks up again, go the top of the action order and carry on!

Typically, the Scene itself ends in one of two ways. Either the heroes stop the villains, avert disaster, and claim victory over the challenge, or the alternative happens. In either case, the situation is resolved, even if it's not how the players might like! The Watcher summarizes the action so far, touches base with each player to note where his or her hero ended up, and then frames the next Scene.

The Scene with the seedy character in the steak house and the Hydra agents has a pretty simple conflict: Cap, Spidey, and Black Widow have to take care of the Hydra agents so they can find out what's going on from the seedy crime syndicate guy. The Scene's over once the agents are all knocked out or chased off, so we can play through a few Action Scenes until that's done. Given the level of opposition, that's not going to take too long!

Most Action Scenes are followed by a Transition Scene, linking one period of activity to another. This isn't always the case, of course. Sometimes an Action Scene leads directly to another one, with the stakes raised even higher.

Transition
Scenes
p. OM40





Using the Doom Pool to End the Scene

As the Watcher, you can always cut the Scene early—before the problem or conflict has been resolved—by spending 2D12 out of the doom pool and handing out 2 XP to each affected player. If you do this when the heroes are looking good and the villains are on the ropes, ask the players how they want to wrap it up. Ask questions just like you do at the beginning of a Scene. If a major villain's involved, present a tough choice to the heroes, though make it clear that they've won something even if the villain's presence colors it somewhat.

"So the Hydra agents are running scared. How long does it take you to round them up? How many of them escape?"

"Baron Strucker's clutching his side and hurling insults at you as his forces disperse. You can capture him, or you can stop his troops from getting away with the crime syndicate leader. What do you do?"

If, on the other hand, you spend the 2D12 when the Scene is going against the heroes, or they're struggling against insurmountable odds, you can bring the Scene to a close and invite the players to describe how they lost or what they had to sacrifice.

"The Hydra forces have you surrounded and you're at Baron Strucker's mercy. Which one of you escapes their clutches?"

"The crime syndicate leader has escaped and the Hydra forces have all scattered. The steak house is on fire and collapsing all around you. How did you get out of there, and what else did it cost you?"

Bringing the players in on this underscores how important they are as the writer/artist of their heroes, while still making it clear that the doom pool brought this about.

Doom Pool
and XP
p. OM19





TRANSITION SCENES



Action and adventure is what most of us think of when we imagine a super hero story set in the Marvel Universe, but these stories are more than just big brawls and conflict. Between these Scenes, linking them together are Scenes of reflection, recovery, and regrouping. We call these **Transition Scenes**, and they allow the characters involved to do something with what they've learned before the next conflict is met head-on.

As well as being used for recovery actions, a Transition Scene's purpose is to determine what the next Action Scene is. If this is already settled, then the Transition Scene helps to put that into context.

FRAMING TRANSITION SCENES

As the Watcher, it's your responsibility to frame Transition Scenes just like you would any Action Scene. Start out by asking directed questions of the players. You want them to decide what their heroes are doing and how they're using their resources before they start into the next dramatic Action Scene, so put them in a situation that's not as charged with conflict; instead, open up options to roleplay and talk with each other or with support characters.

You might lead with something like:

"It's the next morning on the S.H.I.E.L.D. Helicarrier. You've got the leader of the crime syndicate in lockup, but now you know Hydra's involved. What's Captain America doing to track down the Hydra agents? What's Black Widow going to do with the crime syndicate leader? And does Spidey check in with Mary Jane to let her know he might have to skip her play this evening?"

As a player, Transition Scenes are where your hero recovers stress, follows up any information collected in the last Scene, and reaches out to new heroes and support characters. When the Watcher leads off with a question, make it clear what you want your hero to do.

RECOVERY ACTIONS

They're called actions because they're one of the things you can try to do in the middle of an Action Scene, but Transition Scenes tend to be the most effective time to use recovery actions. First, all of your hero's stress steps back by one at the start of a Transition Scene, which makes it easier to recover the rest of it. Second, you don't have villains and thugs and other threats complicating things. And third, you can make use of your allies with recovery-based powers by spending Plot Points, which has the added benefit of giving your allies more PP.

You can't attempt to recover a specific type of stress more than once in any Transition Scene. It's assumed that this action represents all of your efforts at getting better before the next Scene starts. You can, however, try to recover different types of stress, and you can make the best use of your Plot Points and assistance from others if you use multiple effect dice to recover more than one type of stress in a single action. For more information on stress and recovery actions, see page OM53.

If you've taken trauma after being stressed out in the previous Action Scene, you can't recover all of it in the space of time a Transition Scene generally covers. Recovery actions used for trauma can only step back the die by one, and carry a risk of stepping up the trauma as well. There are exceptions, of course, such as heroes with amazing recuperative powers like Wolverine or Deadpool. Trauma recovery can be taken care of with a specific Milestone, during which your hero can also earn XP. See page OM27 for more on trauma, and page OM105 for more information on Milestones.

You can use a recovery action to get rid of a lingering complication, too, if you can justify it. Instead of stepping back or eliminating a stress die, you're stepping back or eliminating a complication die. The Watcher may also just declare that the complication no longer exists, especially if it was entirely dependent on a situation that's ended.

RECRUITMENT

You can use the downtime of a Transition Scene to play out the **recruitment of a new hero** to the story, which is great if a new player shows up to the game and wants to play. While there's nothing keeping a hero from just showing up in the middle of an Action Scene, that requires something like SPEED, FLIGHT, TELEPORTATION, or some other super-power to explain why they've just arrived. Also, if your group likes to have multiple heroes in the control of each player (also known as troupe style play) the Transition Scene is a good place to switch out your hero datafile with another one.

Your hero may also spend PP to **recruit resources** connected to a Specialty during a Transition Scene. This represents the hero calling in favors, reaching out to connections, doing research on something related to the Specialty, or identifying important details about a location you're expecting to go to. Any resource created must fall under the Specialty in question.

REGROUPING

Some Scenes involve the team splitting up to more than one location. While that can continue during the Transition Scene as heroes go off by themselves to get better or hang out with one or two others, the Transition Scene is a good time to play out the gathering together of the team and have them all touch base with each other.

It can give the Watcher a better sense of which heroes may be together at the beginning of the next Action Scene, too, if you establish within the story that your heroes are planning on being in one or more groups to face whatever challenges next arise.



RELOCATION

One use of Transition Scenes is to describe what the heroes are doing in transit to a new location. It's easy to skip ahead and just describe the next Action Scene as being in Los Angeles or Cuba or the Blue Area of the Moon, but as the Watcher you have an opportunity to bring this to the players' attention and have them make choices.

Sometimes the next Action Scene's location isn't settled until there's a Transition Scene that centers on that decision. As a player, how does your hero plan to pursue the team's foes? Where does the team expect to find the hidden base? Who do you want to take with you on the trip, and what will that involve? Have you been there before (and if so, are you going to spend PP on getting an information-based resource die for it) or are you going in blind?

ROLEPLAYING

Finally, the Transition Scene is a great excuse to really get into those sorts of purely roleplayed conversations with other characters that don't have much to do with powers, battles, investigation, or adventure, but give context to your hero and the world around him. Whether it's time spent in your hero's secret identity, reassuring loved ones that you're still alive, or enjoying a pizza with heroes who aren't even in the story (special guest stars?), Transition Scenes give you a moment to put those subplots in the spotlight.

From a gameplay perspective, many of a hero's Milestones hook into the activity that takes place outside of Action Scenes, so Transition Scenes are ideal for earning XP and moving toward your Milestone. For more on Milestones, see page OM105.





03

TAKING ACTION

Let's assume you're reading this book in order—since you read the *Introduction*, you already know how to roll dice, add dice together for a total, and choose an effect die. In *Playing the Game* you read about how Action Scenes and Transition Scenes work and flow together. This section expands on the basic rules and tells you how the game rules interact with each other in those action and Transition Scenes.

Remember, one of the core rules of the game is that you don't need to use the dice unless there's some kind of interesting outcome for both success and failure. During the game, your heroes face plenty of challenges, engage in innumerable conflicts, and both succeed and fail repeatedly. It's the nature of comic book adventure, right? But if nothing's at stake, there's no real risk, and failure would be boring, the Watcher should just say, "Yep, that works," and move on.

By default, the person who picks up the dice is the active side of any conflict. Picking up the dice means, "I want to do this thing." If a player's describing something he wants to do and hasn't picked up dice, the Watcher can nudge this along with a question, like, "What traits are you going to use to do that?" or "What are the ways this can go?" The Watcher may also be the one to pick up the dice, which is another way of saying, "What have you got? What are you going to do about this?"





Non-
combat
Actions
p. OM56

IT'S CLOBBERIN' TIME!

Open any Marvel comic book or graphic novel and you're likely to see action spread across multiple pages and panels, with the heroes at odds with the villains while innocent bystanders dive out of the way. The tension finally snaps; the optic blasts, adamantium claws, and big rocky fists come out; buildings shake, the sidewalk shudders, and you know that it's definitely time for a super hero battle.

This section is primarily weighted toward classic comic book battles, but that's only one side of comic book conflict. Your heroes may also get involved in tense emotional or mental confrontations using these same rules.

MAKE YOUR INTENT CLEAR

As a player, when it's time for your **action**, you need to make your intent as clear as possible to the Watcher and other players before you even pick up the dice. If you've said what you want to do, make sure you're suggesting what you want out of the action. The Watcher might suggest the alternative outcome—i.e., what happens if you don't succeed at your action—but you can also define this from the outset. Knowing what you want if you succeed and what you think will happen if you don't is key to the next step.

If you're the Watcher, you need to do the same thing. Be shamelessly transparent. There's no sense in hiding from the players what the outcomes might be; they're partners in telling the story, too. It helps knowing how high the stakes are before the dice are rolled!

Let's go back to Cyclops and Emma, who have arrived at their next mission zone and are confronting a pair of Sentinels. I'm playing Cyclops, so I want to use my **FORCE BLAST** power to take out a Sentinel. That's a nice, clear intent. What's the alternative outcome? Well, the Sentinel will probably close in on me and that won't be great. Either way, things are going to heat up.

GATHER YOUR DICE

Pick up all the dice that are appropriate for the action. If you're a player, always start with an Affiliation die based on your hero's current situation—**SOLO**, **BUDDY**, or **TEAM**. Next, check to see if there's a Distinction that fits the occasion and whether it's going to help or hinder your hero. For each action, you may choose one power from each Power Set and one Specialty without paying PP to add them to your pool. By choosing these traits you're saying, "These things have an impact on what I do!"

You can spend Plot Points to add in stunt dice as desired. If there are SFX that might be useful, like Captain America's *Ricochet*, this is where it's used. Once you've settled the dice pool, roll the dice.

My opening move as Cyclops is to blast at one of the Sentinels with a touch of my ruby-quartz visor. Now I need to gather my dice pool. I'm with Emma, so I pick up my D8 BUDDY die. I've got the TACTICAL GENIUS Distinction, which is a D8, and COMBAT EXPERT, which I'm using as 2D6. Finally, I have my FORCE BLAST D10. So my dice pool is:



I've also got 2 PP on hand:



Affiliations
p. OM62

Distinctions
p. OM67

Power Sets
p. OM70

Specialties
p. OM96

Plot Points
p. OM10

SFX
p. OM88

TRAITS YOU CAN ADD TO YOUR DICE POOL:

- One Affiliation die
- One Distinction, either as a D8 or a D4
- One power from each of your Power Sets
- One Specialty
- One of your opposition's stress or complication dice, if any
- One asset, if any
- One push die, stunt, or resource, if any



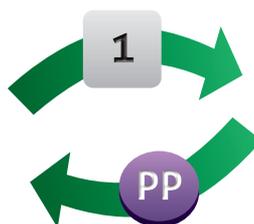
FIND THE TOTAL AND EFFECT DIE

Roll the dice. Choose two dice and add them together as your total. Any dice that come up 1 are opportunities and they're set aside. At this point, you can spend a Plot Point to include a third die from the remaining dice on the table—you can add as many dice to the total as you have Plot Points you want to spend. Then announce the total. If there are dice remaining, choose one to use as the effect die. If there are no more dice, the effect die is a D4.

I roll the dice and get:



I set aside the D6 with the 1; that's an opportunity. The Watcher activates it, adding a D6 to the doom pool and handing me a PP, bringing my total up to 3 PP.



Taking two dice and adding them together, my total is 12.



I could spend a PP to kick that up to 14 by using either the D10 or the D6. It's my choice, and I'd rather leave the D10 out as my effect die, so I choose to add in the D6. My total is 14, my effect die is a D10, and I have 2 PP remaining.



THE REACTION ROLL

After you've rolled the dice for the action and there's a total and an effect die, your opponent gets to roll a reaction. The opposition gathers dice and makes a dice pool, same as the side that's taking action. The choice of traits to draw on here should reflect that it's a reaction to the acting player's attempt to do something. The reacting side describes what this response is, like "Cap's raising his shield and deflecting the blow!" or "Storm's whipping up a whirlwind to push the Purifier back!" It's important to know the nature of the reaction, because this not only determines what traits to use but what happens next.

As Watcher, I state that the Sentinel is just going to advance on Cyclops, soaking up the damage on account of it having advanced shielding and armored plate. That's **EXPERT SENTINEL D8**, **BUDDY D8** (the Sentinel is one of two in the Scene) and **SUPERHUMAN DURABILITY D10**, plus a **D6** doom die that I pull from the doom pool.



With a roll of:



...that's a total of 17—greater than Cyclops' total—and a **D6** effect die (I can't choose the **D8** because it rolled a 1).



WATCHER ACTIONS

If you're the Watcher and you're taking action with one of your characters—a villain launching a surprise attack or trying to strike terror into the heroes—the dice might be different. A major villain has a datafile that's pretty similar to the hero datafiles. But other Watcher datafiles are usually shorter and don't have the same level of detail as the player heroes. Usually it's a broad Specialty that sums up the character's profession, role, or primary talent, followed by Affiliation dice and any super-powers, weapons, or specialized traits. The doom pool is always available as a source of additional dice. Once your pool is settled, pick up all the dice and roll them.

EXPERT SENTINEL  **8**

SOLO  **6** **BUDDY**  **8** **TEAM**  **10**

SUPERHUMAN STRENGTH  **10** **SUPERHUMAN DURABILITY**  **10**

ENERGY BEAM PROJECTOR  **10** **ENHANCED SENSES**  **8**

SFX: *Adaptive Learning*. Add **D6** to dice pool for each failed action against a superhuman opponent.

Limit: *Robotic Systems*. On electromagnetic attack, shutdown a trait and gain **D6** doom.

NARRATING FAILURE

Don't let failure bring you down. This game is all about action, sure, but it's also about making tough choices and accepting the consequences. If you're a player and the Watcher's reaction total beats yours, the story doesn't remain static. How does the Watcher describe the villain's defense against your mighty attack? Where did the villain end up? Where is your hero after the action?

As the Watcher, make sure to keep the description of the action going. Ask the players what happens when their hero fails to blast the Sentinels or if their reaction to the Sentinel's energy beams isn't enough to stop them. Ask those questions, and keep things moving at a good clip.

RESOLVING ACTION

Once you have the two totals (action and reaction) you can compare them to each other. You're looking to see if your opponent's reaction total is greater than your action total. If this is the case, your action fails. Don't worry about your effect die, because it won't be used.

I'm playing Cyclops, and the Watcher rolled a higher total than I did as a reaction. This means Cyclops' optic beam had no luck against the Sentinel's armor. I don't get to use my effect die to do anything, so it's time to choose who goes next in the action order.

If the reaction total is equal to or lower than your action total, your action succeeds. You can use your effect die to **create an effect**: stress, an asset, or a complication. If you have more than one effect die (you spend PP to keep more, or you have SFX in one of your Power Sets that give you more), you can create multiple effects. If you're trying to inflict stress or a complication, you have to first compare the effect die against the effect die of the reacting side. **If the reaction effect die is larger than yours, you have to step back your effect die by one.** In other words, they have at least a little defense up against you. This isn't an issue if you're only creating an asset.

If the Watcher hadn't rolled a higher total for the Sentinel than my action total for Cyclops, I'd be able to use my effect die for stress. My effect die is D10, which is higher than the Sentinel's D6 effect die, so I wouldn't have had to step back the effect. Inflicting D10 of physical stress on the Sentinel would have been a big plus.

If your action fails, your opponent may spend a Plot Point (if a player) or a D6 or larger from the doom pool (if the Watcher) to create an effect, just as you would have had you succeeded on your action.

As the Watcher, I could decide to use my doom pool to jump on that failed action. For the cost of a D6 out of the pool, I can use the Sentinel's D6 effect die to create some kind of asset, inflict stress on Cyclops, or introduce some kind of complication. Luckily for Cyclops' player, I decide not to worry about it.



EXTRAORDINARY SUCCESS

If your action total is 5 or more points higher than your opponent's reaction total, you've gained an **extraordinary success**. This lets you step up your effect die by one and describe just how amazing your efforts were. For every additional 5-point increment, you can step your effect die up again. By this method, it's possible to step an effect die up past $D12$, in which case you can either declare that you've automatically stressed out your opponent (if you were trying to inflict stress) or you can use a second remaining die from your roll as an effect die.

As Cyclops' player, what if I'd succeeded against the Sentinel by 5 points in the last action? I could have delivered a $D12$ effect on the Sentinel and would be that much closer to stressing it out. If my total were 10 points higher, that would be a single hit takedown.

Note that there's no such thing as an extraordinary failure, but if your opponent does have a reaction total of 5 or more greater than yours, he can consider it an extraordinary success on his part. What does this mean? If he's spent a PP (or doom die) to use his own effect die, he can step it up just as you could, had you rolled an extraordinary success of your own.

As the Watcher, I could have spent a $D6$ out of the pool to use the Sentinel's $D6$ effect die to create some kind of asset, stress, or complication against Cyclops. If my reaction total had been 5 points higher than his action, the $D6$ would be stepped up to a $D8$. If it had been 10 points higher, that'd be a $D10$.



DIVIDING YOUR ATTENTION

Let's say you want to take out more than one target at once or do more than one thing at a time. Generally in a comic book panel, a super hero can be assumed to be moving into position, calling out something, or any number of other minor actions. Those are free and shouldn't be a big deal. What does matter is when you want to actively do two or more things with the same roll. The key here is broadcasting your intent and then using effect dice.

If you spend a Plot Point, you may keep another of your remaining dice—after adding up the total—as a second effect die. Your targets each get a reaction roll as usual. Your single total applies to each target. It's possible that one target may roll higher than your total while a second loses to you. You can choose to use each effect die for a different kind of effect, so long as it's in line with your original intent. Thus you can create assets for yourself, or inflict stress of different types or multiple complications. You can't inflict the same type of stress with two or more effect dice.

As Cyclops, I could have decided to widen the beam of my optic blast to attack both Sentinels. While they would both have been able to roll reactions against me, possibly increasing the likelihood of my getting stress, there's a chance I could have taken them both out. Looking at my roll from earlier, my only option would have been to not increase my total from 12 to 14, instead keeping the D6 as one of my two effect dice (a D10 and a D6).

Some **special effects** (SFX) allow area attacks without spending Plot Points; these allow you to add a D6 to your pool and keep an additional effect die after the roll, one for each target. The downside to this is that it increases the likelihood of complications.

Cyclops has the *Area Attack* SFX for his *OPTIC BEAM* Power Set, meaning I could have added a bonus D6 to my pool and kept an extra effect die at no cost. I could also have spent a Plot Point to give Cyclops a stunt at D8 (such as "banked shot off the wall and into both Sentinels") and started out with a dice pool of D10 + 3D8 + 3D6. Maybe I should have thought this through earlier...

SUPPORTING AND RECOVERY ACTIONS

Not every hero is right in the thick of things every time. If you're playing a hero who's more of a supporter than a fighter, or more of a fighter than a talker (depending on the action), there's still always something you can do. You might want to help a stressed out teammate recover, or provide covering fire for someone.

Support Actions

If you want to use your action to support another hero or supporting character, assemble your dice pool and roll it just as you would normally. This is called a **support action**. The Watcher rolls the doom pool against you. If the Watcher doesn't generate a higher total than yours, you succeed in helping the other character and may use your effect die to create an asset. If you don't succeed, because the Watcher's doom pool generates a higher total than yours, the Watcher might decide to spend the effect die from the doom roll and create a complication for the character you were trying to support.

Recovery Actions

A **recovery action** counts as a support action, too. You're rolling to reduce an ally's stress with your effect die, but it's the same process—gather appropriate dice for your dice pool, roll the dice, choose a total and an effect die, and compare the total to the Watcher's doom pool total. Just like any other support action, if you fail to help another character recover stress, the Watcher may spend the effect die from the doom roll and inflict stress or a complication on you or your ally. For more on recovery actions, see page OM41.

Let's say Emma Frost's player went before me in the action order, and she wants to help me against the Sentinel. In her Diamond Form, she's blessed with ENHANCED STRENGTH D8 and SUPERHUMAN DURABILITY D10. If she picks up her ENHANCED STRENGTH D8, BUDDY D6, and ONE STEP AHEAD OF YOU Distinction at D8, she can roll them all and try to get a better action total than the Watcher's roll on the doom pool. Emma's player describes this as Emma charging forward and bashing at the earth in front of the Sentinel, trying to unbalance it so I get a better shot. The dice come up 8

(D10), 5 (D8), and 5 (D6). Emma's player risks going with a 10 total (from the D8 and the D6) in order to get a D10 effect die. Luckily, the Watcher's total on the doom pool comes up 9. Emma's player announces that I'm next in the action order and hands me the D10 to add to my dice pool.

Support and Recovery Actions by Watcher Characters

As the Watcher, your characters don't roll against the doom pool. If you want to have one Watcher character aid another, just take a die from an appropriate helping trait and add it to the supported character's next dice pool. This counts as an action for the Watcher character who's doing the supporting, so he can't do anything else in that action order. Recovery actions work the same way.

There are two Sentinels in this battle, even though only one is pressing the attack. As Watcher, I could decide to have the passive Sentinel hand over a helpful trait like SUPERHUMAN STRENGTH to the acting Sentinel's dice pool, giving it another D10.

Remember, as the Watcher you can always spend (and thus remove) dice out of the doom pool to improve a Watcher character's chances, to add more dice to the total, or to keep effect dice. All of this can be described in the story as support, too, if it makes sense to you. The key thing to be aware of is that Watcher characters represent something different in any Scene; they're primarily the obstacles, not the protagonists. This is why you as the Watcher spend doom dice and not Plot Points, and why supporting actions are much simpler. Keep the spotlight on the heroes, not your own characters, whenever possible.

TARGETING ASSETS, COMPLICATIONS, AND OTHER TRAITS

Not everything you want to affect in a big Action Scene is a character. You'll often want to use your powers or natural talents to destroy, eliminate, overcome, or repair something in play that's either causing trouble for you and your allies or helping your opponents. You can target significant objects and conditions with your actions when they're represented in the game by traits.

Do You Need to Roll?

First of all, make sure it's actually a trait to begin with. A lot of things in the story don't have dice associated with them because they're a part of the fiction that everyone at the table just agrees on. Lampposts, sidewalks, plate windows, random passersby, bouquets of flowers, newspapers, and other items that aren't immediately important are just context and color. You can make them important by using your effect dice to make them assets, or use them as part of your description for stunts, but so long as you have the power to smash a glass window (most people) or rip a lamppost out of the street (anyone with **SUPERHUMAN STRENGTH**) it shouldn't even require dice.

You also need to check whether the item or condition can even be targeted. You can probably disarm a thug with a **BIG GUN D6**, but you can't disarm them of being an **EXPERT THUG D8**. Some Power Sets have a Gear Limit that not only has a specific way to be shut-down by the player or the Watcher, but also may be targeted by opponents. The Watcher has final say on this matter, but present your case to the table and see what happens.

I'm playing Colossus, and I want to disable the Sentinel's energy beam projector. I ask the Watcher if that's possible, and he says sure—the Sentinel's datafile has **ENERGY BEAM PROJECTOR D10** listed on it. No sweat!

Take the Shot!

Now that you're sure something's an asset, complication, or some other trait, you can target it with an action. This works much like a recovery action. You gather together a dice pool that's appropriate, roll against the doom pool plus a die for the trait you're targeting. If you win, use your effect die against the trait. If your effect die is equal to or larger than the trait you're targeting, it's eliminated. If it's smaller, you step back the trait by one.

If the condition, asset, or another trait is somehow connected to a character who would understandably resist you seizing, destroying, or disabling it, that character becomes the opposition, not the doom pool. You're taking action against him and using your effect die, but it's to shutdown his trait rather than inflict a complication or stress.

Since the Sentinel's **ENERGY BEAM PROJECTOR** is a component of the Sentinel itself, the Sentinel, not the doom pool, is my opposition. The Watcher might still use doom dice to add to the Sentinel's dice pool, of course. Since the **ENERGY BEAM PROJECTOR** is being targeted, that die is included in the Sentinel's dice pool even if it's not going to use it as part of its reaction. If I succeed and get a **D10** or higher effect die, that blaster's history. If I end up with only a **D8** or less, I step back the **ENERGY BLASTER** to a **D8**.





Everyone Has Limits

You might have **ENHANCED STRENGTH D8**, but that doesn't mean you can destroy a car with a mighty punch to the radiator. Your energy powers might give you an **ENERGY BLAST D10**, but it's not going to bring down a skyscraper (maybe just trash the ground floor lobby). The action you take against an asset, complication, or trait must **fall within the realm of possibility** for you, given your Power Sets and Specialties. Even before you roll the dice, check to see whether the targeted trait is too strong (dice rating) or just untouchable (situation).

The Watcher may rule that you can target an asset, complication, or trait, but that your effect die can only step back the trait's die rating by one if it's equal to or larger, and have no effect at all if it's smaller. This is most often the case when you're targeting something that's just really huge, or it's kind of a toss-up whether your abilities and powers could affect it. A good rule of thumb here is that if your own power is equal to the trait die you're targeting, it falls into this category. This continues even if you've stepped the trait back from its original rating; stepping back something from **D10** to **D8** doesn't mean your **D10** power is now more capable of eliminating the trait, even though the trait's die rating is smaller for the purposes of rolling against it.

Colossus has **GODLIKE STRENGTH D12**, which means he's one of the strongest heroes around. He can rip down small buildings, toss cars clear across town, and punch all the way through a bank vault door. But against something really large or rated with a **GODLIKE DURABILITY D12**, chances are he can only step it back by one—and only if he has at least a **D12** effect die. Plus, while I might step it back by one with a success, I still only get to step it back by one next time, even though it's now a **D10**.

Automatic Success

If you have a power that might be useful in eliminating an asset, complication, or some other trait, you might be able to forego the roll entirely and just **spend 1 PP to succeed automatically**. This works the same way heroes with a **STAMINA** power trait can spend 1 PP to eliminate stress. Most of the time, this only works when your hero has either the time or the freedom to do this without interference, and the Watcher should already have established that you'd need to roll the dice as opposed to simply letting you get what you want.

I tell the Watcher that I'd like Colossus to bust through a **REINFORCED DOOR D10**. The Watcher might just let me do this, since he knows I've got **GODLIKE STRENGTH D12**. Or he might ask me to roll against the doom pool and apply an effect die against the door's **D10** die rating. If that's the case, I can just spend 1 PP and smash through it.

If you're the Watcher, remember that having amazing powers is a lot of the fun of playing in the Marvel Universe. Unless you've got a good reason, you shouldn't worry too much about having the heroes roll to bust through walls or smash cars. The automatic success rule lets you move quickly through the action and get to the real showdowns between the heroes and villains; it offers them a way out of frustrating situations and lets them show off their powers!

Also, the Watcher's characters can do the same thing by spending dice from the doom pool (the doom die must equal or exceed the value of the targeted power or trait). As a player, that's something to keep in mind when you're webbing up Juggernaut's limbs or creating ice structures around a Sentinel...

HEROISM, HEADACHES, AND HEARTBREAK

Not every Action Scene is a fight between the heroes and an opposing force made up of villains and thugs. In fact, some of the best Action Scenes don't involve physical stress at all, but focus on what you might call **mental** or **emotional conflict**. For these Scenes, there are still clear lines of opposition. One side wants something that the other side doesn't, or one side wants to do something that the other side opposes. The difference in these Scenes is that intimidation, seduction, manipulation, and diplomacy may each be brought to bear, with or without super-powers to back them up.

Non-physical conflict actions use many of the same rules as combat or physical actions, so everything we've introduced so far is fair game. Actions, reactions, effects, extraordinary successes, and dividing your attention are all just as valid in tense Scenes between Spider-Man and Mary Jane or Tony Stark and Steve Rogers. And any emotionally charged Scene can escalate to a knockdown drag-out fight, depending on who's involved. So keep this in mind as you read on—an Action Scene can be physical, mental, emotional, or any combination of the three.

MENTAL CONFLICT

Whether it's a duel of wits or a psychic struggle for control, mental conflict has **mental stress as the primary consequence**. Heroes who engage in mental conflict are attempting to outwit their opponents, distracting them from seeing the truth, or trying to bring them around to a new way of seeing things. Mental conflict doesn't even need to be particularly antagonistic. Every good collegiate debate is a mental conflict.

Even more than for a brawl or firefight, mental conflict requires that the intent of the participants is clear. Are you trying to fool someone into thinking you're someone else? Are you trying to upstage another person on a topic that you're sure you're more of an expert in? You have to put forward what your desired outcome is, and then pick up your dice.

I'm playing Kitty Pryde and I'm trying to poke holes in an anti-mutant protestor's logic. After talking with the Watcher, we decide that if I win, the protestor won't change his mind right away but will at least realize he was harboring mistaken and hateful ideas. If I lose, I probably reinforce his prejudices and should get out of there!



In a mental conflict, the most common effect is **mental stress**. This can represent anything from wearing down your opponent's ability to resist, confusing your opponent, or making a stronger case for what you want. Once you stress out your opponent, you have them where you want them. Don't forget, you can pull your punches when it comes to stressing someone out. This is a wise choice to make if you don't want to inflict mental trauma. See page OM24 for more on pulling your punches when inflicting stress.

As Kitty Pryde, the mental stress I inflict on the anti-mutant protester represents conflicting arguments, confusing him, and keeping him from pushing his own agenda. If I stress him out, I'll pull my punches and so I don't give him trauma, but I think it will be an epiphany of sorts.

Complications are also potential effects, especially when, instead of stress, you want to inflict something like **DISTRACTED**, **OUTWITTED**, **SCIENTIFIC FALLACY**, or **TOO MUCH INFORMATION** on them. Complications, like stress, can make life difficult for your opponent but won't actually get you what you want unless the player or the Watcher decides to throw in the towel.

I could choose to inflict a complication on the anti-mutant protester, something like **HE'S A RAVING LUNATIC!** or **UNPOPULAR OPINION**. Those would be interesting, but I'm trying to change his way of thinking, not just saddle him with annoying perceptions.



EMOTIONAL CONFLICT

Anything from intimidation to taunting to seductive manipulation can be chalked up to an emotional conflict where **emotional stress is the primary consequence**. If you're using emotional conflict, you want to change your opponents' emotional state, getting them angry, afraid, insecure, or flustered. If they don't object to having their emotional state changed, then there's not really any conflict. Emotional conflict only happens when emotions are at the heart of a divide.

Before you launch into an action with emotional consequences, you need to figure out what those consequences are. If you're trying to scare your opponent, what happens if his reaction gets a higher total than yours? What's the thing you want to get out of scaring him? If you're trying to seduce the business executive, is failure going to end up with you being embarrassed, the executive getting mad, or worse?

I'm playing Wolverine and I'M THE BEST THERE IS AT WHAT I DO. When I'm trying to scare the living daylight out of one of these anti-mutant protesters bothering Kitty, I need to be careful not to make things worse for mutants, so I decide to be subtle and just use my body language and a couple of grunts to give the guy reason to leave.

Emotional stress is irrational and heavy with melodrama, but what it really means is that your opponent's emotions are clouding his judgment or getting in the way of rational thinking. This is different from just being outwitted or tricked, which is mental stress. No, this is crazy gut reaction material, the kind of stress that brings dark clouds or fiery moods. If you stress out your opponent with emotional stress, chances are he's reduced to an angry, insecure, frustrated, or terrified mess. Or, if you've been pulling your punches and were clear in your goals, he's unable to stand in your way.

So, as Wolverine, I rolled so well in my emotional conflict action that I stressed the anti-mutant protester out in one go (having SFX that step up emotional stress I inflict also helps). The Watcher agrees that this means he's taken off at a brisk run, convinced that he shouldn't be attending rallies like this when scary people with claws are present. If I had only inflicted emotional stress but not stressed him out, he might have stayed around, but his rattled nerves would have hindered his activity.

Some good examples of complications in an emotional conflict are **REALLY BAD NEWS**, **ROMANTIC OVERTURES**, **SIBLING RIVALRY**, and **EMBARRASSING REVELATIONS**. Each of these gets in the way of your opponents' activity but won't stress them out by themselves.

I could have chosen to inflict both emotional stress and a complication on the protester if I'd spent a PP to keep another effect die. As it happened, stressing him out did the trick.



USING TRAITS IN NON-COMBAT CONFLICT

Powers and Specialties can be added into the dice pool when attempting to win a mental or emotional conflict. Psychic powers like **TELEPATHY** or **MIND CONTROL** are great. **PSYCHIC BLAST** is more of a traditional combat power, but it can be a great last resort. If it's psychic or emotion-based as a rule, it can be brought into any non-combat conflict as a means of pushing your hero's agenda or fighting off the ambitions of your opponents. See page OM70 for more on Power Sets.

Specialties that work best in mental and emotional conflicts include **MENACE**, **MYSTIC**, **PSYCH**, and **SCIENCE**. If it's a conflict over knowledge or understanding, any Specialty that covers that area of knowledge is perfect. **MENACE** is specifically aggressive and **PSYCH** is a little more passive or indirect. For more on using Specialties see page OM96.

Don't forget that many heroic Milestones are dependent on non-combat interaction with others; they pose interesting choices that can be worked into these kinds of Scenes. For more on Milestones see page OM105.

LOSING CONTROL AND PLAYER AGENCY

It's easier to understand being knocked out in a pitched battle with the forces of Hydra than it is to wrap your head around losing control of your character's emotions or mental state. Roleplaying games are about getting into character and making decisions for a heroic persona, right? When the rules tell you that you have to make decisions you didn't want to make, or when the rules make those decisions for you, it can seem worse than having your hero get clobbered.

In this game, the big decisions are yours to make. There are two ways to handle it when your hero is stressed out mentally, emotionally, or both. The first is that you can just let the Watcher describe what happens, and trust that the situation's going to change again soon. Since a stressed out character can't actually do anything like rolling dice or taking action, your character might

temporarily take a bit of a back seat to the story. Alternately, the Watcher might skip to a new Scene, where you've recovered your stress and now you're back in control but dealing with trauma.

The other option is to play it up! If you know what your opponent wanted you to do, you can take direction from that and make decisions for your hero that have that in mind. You can even do this when you haven't been stressed out yet, but you're wrestling with high levels of mental or emotional stress. Describe how your hero paces back and forth, angry and frustrated. Or have your hero lost in despair, opening up his heart to the manipulative villain. It's still an interesting story, and this way you're still in charge. And if you do choose to play it out, the Watcher might reward an exceptional performance with a Plot Point, especially if it lines up with one of your Distinctions or Milestones.

If you're being mind controlled or possessed, the same applies. Mind control starts out as influence (a complication) that can lead to full-on domination ("stressed out" by complication). Villains with mind control powers, like the Purple Man, usually try to have heroes do things that they otherwise wouldn't do, or keep them from doing things they want or need to do. Fighting this kind of influence is equivalent to making a recovery action, but you're not rolling against the doom pool. Instead, the character with mind control opposes, keeping you from stepping back or eliminating that mental stress.

If you're the Watcher, keep all of the above in mind when you're playing villains with the power to control minds or make heroes their unwilling slaves. It's perfectly reasonable for a player to get upset at losing control, so remind them that it's temporary and that it's a great way to earn Plot Points via Distinctions or Limits. The good thing about mental and emotional conflict is that the players have an opportunity to resist it, so it's never just a sudden off switch. Like any other situation, make it a good story, drop the heroes in danger and conflict, and give them a way out.

04

UNDERSTANDING DATAFILES

A hero's datafile is like an entry from the *Official Handbook of the Marvel Universe* or one of Nick Fury's S.H.I.E.L.D. files, presented in terms of game stats. All of your hero's Power Sets, Specialties, Distinctions, and other traits are provided, along with biographical details and key information, ready to play.

This chapter goes into detail about all areas of your hero's datafile. From Affiliations and Distinctions to Power Sets and Specialties, consider this your primary reference.

CAPTAIN AMERICA

Steve Rogers [public]

Affiliations

Solo 6 Buddy 8 Team 10

Distinctions

LEAD BY EXAMPLE 4
MAN OUT OF TIME 4
SENTINEL OF LIBERTY 8

Power Sets

SUPER-SOLDIER PROGRAM

ENHANCED DURABILITY 6 **ENHANCED REFLEXES** 6
SFX: Immunity. Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.

ENHANCED STAMINA 6 **ENHANCED STRENGTH** 6
SFX: Last-Ditch Effort. Step up or double any Super-Soldier Program die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFIC: Second Wind. Before you make an action including a Super-Soldier Program power, you may move your physical stress die to the doom pool and step up the Super-Soldier Program power by +1 for this action.

Limit: Patient Earns 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.

VIBRANIUM-ALLOY SHIELD

GODLIKE DURABILITY 12 **WEAPON** 6
SFX: After attack, target multiple opponents. For every additional target, add 06 to your pool and keep +1 effect die.

SFX: Ricochet. Step up or double Weapon die against a single target. Remove highest-rolling die and add an additional die to your force.

Limit: Gear. Shutdown Maximum Alloy Shield and gain 1 PP. Take an action vs. the doom pool to recover gear.

Specialties

ACROBATIC EXPERT 6 COMBAT MASTER 10
COVERT EXPERT 6 PSYCH EXPERT 6
VEHICLE EXPERT 6

[You may convert Expert die to 20s, or Master die to 20s or 30s.]

Milestones

MENTOR THE HERO

1 XP when you choose to aid a specific hero for the first time.
3 XP when you aid a stressed-out hero in recovery.
10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

1 XP when you first lead a team.
3 XP when you defeat a foe without any team member becoming stressed out.
10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

Abilities & Resources

History

Born in the early 20th Century in New York City to poor Irish parents, Steve Rogers grew up sickly. Despite his heartfelt desire to aid his country in its struggle against the Axis powers, his feeble physique disqualified him from active military service. However, his unyielding determination and moral character resulted in his being chosen for the top-secret Operation: Rebirth project. Dr. Abraham Erskine's Super-Soldier process transformed Rogers into a peerless physical specimen—a success that would never be reproduced thereafter, due to Erskine's subsequent murder at the hands of a Nazi spy. Trained and equipped as a top flying propaganda asset to counterbalance Captain America's Red Skull, Rogers became Captain America. Accompanied by his partner Bucky Barnes, Captain America fought alongside the Sub-Mariner and the original Human Torch as a member of the Invaders.

While trying to stop a rocket weapon of Baron Zemo's, Barnes apparently died and Rogers was lost to the icy waters of the North Atlantic. The Super-Soldier formula put Rogers into a state of suspended animation, while the world thought him dead for decades. Eventually discovered and revived by the Avengers in more recent times, Captain America has had to adapt to a world half a century different than the one that shaped him.

Personality

Captain America is the moral message against whom most other heroes compare themselves. He is the hero's hero—honest, selfless, noble, and unyielding. Rogers lives the beliefs he preaches, and they aren't simply a code he espouses and works to uphold. Quality and fairness, justice and liberty for all—these are fundamental to Cap's basic character. Not just words, and his every action demonstrates this.

Abilities & Resources

Operation: Rebirth transformed Rogers into the pinnacle of physical perfection. Captain America's body operates at the maximum of human physical potential, giving him levels of strength, endurance, and agility that would shame world-class athletes. His body also makes him effectively immune to poison, disease, and fatigue. In addition, he is highly trained in all aspects of military and tactical skill, and his close-quarter combat skills combine with his physical abilities to make him one of the single best hand-to-hand fighters alive. Rogers possesses sensitive battlefield experience and years working in the intelligence community, and he is a natural leader with virtually unmatched powers of inspiration.

Captain America wears a solid metal uniform of sophisticated anti-ballistic materials and carries a circular shield. This shield is one of the most identical alloying of steel and Vibranium—practically indestructible and known to dampen kinetic energy impact entirely. In addition to using it defensively, Rogers has mastered its use as a throwing weapon.

Steve Rogers is a "Champion Level" S.H.I.E.L.D. agent with effectively unlimited security clearance and access to S.H.I.E.L.D. facilities, equipment, and personnel surpassed only by Director Nick Fury. He uses customized vehicles such as a high-tech jet and a heavily modified motorcycle, both gifts from the Black Panther's people. Rogers is particularly close to fellow hero the Falcon and to S.H.I.E.L.D. agent Sharon Carter. Cap's leadership is particularly among the superhero community, is unmatched—no other figure commands the degree of respect and loyalty among heroes that he does.

BREG

BREAKOUT

HERO DATAFILES

ER61

OM60

OPERATIONS MANUAL



(RES)

TERMINARY ORGANIZATION
[SECRET EMPIRE]

[THEM]

[A.I.M.]

[S.H.I.E.L.D.]

[YDRA]

RA LOGIN
ERRIDE

ORE



AFFILIATION OPTIONS

Can you be a SOLO while you're in a crowd of other heroes? Can you be my BUDDY over a commlink while I'm in a TEAM? All of these are potential issues relating to Affiliations. Our rule of thumb is this: if the situation demands it, that's what it is. Keep in mind that what matters most rules-wise is whether you can give support or accept it, using those extra dice and benefits on your own actions and reactions. That doesn't mean it should be your only consideration. Is Wolverine using his SOLO D10 when he slashes away at the Sentinel, even though the other X-Men are fighting their own hunter-killer robots? Maybe. But he's not going to be including Storm's WHIRLWIND asset, or Colossus' FASTBALL SPECIAL asset, if he is.

AFFILIATIONS

There's a long-standing tradition in the Marvel Universe that some heroes just do their best work when they're working with others, while others have a reputation of being loners. Many heroes are well known for fighting crime with a partner—whether it's Luke Cage and Iron Fist, or Spider-Man and... well, pretty much the rest of the Marvel Universe, one hero at a time. This game represents these varying situations with **Affiliations**—traits that embody a hero's comfort level, capability, and confidence with others or alone.

Affiliations are the core of your action in any situation. When you're putting together your dice pool, Affiliations are the first step. Each hero has the three Affiliations prioritized by dice: D6, D8, and D10. Which die goes where reflects how the hero performs in those situations. You may choose to use your D8 or even D6 Affiliation on a regular basis; this increases your chances of earning Plot Points from opportunities. However, this isn't the only reason to use a lower-rated trait—at the heart of the Affiliations traits is the question of how the story changes when you step outside of your comfort zone.

- ▶ If your hero runs into more trouble or doesn't take up as much of the spotlight in a type of situation, it's probably a D6.
- ▶ If your hero functions just fine but not necessarily at his peak in a specific type of situation, it's a D8.
- ▶ If your hero is most at home and at his best in a specific type of situation, it's a D10.

Some heroes recover better by themselves, and others prefer hanging out in the Avengers Mansion eating dinner with their teammates. For this reason, **Affiliation dice apply even when you're not in a big battle or heroic Scene.** Your current situation—whether alone, with a friend, or as part of a group—determines which Affiliation die you use in recovery actions and other rolls.

SOLO

This is the hero acting alone, scouting around, and taking down the bad guys single-handedly when the rest of the team is unconscious or lost.

Game Rules for Being Solo

When you're solo, you may use the **SOLO** die for all of your actions and reactions. When you use the **SOLO** die, you can't accept help or support from any other hero, and you can't give support to any other hero, until your next action or reaction lets you change the Affiliation you're using.

I'm playing Wolverine and I've been hunting down Hellfire Guards through an underground tunnel complex. When I burst in on a few of them, I go to town using my **SOLO D10**. Cyclops and Emma Frost show up after I've made my first action, but they can't help me out with support assets until I take another action or reaction. I'll be using **TEAM** on my next action because my situation has changed.

Notable Solo Heroes

Black Panther, Black Widow, Daredevil, Iron Man, the Sentry, and Wolverine all have a **SOLO D10**.

- ▶ Even though Wolverine and Iron Man work on teams all the time, they're at their best when alone.
- ▶ Daredevil avoids being on a team because it's not his comfort zone.
- ▶ Black Panther and Black Widow have also been frequent team members, but their approach is definitely more solitary.
- ▶ The Sentry brings complications more frequently when he's with anyone else, making him a more appropriate **SOLO**.

YOU'RE SOLO IF:

- You're in a location or situation where there are no allies with you or helping you.
- You were with a team but were split off from them by some force or barrier which prevents you from working with them.
- You've moved your activity to a different level of conflict—such as to the astral plane or through a computer system.

YOU STOP BEING SOLO IF:

- Other heroes show up to fight alongside you against the same opponent or group of opponents.
- You partner up with someone over telepathic link or comms network in a way that lets you help or support that partner and vice versa.
- You have Watcher characters like cops or S.H.I.E.L.D. agents helping you out.



YOU HAVE A BUDDY IF:

- There is one other hero or supporting character working with you against the opposition or in pursuit of a goal.
- You're by yourself in the field but you have another hero actively assisting you over a comms network or via telepathy.
- You and another member of a team split off to do something without the rest of the team present.

YOU STOP HAVING A BUDDY IF:

- You pick up a third hero or supporting character who helps you pursue a goal or oppose a villain or threat.
- You lose or deliberately part company with your companion, or your companion is knocked out in a battle.
- You turn upon or are forced to engage in a conflict with your partner or companion.

BUDDY

This is the hero with a single companion or partner. It's a classic Marvel arrangement, and includes a lot more than a hero and his sidekick. When two heroes team up to take down a foe neither of them could handle alone, or when a hero feels he needs a complementary set of skills or abilities, **BUDDY** is the solution.

Game Rules for Having a Buddy

When you have a partner, sidekick, or single ally, you may use the **BUDDY** die for all of your actions and reactions. When you use the **BUDDY** die, you can only accept help or support from your chosen buddy, and you can't give support to any other hero until your next action or reaction.

Notable Buddy Heroes

Armor, Iron Fist, the Human Torch, Luke Cage, Shadowcat, Spider-Man, and the Thing all have a **BUDDY D10**.

- ▶ Iron Fist and Luke Cage are famous for their partnership.
- ▶ Spider-Man has a lot more luck when he has another hero with him to play off his wisecracks.
- ▶ Armor, Shadowcat, the Human Torch, and the Thing operate on a team most of the time, but their strongest moments are when they're teamed up with one other team member—even if that other team member's strong suit isn't **BUDDY**.





TEAM

This is your hero as part of a group of three or more heroes or allied characters. Often, heroes unite as a single response to a common threat, like the Avengers. Other times, the heroes are part of a family, like the Fantastic Four. Being on a team isn't always the ideal Affiliation for a hero, but it never hurts to have backup and support.

Game Rules for Being on a Team

When you're with a team, you may use the **TEAM** die for all of your actions and reactions. When you use the **TEAM** die, you can give and accept support dice from any ally. You can't give support assets to or otherwise help another character if they used a **SOLO** die for their last action or reaction or if they used their **BUDDY** die and have already had help from another character.

Notable Team Heroes

Beast, Captain America, Cyclops, Emma Frost, Invisible Woman, Mr. Fantastic, Ms. Marvel, Spider-Woman, and Storm all have a **TEAM D10**.

- ▶ Sue, Reed, and Ben have all spent a great deal of time together in the Fantastic Four.
- ▶ Beast, Storm, Cyclops, Colossus, and Emma Frost are likewise at their best in the X-Men.
- ▶ Captain America, Ms. Marvel, and Spider-Woman all have a history of being part of large covert or military organizations, working with other agents.

YOU'RE ON A TEAM IF:

- You're one of at least three heroes or supporting characters working together in pursuit of a goal or against an opposing force.
- You're by yourself in the field but you have at least two other heroes actively assisting you over a comms network or via telepathy.
- You have a squad or group of Watcher characters assigned to you, such as S.H.I.E.L.D. agents or first responders.

YOU STOP BEING ON A TEAM IF:

- You lose contact with or are separated from your teammates, leaving you either alone or with a single partner.
- You intentionally leave a group and don't maintain voice, telepathy, or other contact with the group.
- You turn upon or are forced to engage in a conflict with the other heroes on your team, with or without another character aiding you against them.

AFFILIATIONS AND WATCHER CHARACTERS

If you're the Watcher, your characters also use Affiliations as the basis for their dice pools. Villains of any significance use the same three dice as heroes do: **D6**, **D8**, and **D10**, arranged as appropriate among the three Affiliation traits. You use these the same way players use the Affiliations on their hero datafiles.

Minor characters, including most "normal" people the heroes may run into and various guards, minions, and animals, have a different set of dice: **D4**, **D6**, **D8**. Even in their best situations, these characters are only as good as heroes and villains are at their middle Affiliation trait.



Mobs of Characters

Sometimes, characters appear in organized—or occasionally unorganized—groups, called **mobs**. A mob is anywhere from two to a dozen or more individuals that act and behave as a unit. Mobs are represented with multiple dice in their **TEAM** Affiliation, such as **3D6** or **5D8**. A highly trained squad of professionals usually has a **TEAM D8**, while a mad, chaotic rabble would have a **TEAM D4**. The mob's other traits are shared among the mob. Instead of each die representing a single individual, you use **2D** for a handful of minor characters, **3D** for a dozen, **4D** for a room full of people, and **5D** for a large crowd. See page OM115 for more on mobs as Watcher characters.

Large-Scale Threats

Occasionally, a particularly large, dangerous, or powerful character has multiple dice in **SOLO** or **BUDDY**. These **large-scale threats** have a stronger chance of standing up to multiple heroes at once, but they can be brought low if attacked as if they were a mob (with the *Area Attack* SFX and so forth). See page OM115 for more on large-scale threats.



DISTINCTIONS

What's the essence of a super hero? You might think it's her super-powers or her astonishing skills and training. But those things can change or come and go. If you want to take a snapshot of a hero's personality, background, and attitude, you need to look at her **Distinctions**.

Distinctions are traits with two sides. They're catchphrases, significant personality types, and interesting backgrounds that can both help and hinder your hero in her efforts. For this game, we use Distinctions to capture the essence of a Marvel super hero—they also give you as a player a way to earn Plot Points.

HELP OR HINDER?

When you're picking up dice, you can add in one or more Distinctions if they would be appropriate. Pick up a **D8** if the Distinction describes some part of your hero that would help the action you're taking. Pick up a **D4** and gain a Plot Point if the Distinction is something that would likely complicate a situation or attract trouble.

I'm playing Wolverine. He has the following Distinctions: **I'M THE BEST THERE IS AT WHAT I DO**, **MASTERLESS SAMURAI**, and **MYSTERIOUS PAST**. The first one's his classic catchphrase, and it usually comes into play when Logan's carrying out some violence. But it could also be used for the **D4** in a situation requiring civility. The second one's appropriate when rolling something to do with his past in Japan, or his honorable nature, or a duel. But it's also great when interacting with old foes from that period in his life or rejecting authority. And finally, the third Distinction is an easy bonus **D8** if Logan's checkered and half-remembered history conjures up something useful and a great **D4** when it just brings him grief.

You can always **add at least one Distinction to your dice pool**. It costs you a PP for every extra Distinction you want to add. Because you earn 1 PP for using a Distinction as a **D4** and it costs 1 PP to add a second Distinction, you can always choose to have a **D8** Distinction and a **D4** Distinction in the same dice pool. It just won't earn you any extra PP.

At a formal dinner party hosted by the Hellfire Club, Wolverine's learned that the Black King, Shinobi Shaw, is planning to seize the X-Men's newest recruit, Hisako Ichiki, also known as Armor. I don't really want to pop the claws right away, so I figure it's a good time to use my own style of negotiation. I decide to approach Shaw and challenge him to a duel—in front of a lot of wealthy donors and Hellfire Club members who don't know he's also a psychopathic mutant killer. When picking up my dice, I'm going to use the **MASTERLESS SAMURAI** at **D8** and **I'M THE BEST THERE IS AT WHAT I DO** at **D4** (normally I'm not this polite). That's **D8** and **D4** added to my dice pool, but I don't get the extra PP because it cost 1 PP to bring the second Distinction in.

Don't worry if you have a Distinction on your datafile that seems as if it would be appropriate as a **D8** in a lot more situations than the others. Some heroes are designed that way to encourage a certain kind of approach to action. Others seem loaded down with problematic-sounding Distinctions—this ensures that your heroes' flaws are supported by rewards like Plot Points.

DISTINCTIONS AND WATCHER CHARACTERS

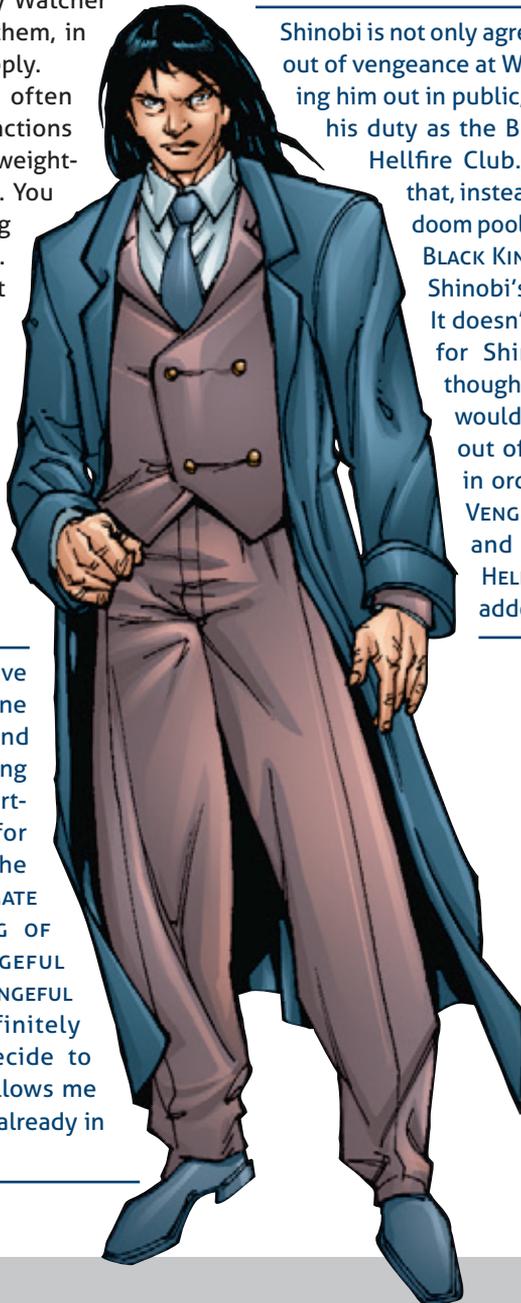
The Watcher's characters, including the villains and ordinary people who interact with the heroes, don't use Distinctions in the same way as the players. As the Watcher, when you use a Distinction to add a D4 to the villain's dice pool, instead of earning Plot Points you can choose to **add a D6 to the doom pool or step up the smallest die in the doom pool**. This is true for any character with Distinctions. Many Watcher characters don't have them, in which case this won't apply.

Villains, especially, often have one or two Distinctions that seem deliberately weighted toward the negative. You might find it challenging to use them positively. This is fine, because it encourages you to use the Distinctions as D4s, provide the players with more opportunities, and grow the doom pool. More importantly, it encourages you to play the villain as the flawed or offbeat character that he is.

I'm the Watcher, and I've just set up the Scene where Wolverine and Shinobi Shaw are facing off for a duel in a courtyard. My datafile for Shinobi gives him the Distinctions ILLEGITIMATE UPSTART, BLACK KING OF HELLFIRE, and VENGEFUL PSYCHOPATH. I think VENGEFUL PSYCHOPATH is definitely appropriate, so I decide to add it as a D4; this allows me to step up a D6 that's already in the doom pool.

Your characters should rarely use more than one Distinction. With each action or reaction, make a decision to go with a D4 (and add a doom die) or a D8. If you decide to use a Distinction as a D4 and another at D8, don't add any dice to the doom pool. If you decide to use two Distinctions at D8, the extra Distinction costs a D8 or larger from the doom pool.

Shinobi is not only agreeing to this duel out of vengeance at Wolverine for calling him out in public, but because it's his duty as the Black King of the Hellfire Club. I might decide that, instead of growing the doom pool, I'm going to add BLACK KING OF HELLFIRE to Shinobi's dice pool at D8. It doesn't really do much for Shinobi's chances, though. Another option would be to spend a D8 out of the doom pool in order to have both VENGEFUL PSYCHOPATH and BLACK KING OF HELLFIRE Distinctions added in at D8.



SCENE DISTINCTIONS

Heroes and villains aren't alone in having Distinctions. The Scene (or the location the Scene takes place in) may also be described using Distinctions. These are defining qualities of the Scene that could help or hinder the characters in it. Examples of Scene Distinctions include **CLUTTERED**, **FLOODED**, **NOISY**, **PITCH BLACK**, **QUIET**, and **UNSTABLE**.

As the Watcher, you decide whether to give a Scene any Distinctions at all, or perhaps just one or two. Each Scene may have no more than three Distinctions to start, and the Watcher may add more during the Scene. Players can't create Scene Distinctions, although as the Watcher you might want to add them based on the players' suggestion—it helps involve the players as well as making your life easier! Make sure, however, that the players know about any Scene Distinctions when you frame the Scene.

A Scene Distinction is often a sensory condition, like **NOISY** or **PITCH BLACK**. Other times, it suggests physical or environmental color, such as **CLUTTERED** or **FLOODED**. Not all Scene Distinctions need to be so precise or direct; you could toy with **TRANQUIL MOOD**, **STACKS AND STACKS OF CRATES**, or **CREEPY ATMOSPHERE**.

As a player, it's your choice whether or not to include a Scene Distinction in your dice pool, and whether you're going to use it for a **D4** (and get a PP) or a **D8**. Scene Distinctions count as Distinctions when putting together your dice pool—if you're already using one from your datafile, adding in one from the Scene costs you PP. On the other hand, if you're having trouble finding an applicable Distinction from your datafile, you can use a Scene Distinction instead.

I'm playing Wolverine, about to duel Shinobi Shaw before a whole courtyard full of invited party guests. The Watcher has established **CROWD OF ONLOOKERS**, **SLICK COBBLESTONES**, and **EXPERTLY-TRIMMED HEDGES** as Scene Distinctions. I like the first two, not sure about how to use the third one yet...

You might want to write each Scene Distinction on an index card and place it in the middle of the table—this way, they're easily visible to you and the players, and you can note any changes that occur during the Scene. You can also hang on to the ones that seem to come up time and time again, so you can quickly add **ON FIRE** or **CRUMBLING BUILDINGS** or **STUNNED ONLOOKERS** to any Scene.

As the Watcher, you can similarly add a **D4** to a villain or supporting character's dice pool (and add or step up a doom die) or a **D8**. Scene Distinctions are great for supporting characters that don't have Distinctions of their own, like groups of thugs or minor villains. You can also spend a **D8** or larger die from the doom pool to create a new Scene Distinction after the Scene has started.

I'm the Watcher, and even if I didn't already have a compelling reason to use Shinobi Shaw's own Distinctions as a **D4** to grow the doom pool, I could pull in the **CROWD OF ONLOOKERS** Scene Distinction here to do so. Part of being the Watcher means coming up with interesting and flavorful ways for both my characters and the players' heroes to interact with the scenery, so to speak. In fact, the **EXPERTLY-TRIMMED HEDGES** Distinction is like a challenge to a creative player.

Scene Distinctions are similar to complications because they often seem to represent negative or hindering conditions in the environment. You can even target a Scene Distinction in the same way you target a complication (it counts as a **D8** for these purposes) if it makes sense. The key difference is that a Distinction should always offer some way to use it positively, even if it's not an equal balance between help and hindrance.

In the duel Scene, Wolverine or Shinobi Shaw could target the **CROWD OF ONLOOKERS**, with the explanation that the two of them are using their intimidating powers or presence to drive the crowd off. Simply moving to the grassy lawn might ignore **SLICK COBBLESTONES**. **EXPERTLY-TRIMMED HEDGES**, of course, are a natural target for someone with razor-sharp claws.

Targeting
Effects
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POWER SETS

A Power Set is a collection of super-powers, special effects (SFX), and Limits on those powers. Power Sets are always grouped around a common theme, source, or manifestation. A Power Set might represent innate super-powers, special gear, or any other extraordinary group of effects that can't be represented by a Specialty or Distinction. A Power Set might even be a pet or sidekick, like Lockheed the Dragon is to Kitty Pryde. Most super heroes have one or two Power Sets, with a rare few who have more and some who don't have any Power Sets at all.

Power Sets follow a standard format, as follows:

POWER SET NAME

POWER TRAIT DX

POWER TRAIT DX

SFX: Name of SFX. How SFX works.

Limit: Name of Limit. How Limit works.

Here's the **BESTIAL MUTANT** Power Set for the X-Men's **Hank McCoy** AKA **Beast**, which you can refer to as you read over this section. Beast's single Power Set is aptly named—it describes his animalistic abilities. If you're creating a new Power Set for a hero or villain, try to summarize what the Power Set represents in the title so it's easy to distinguish from, say, **OMEGA-CLASS TELEPATH** or **POWERED ARMOR**.

BESTIAL MUTANT

ENHANCED DURABILITY D8

ENHANCED SENSES D8

ENHANCED STAMINA D8

SUPERHUMAN REFLEXES D10

SUPERHUMAN STRENGTH D10

SFX: *Claws & Fangs.* Add a D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

SFX: *Oh My Stars and Garters!* Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die.

Limit: Mutant. Earn 1 PP when affected by mutant-specific Milestones and tech.

POWER TRAITS

Each Power Set includes a number of traits that represent super-powers, called **power traits**. Power traits can be added to a dice pool when they benefit or support the action that's being taken. Whether they're appropriate is usually up to you as the player, but the Watcher and other players will let you know if you're being really weak with the justification. Many powers can be used without even making a roll, if there's nothing riding on the outcome.

I'm playing Beast and my BESTIAL MUTANT Power Set includes the ENHANCED SENSES D8 power trait. I can add this die into my dice pool whenever having senses that extend beyond the normal human range would be especially useful. I can also use it without rolling dice, such as when I describe Beast sniffing at a wine rack in the Hellfire Club's wine cellar and picking out the most expensive bottle based on the vintage.



POWER RATINGS

Powers are usually rated from D6 to D12, based on the following rough guidelines. Some powers start at D8.

- **D6:** Powers of this rating aren't the hero's signature power or don't get much of a spotlight when they're used. D6 powers are often utility-type effects, or only of **Minor** effect. Having a D6 power is useful because it gives you justification for doing something that ordinary people can't do, or it may come in handy when other powers are shut-down or unavailable.
- **D8:** Powers of this rating include all of the **Enhanced** rank of ability; these are levels of performance beyond that of ordinary human beings. A D8 power is one that sees a lot of use and is roughly equivalent to being an **Expert** in a **Specialty** in terms of how effective it is, such as Spider-Man's **SENSES** or Captain America's **DURABILITY**.
- **D10:** This rating of power includes all of the **Superhuman** degrees of ability; these are significantly beyond those possessed by normal humans. Few super heroes have powers rated higher than this. It's a power that's roughly equivalent in effectiveness to a **Master** in a **Specialty**, i.e., world-class in scope, like Luke Cage's **STRENGTH** or Emma Frost's **TELEPATHY**.
- **D12:** This rating is reserved for **Godlike** levels of ability and the topmost level of performance possible. Very few super heroes have D12 powers, and usually they're limited to single, specific powers or effects such as Wolverine's **STAMINA** or Colossus' **STRENGTH**.

POWER TRAIT EXAMPLES

Some power traits are common across many Power Sets, because they are archetypal super hero abilities. This section goes into more detail about each of these and how to use them.

Beast's five power traits are rated either D8 or D10. His **ENHANCED DURABILITY**, **ENHANCED SENSES**, and **ENHANCED STAMINA** mean that he's tougher and can push himself longer than any hero without these powers, at or above peak human ranges. His **SUPERHUMAN REFLEXES** and **SUPERHUMAN STRENGTH** indicate that his hand-eye coordination and reaction time are amazing, and he's able to snap a lamppost from a city street or crash through a brick wall.

Attack Powers (Blasts, Weapons)

Attack powers are almost always used in action dice pools.

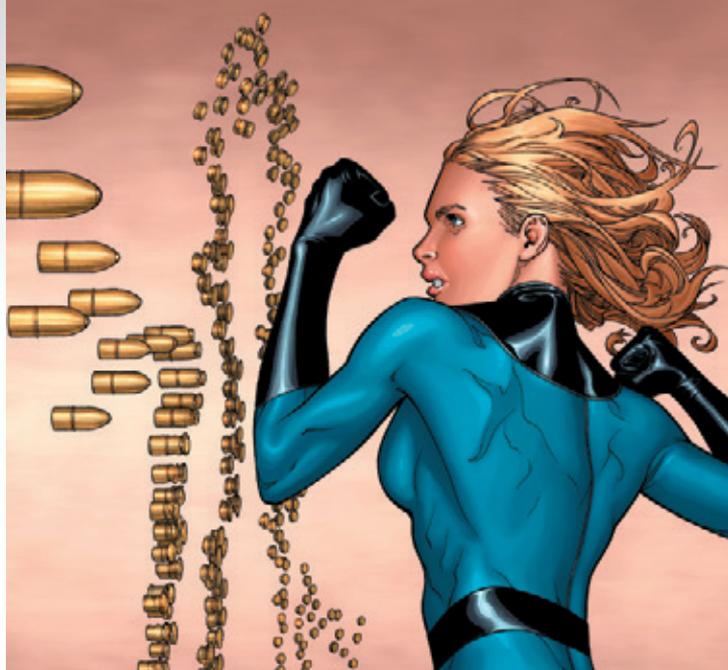
Powers that represent attacks—whether it's an energy blast or razor-sharp claws—are included in this category. Most mundane weapons are represented by D6 or possibly D8 die ratings in a Power Set. Use the following as a guideline for other types.

- ▶ At D6, the power is roughly equivalent to small arms fire or dangerous close combat weapons.
- ▶ At D8, the power is capable of greater injury or harm, roughly equivalent to automatic weapons or small explosives.
- ▶ At D10, the power is equivalent to heavy explosives or lightning bolts.
- ▶ At D12, the power is truly devastating, even if the area of effect isn't widespread.

An Attack power's name gives you more suggestions about when it works. Often, the Attack uses a specific type of energy, such as fire, electricity, cold, or darkforce. This may affect how you describe the effects of stress caused by the Attack and by other powers or SFX that provide resistance to those types. A generic **ENERGY BLAST** is usually explosive plasma or cosmic energy with few side effects, unlike **FLAME BLASTS** or **LIGHTNING BOLTS** that set things on fire, or **COLD BLASTS** that freeze. **PSYCHIC BLASTS** can target heavily armored foes but they're useless against opponents without minds.

Some Attacks may be used at range, while others are only effective in close quarters. Whether this is an advantage or a drawback varies on the situation. It's easier to hit a flying target with a **FORCE BLAST** than **ELBOW SPIKES**, but in a confined space the **FORCE BLAST** poses problems the **ELBOW SPIKES** do not.





Durability

DURABILITY is usually included in reaction dice pools.

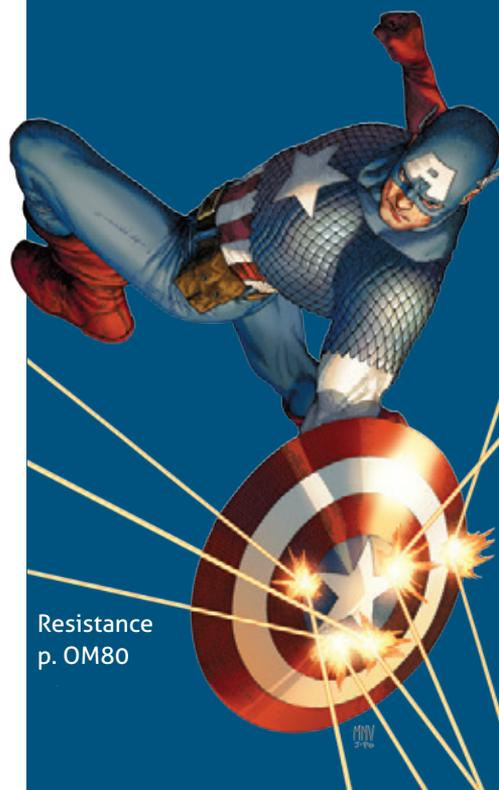
The hero is more resistant to injury and harmful effects than the average human.

- ▶ **ENHANCED DURABILITY D8** confers toughened skin and muscle, as well as the ability to withstand most minor blunt trauma or pain and low-level extremes of heat or cold.
- ▶ **SUPERHUMAN DURABILITY D10** is bulletproof skin and resistance to extreme temperatures or hazards.
- ▶ **GODLIKE DURABILITY D12** indicates invulnerability to almost all conventional forms of injury and harmful effects.

DURABILITY is also used in Power Sets that represent **force fields or hardened objects**. Use common sense and the descriptions in the Power Set as your guide for when you can factor in **DURABILITY**. Invisible Woman's **GODLIKE DURABILITY** in her **FORCE PROJECTION** Power Set is a good example. Because her force fields are transparent, light-based attacks could ignore them. Similarly, Luke Cage's **SUPERHUMAN DURABILITY** doesn't protect him from gas attacks or some kinds of mystic blasts.

DURABILITY usually, but not always, comes with an associated level of life support or protection from the environment. Whether this life support is continuous or only when the hero is using the power may depend on SFX or how the **DURABILITY** is described.

Energy powers are typically resisted by **DURABILITY**. Some SFX protects against other, more specific types of harm—such as disease or toxins—over and above any protection **DURABILITY** might give. For protection against magic or psychic powers, use **MYSTIC RESISTANCE** or **PSYCHIC RESISTANCE**.



Resistance
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COMMON ELEMENTS IN THE MARVEL UNIVERSE

- **Air:** Moving air masses around, increasing or decreasing air pressure, creating whirlwinds
- **Cosmic:** Channeling and redirecting the quantum power of the universe, altering or destroying the bonds between energy and matter, and connecting with the cosmos
- **Darkforce:** Summoning and manipulating the extradimensional energy known as darkforce
- **Earth:** Moving soil, dirt, and rock; shaping it or altering its consistency
- **Electric:** Strengthening, weakening, redirecting, and otherwise altering the properties of electrical current
- **Fire/Heat:** Rapidly increasing the thermal properties of the environment, shaping existing flame, combusting materials
- **Gravity:** Intensifying or diminishing the hold the Earth's gravimetric field has on objects, shifting centers of gravity
- **Ice/Cold:** Rapidly decreasing the thermal properties of the environment, producing ice, freezing things



Elemental Control Powers (including Influence, Mastery, and Supremacy)

Elemental Control powers may be used in either action or reaction dice pools.

The ability to control the elements is a common power trait for super heroes. What exactly is meant by “elements” can vary from hero to hero. They aren’t necessarily elements in the periodic table sense, or the classical elements of air, fire, earth, and water—in many cases they’re more properly categorized as energy types or compounds.

For the purposes of the game, a material, energy, or substance being controlled is called an **element**. Each Elemental Control power trait must be specified, i.e., **FIRE**, **LIGHT**, **MAGNETIC**.

- ▶ **ELEMENTAL INFLUENCE D6** gives minor or basic control: extinguishing all the candle flames in a room; cooling the air in a room; shorting out household appliances.
- ▶ **ELEMENTAL CONTROL D8** gives significant local control: extinguishing a burning room; snap-freezing the air in a room; shorting out a building’s electrical system.
- ▶ **ELEMENTAL MASTERY D10** provides citywide control: extinguishing a burning skyscraper; freezing over a city street; bringing down a city’s power grid.
- ▶ **ELEMENTAL SUPREMACY D12** provides regional control: extinguishing a forest fire; freezing over Lake Michigan; rerouting the national power grid.



Elemental Control powers offer many opportunities for stunts; when tied together with SFX, they may be applied in dozens of ways. The basic rule of thumb is that the larger the die rating, the greater the scope of the power's control effect. **ELEMENTAL INFLUENCE D6** usually only extends to one or two types of effect, while **ELEMENTAL SUPREMACY** indicates unsurpassed manipulation of the controlled element.

Note that **MIND CONTROL** and other psychic powers aren't considered Elemental Control. The same is true for **SORCERY**, which is its own power trait type. Psychics or sorcerers often possess some of these elemental powers, of course; **KINETIC/TELEKINETIC CONTROL**, **FIRE CONTROL**, and **WEATHER CONTROL** are frequently psychic in nature.

Some Elemental Control powers might overlap with each other; it's possible to create frosty conditions using both **ICE CONTROL** and **WEATHER CONTROL**, though the former has more accuracy and depth than the latter. Similarly, Magneto's **MAGNETIC SUPREMACY** has been used before to alter electrical currents and other types of energy, though these are likely stunts rather than SFX. This sort of overlap is more likely at the **MASTERY** and **SUPREMACY** levels; **INFLUENCE** and **CONTROL** rarely allow the character to step outside the standard boundaries of those elements.

Elemental Control doesn't usually exist by itself in a Power Set. In order to properly represent the kinds of abilities that are associated with heroes with Elemental Control, these Power Sets also include powers like **ENERGY BLAST**, **FLIGHT**, or **SENSES**, and SFX like *Area Attack*, *Energy Absorption*, and *Multipower*.

COMMON ELEMENTS (CONTINUED)

- **Kinetic/Telekinetic:** Intensifying or diminishing the stored kinetic potential of objects, moving things around, holding them in place
- **Light:** Intensifying or diminishing the ambient light in the environment, creating bright flashes, forming holograms
- **Magnetic:** Strengthening, weakening, redirecting, or otherwise manipulating magnetic fields, affecting ferrous metals
- **Sonic:** Intensifying or diminishing the ambient sound in the environment, altering sound waves, mimicking noises
- **Technology:** Activating, shutting down, assembling, and manipulating technology or machinery from a distance; merging several existing machines together or creating hybrid technology
- **Weather:** Anticipating, directing, and manipulating local and regional weather patterns to create meteorological effects from rain and snow to wind and drought
- **Water:** Moving aqueous masses around, increasing or decreasing water volume and pressure, dehydrating a living target

Intangibility

INTANGIBILITY is usually used in reaction dice pools.

The hero is able to become less solid, either through reduced molecular density, shifting phase, or becoming fluid. The primary effect of this power trait is that passing through obstacles becomes much easier, and physical objects pass through the body.

- ▶ At **D6**, the power lets you mildly disperse your molecules, reducing the impact of some physical attacks and allowing you to slowly move through highly porous or permeable obstacles, such as chicken wire fences or barred gates.
- ▶ At **D8**, the power represents substantial fluidity or dispersal, giving you the power to seep through tiny holes in obstacles and reduce the impact of most physical attacks.
- ▶ At **D10**, the power makes you ghostlike or out of phase—you can walk through almost any physical obstacle other than super-high density substances, and your movements make very little noise. Physical attacks rarely affect you.
- ▶ At **D12**, the power makes you completely out of phase with reality, including even energy waveforms. You're essentially not even there.

INTANGIBILITY is a power trait often associated with Power Sets that describe transforming into liquids or, at low ratings, the ability to deform or compress your body. It's a close cousin to **STRETCHING** and is often included in the same Power Set. If the hero's Power Set represents molecular or dimensional phasing, powers like **FLIGHT** or **AIRWALKING** are common.

SFX that accompany Power Sets with **INTANGIBILITY** include being able to disrupt people or things by phasing or passing through them, and sharing your **INTANGIBILITY** with others.



Invisibility

INVISIBILITY is usually used in reaction dice pools.

The hero is able to make herself unable to be seen, whether through the bending of light waves, high-tech chameleon technology, or shifting out of phase with this dimension.

- ▶ At **D6**, the power blurs or obscures your visual image; it's often limited to obscuring your image in mirrors or electronic surveillance, or in situations where vision is already impaired, such as at night. It may also be a psychic field that makes others pay less attention to you, even though you're still visible.
- ▶ At **D8**, you are concealed to a greater degree, such as with chameleon-like blending, ghost-like transparency, or psychic misdirection. While still visible to others if they focus, you've got the equivalent of a stealth field.
- ▶ At **D10**, the power renders you completely invisible to standard visual means. You can move around without being noticed, and you don't leave a shadow or other signs of being there. Certain spectrums of visual detection may spot you, such as infrared or dimensional locators.
- ▶ At **D12**, you are impossible to detect with any visual-based sense. You never show up on any device, and likely don't even give off energy signatures of any kind.

Depending on how this is defined within a Power Set, *INVISIBILITY* may be psychic- or physics-based. If it's psychic-based, that affects how others might detect the hero. If it's physics-based, sometimes all you need to do is to turn up the sound detection to realize an invisible hero is nearby. This power trait when combined with others like *INTANGIBILITY* or *FLIGHT* can essentially make the hero a phantom or apparition.



Mimic

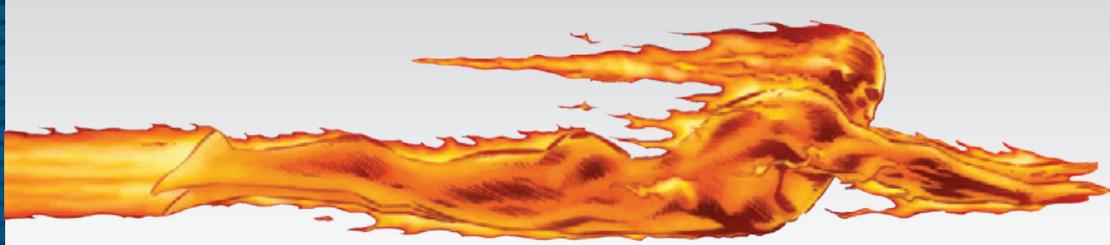
MIMIC may be used in both action and reaction dice pools.

This isn't the ability to change shape into other forms or look like other people—that's *SHAPESHIFTING*. *MIMIC* is the ability to copy or even steal powers from others. It may also be used to represent a hero who has no fixed powers but instead spontaneously creates them as the need arises.

In order to manifest a power, the hero must create an asset with an action using this power's die. Sometimes, the hero must physically touch or cause stress to the target; in other cases, the hero can just develop a power. The description and SFX usually define how this works. The asset created serves as the power trait in the short term.

MIMIC's die rating directly corresponds to the ability of the hero to effectively copy or mimic another power. Regardless of which power the hero attempts to mimic or the effect die chosen, the scope and extent of the copied power is limited by *MIMIC*'s die rating. If you want to copy or steal *FLIGHT* as a power and only have *MIMIC D8*, you won't be capable of supersonic speed. You might have a **D12** asset being used to represent *FLIGHT* and roll that die into any actions or reactions, but the actual speed won't be *GODLIKE*.

Heroes with *MIMIC* usually have a number of SFX and Limits that refine the power. They may also have other powers in their Power Set, such as *SHAPESHIFTING*, that extend the ability of the hero to copy others.



Movement Powers (Speed/Flight/Swingline/Airwalking/Burrowing/Leaping/Swimming)

Movement power traits are usually used in action dice pools.

Movement powers confer the ability to move at greater than human speed. **SPEED** is ground or surface travel, while **FLIGHT** is air or space travel. The actual speed each die rating represents differs between **SPEED** and **FLIGHT**.

- ▶ At **SPEED D6**, you can run as fast as the world's fastest humans; **FLIGHT D6** is the speed of a hawk or news chopper.
- ▶ At **ENHANCED SPEED D8**, you can run at the speed of a horse; with **SUBSONIC FLIGHT D8**, you can fly as fast as a missile or passenger airliner.
- ▶ At **SUPERHUMAN SPEED D10**, you're faster than a bullet train; with **SUPERSONIC FLIGHT D10**, you can fly as fast as a jet fighter.
- ▶ At **GODLIKE SPEED D12**, you can travel around the world in moments; **SPACE FLIGHT D12** permits swift interplanetary travel.

Other Movement powers appear in Power Sets, too. **SWINGLINE**, **AIRWALKING**, **BURROWING**, **SWIMMING**, and so forth are all Movement powers. They generally operate at the same speed as the **SPEED** power trait, but how and when they might be used differs. **SWINGLINES** let Spider-Man and Daredevil swing through city streets above the traffic, giving them access to areas others don't have; **BURROWING** is something Moloids can do that surface-dwellers can't. **LEAPING** describes traveling large distances with mighty bounds or spring-like steps. **SWIMMING** is being able to move through water as fast as—or faster than—an Olympic medalist.

One Movement power, **TELEPORT**, gets its own entry—it doesn't actually represent traveling but rather crossing distances without Movement at all.

Movement powers are often included in Power Sets together with **REFLEXES** or **STAMINA**, but not always. Similarly, **STRENGTH** and **LEAPING** are often found in the same Power Set. They're most often used to guide how quickly and in what ways someone can get to places. Creating stunts with Movement powers factor in the velocity and speed of the power more than, say, the reaction time or endurance of the hero.

Movement powers that explicitly allow travel in specific environments are assumed to include the ability to survive in those environments at or beyond the **D8** level. So, **ENHANCED SWIMMING D8** affords an air supply or the ability to breathe underwater, while **SUBSONIC FLIGHT D8** means you don't suffer the negative effects of high velocity. If you have **SPACE FLIGHT**, you're not worried about the vacuum of space.



Psychic Powers (Mind Control/Telepathy/Animal Control/Plant Control)

Psychic power traits are usually used in action dice pools.

Psychic powers are powers that affect or influence other minds, although most people don't include plants as minds. The two most common are **MIND CONTROL** and **TELEPATHY**. **Psychic powers are used to create complications on their targets.** If the complication is stepped up beyond **D12** and the target is "stressed out" then your effect is total. Until then, the target gets a chance to resist it or fight it off, with the complication making things tough for them. To cause mental or emotional stress, use **PSYCHIC BLAST** instead.

MIND CONTROL relies on planting suggestions, influencing perceptions, and altering behavior—it's **getting people to do what you want**, especially when they wouldn't otherwise. A complication you create with **MIND CONTROL** (such as **FIGHT YOUR FRIENDS!** Or **LET US IN!**) hinders your target if he resists or tries to oppose what you want him to do. If he goes along with it, even if you haven't stepped the complication past **D12**, the complication doesn't pose any problem for him.

- ▶ At **D6**, you can push the target to do something he was inclined to do already, such as buy something he likes or make advances on someone he's attracted to. You can also intensify his senses to a degree—making the room seem colder, a smell seem stronger, or other mild effects.
- ▶ At **D8**, you can override the target's impulse control, remove inhibitions, or provoke irrational behavior. You can make him see, smell, or hear things that aren't there for short periods, enough to distract him.
- ▶ At **D10**, you can take over the target's motor control and movements, create vivid and believable hallucinations that last for hours, or cause him to go against his core beliefs for a short time.
- ▶ At **D12**, you can completely possess the target, create entire fictional universes within his mind, and permanently alter his beliefs or perceptions.

TELEPATHY is **making contact with other minds** for the purposes of communication, although it also allows reading surface or deeper thoughts, anticipating actions, and sharing or altering memories. A complication you create with **TELEPATHY** might hinder your

target if he's trying to block you out, screen his thoughts, or remember something you've made him forget. Much of the time you won't need to roll this power, especially if it's used on willing targets. If the target isn't willing, you need to "stress out" your target with the complication before you can pull out the information you want.

- ▶ At **D6**, you can maintain a link with another mind with some effort, using the link to talk or share thoughts.
- ▶ At **D8**, you can read surface thoughts, emotions, and share one or two senses (like sight and hearing), as well as link a half-dozen minds together for communication.
- ▶ At **D10**, you can probe minds for memories, thoughts, and instincts, create persistent mental links among large groups of people across great distances, and even block or influence a specific target's memories.
- ▶ At **D12**, you can remain in constant communication with vast numbers of people, skim the surface thoughts of everyone on the planet, and implant entirely new life histories within specific minds.

ANIMAL CONTROL is used to make animals do what you want, though how this happens can vary. **PLANT CONTROL** is the same, only with vegetable matter. These powers, while psychic in nature, are really a kind of Elemental Control, with the die rating representing the scope and power of the control. At **D6**, your influence and ability to connect with animals or plants is limited to nudges or suggestions; at **D12**, you have supremacy over all animal or plant life, and you may even be connected directly to the living web of life on the planet.



Reflexes

REFLEXES may be used in either action or reaction dice pools.

The hero has a greater response time, physical agility, and aim than an average human.

- ▶ **ENHANCED REFLEXES D8** represents two to three times the normal human response time and hand-eye coordination.
- ▶ **SUPERHUMAN REFLEXES D10** indicates as much as ten times the response time and coordination of an ordinary human.
- ▶ **GODLIKE REFLEXES D12** confers the ability to react as if the world around you had slowed to a crawl; you have lightning-fast hand-eye coordination.

Many heroes with a **REFLEXES** power also have Movement powers, although they are not synonymous. Quicksilver has **GODLIKE REFLEXES** and **GODLIKE SPEED**, while Daredevil has **ENHANCED REFLEXES** and no Movement power trait. It's more common to have both when the **REFLEXES** power trait is rated at **SUPERHUMAN** or **GODLIKE**.

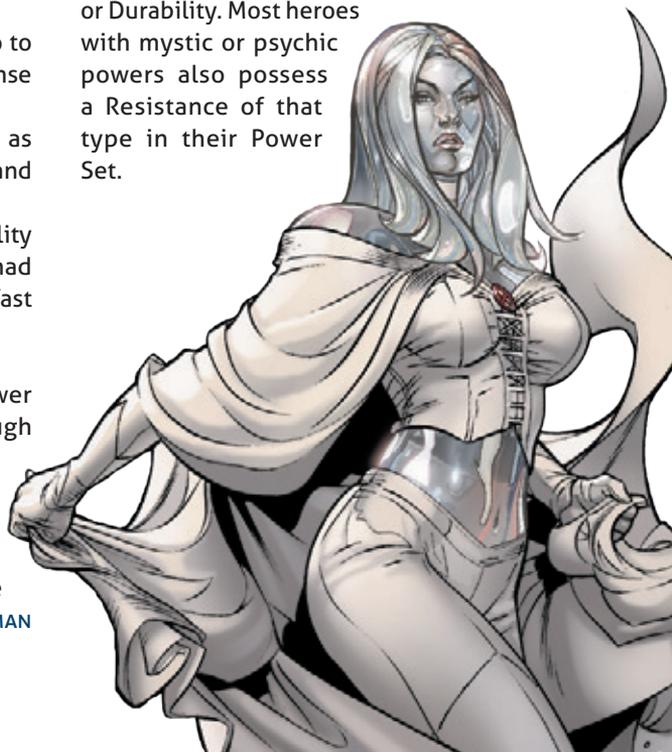
Resistance Powers

Resistance power traits are almost always used in reaction dice pools.

The hero is resistant to types of harm or attack that most people have no defense against. It could be innate or provided by equipment or gear. The most common types are **MYSTIC RESISTANCE** and **PSYCHIC RESISTANCE**. Other Resistance powers are provided by **DURABILITY** or show up as SFX for a Power Set (such as being immune to toxins or disease).

- ▶ A **RESISTANCE D6** is slight, but still more than any normal person would have.
- ▶ A **RESISTANCE D8** is enough to turn aside most standard attacks of this type.
- ▶ A **RESISTANCE D10** gives substantial defense against most attacks of this type.
- ▶ A **RESISTANCE D12** represents near-invulnerability to attacks of this type.

These power traits are similar to Durability in that they provide resistance or protection from harmful or damaging attacks. SFX may also provide protection against specific types of attack, on top of whatever protection is given by a Resistance or Durability. Most heroes with mystic or psychic powers also possess a Resistance of that type in their Power Set.



Senses

SENSES may be used in either action or reaction dice pools.

The hero's senses are more acute, keen, or developed than a normal human.

- ▶ **SENSES** at a **D6** rating are usually additional senses that might be brought in, like **CYBERNETIC SENSE** or **MYSTIC SENSE**, mostly to give you other ways to pick up on information.
- ▶ **ENHANCED SENSES D8** represent extraordinary levels of awareness, closer to those of predatory animals.
- ▶ **SUPERHUMAN SENSES D10** reach beyond nature, offering incredible levels of awareness.
- ▶ **GODLIKE SENSES D12** touch upon cosmic threads of information and perception.

It's more or less assumed that most people have **SENSES** at the **D6** level, and that if you ever need to roll it, you'd just use a Push die. For this reason, **SENSES D6** is primarily descriptive. In some Power Sets, extraordinary senses outside of the normal human types are actually SFX, such as Spider-Man's *Spider-Senses* and Daredevil's *Radar Sense*. This is because those abilities build on those heroes' **SENSES** power traits to give them a means of rerolling dice in their pool. Iron Man's **CYBERNETIC SENSES** on the other hand give his player a means of including computer network access in a dice pool even when Tony Stark doesn't have normal access.

These power traits don't specify which senses are heightened. In the game, this is left up to individual character description. For the most part, Marvel characters with a **SENSES** power enjoy heightened awareness across the spectrum, at least in terms of acquiring information from their immediate environment.



Push Dice
p. OM11



Shapeshifting

SHAPESHIFTING may be used in either action or reaction dice pools.

Being able to alter the way you look or to take on the form of something else is a great stealth power; the best example in the Marvel Universe is the race of Skrulls. It can also represent the use of magic to disguise one's appearance, as Loki does, or the power to transform into non-human shapes, like certain transforming robots or battle suits.

- ▶ At **D6**, you can make minor changes to your facial features or aspects of your appearance, but not enough to closely mimic anyone in particular.
- ▶ At **D8**, you can take on the external form of someone else, fooling most onlookers and passing as the person you're imitating. You may also be able to take on the external form of an animal or other living creature.
- ▶ At **D10**, you may fully shift into another living physical form or shape, even down to the cellular level, fooling scientific instruments, extraordinary senses, and so on. Non-living shapes will still register as being organic.
- ▶ At **D12**, you may shapeshift into anything—living and non-living forms—fooling even cosmic senses. For all intents and purposes, you become that other thing.

SHAPESHIFTING can be used to acquire things a hero doesn't normally have access to, such as claws or wings. These can either be represented by stunts, thus having limited use, or by assets, which might be extended with PP. If the hero regularly creates wings or claws, they're probably represented by other power traits in the Power Set. Hulkling, for instance, shapeshifts wings all the time, but he has **FLIGHT** as a power trait to avoid having to create them as a stunt or asset. A hero might also have the **MIMIC** power, giving him the ability to copy other powers, instead of or together with **SHAPESHIFTING**.

SHAPESHIFTING is often in a Power Set with **STRETCHING**, with size-changing powers like **GROWTH** or **SHRINKING**, and with physical enhancement powers like **DURABILITY**, **STAMINA**, or **STRENGTH**.

If a hero only ever shapeshifts into one form, he probably doesn't have this power. Instead, his Power Set would include powers that describe his other form (such as **DURABILITY** or **REFLEXES**), and a Limit that shuts down these powers when he's not in the alternate form.

Size-Changing Powers (Growth, Shrinking)

Size-changing powers may be used in either action or reaction dice pools.

With these powers, the hero may grow or shrink in size. This is often through the use of the so-called Pym Particles that shunt mass into and out of the Kosmos dimension, but there are other ways of changing size in the Marvel Universe, such as mystic spells or gathering more mass from your environment.

- ▶ At **D6**, you can bulk up considerably (**GROWTH**) or compress your mass tightly (**SHRINKING**). This doesn't change your overall height or weight so much as it represents being able to snap out of or slip from restraints, fit into cramped spaces, or look somewhat more menacing.
- ▶ With **GROWTH D8**, you can grow to at least fifteen feet, more than doubling in size. With **SHRINKING D8**, you can reduce your size to that of a doll or small animal.
- ▶ With **GROWTH D10**, you can grow to the size of a building, upwards of a hundred feet, dwarfing all around you. With **SHRINKING D10**, you can become insect-sized.
- ▶ With **GROWTH D12**, you can become truly massive, perhaps without limit, almost a geographic formation of your own. With **SHRINKING D12**, you can become microscopic, able to pierce through the barrier into the Microverse.

Size-changing powers are used when you think that being really big or really small could be helpful in a dice pool or let you change the situation in a Scene. They are almost always included in a Power Set with other power traits—**GROWTH** with **STRENGTH**, **DURABILITY**, or **STAMINA**; **SHRINKING** with **REFLEXES**, **FLIGHT**, and **SENSES**. You can't use both Size-changing powers at the same time—it makes no sense to roll both **GROWTH** and **SHRINKING**. Most Power Sets with these powers have a shutdown Limit that makes the associated power traits shutdown at the same time as the **GROWTH** or **SHRINKING**. In other words, if you have **SUPERHUMAN STRENGTH** and **SUPERHUMAN DURABILITY** while you're a giant, shutting down **GROWTH** will shut those down also.

Is it easier for opponents to hit you when you're fifty feet tall? Are you less of a target when you're the size of an ant? With these powers, ensure that there's a Limit in your Power Set to handle the former (*Huge*: Earn

1 PP when your **GROWTH** becomes a complication for you) and just use your die in a reaction to handle the latter (that **SHRINKING D10** sure helps avoid danger!).



Sorcery

SORCERY may be used in either action or reaction dice pools.

The hero can alter or change magical fields or channel power from other dimensions to affect change in this one.

- ▶ With **SORCERY NOVICE D6**, you can achieve the equivalent of parlor tricks, prestidigitation, and conjuring without having the stage magic equipment to do it. Nothing more than pulling out long scarves, lighting a candle with a snap of the fingers, or concealing doves in a cage.
- ▶ With **SORCERY ADEPT D8**, you have genuine powers of summoning and controlling mystic forces—usually to create constructs and illusions, commune with other dimensions, and invoke changes in the laws of physics.
- ▶ With **SORCERY MASTERY D10**, you have great mystical powers, channeling power into longer lasting constructs or objects, bending the laws of physics, and dispelling the magical works of others.
- ▶ With **SORCERY SUPREMECY D12**, you can draw on world-shattering mystic power to affect far-reaching changes, bring things to and from other dimensions, and empower mystical objects or creatures of frightening strength.

SORCERY is a trait that may seem confusing or too powerful, but it's really just another form of Elemental Control. The descriptive nature of Sorcery makes for flashy effects and interesting stunts, assets, and complications, but the power itself should not be any more potent than others. It's included in Power Sets with many other power traits that represent specific magical effects, from **MYSTIC BLAST** and **FLIGHT** to **STRENGTH** and **TELEPORT**. **SORCERY can't usually inflict stress on its own** but it can create assets and complications.

In the Marvel Universe, magic is often defined as coming from three sources: the invocation of beings of great power, tapping the ambient mystical forces in the world, and the magician's own psychic resources. This power trait, combined with others in a Power Set, usually takes care of the first two. Note that the **MYSTIC** Specialty allows for other avenues into occult lore, including rituals, items of power, and knowledge. Heroes with **SORCERY** usually have this Specialty.





Stamina

STAMINA is almost always used in recovery dice pools.

The hero has increased endurance and staying power, as well as recuperative ability and resistance to fatigue or toxins.

- ▶ **ENHANCED STAMINA D8** indicates faster than normal healing and recovery, resistance to minor diseases, and the ability to perform at maximum effort for an hour or more.
- ▶ **SUPERHUMAN STAMINA D10** allows for rapid recovery from injury, resistance to most terrestrial diseases or toxins, and the ability to operate at maximum effort for several hours.
- ▶ **GODLIKE STAMINA D12** indicates extremely rapid recovery from even near-fatal wounds or trauma, resistance to even extraterrestrial diseases, and almost limitless ability to operate at maximum effort.

Although *STAMINA* finds the most use in recovery, it can also be used in reaction dice pools against attacks that target a hero's endurance or staying power, or that try to induce paralysis, sleep, or fatigue. If a hero is trying to hold his breath or some other more active effort, you might use *STAMINA* in the action dice pool.

STAMINA extends the hero's lifespan, too, if that ever comes into question, though it won't necessarily prevent aging so much as keep the effects of aging from slowing the hero down. Heroes with a *STAMINA* power are more resistant to chemical substances like drugs, alcohol, and caffeine; no matter how much Wolverine drinks, he never actually gets drunk.

Strength

STRENGTH is almost always used in action dice pools.

The hero has strength and muscular power beyond that of a normal human.

- ▶ **ENHANCED STRENGTH D8** allows you to turn over cars, break through solid barriers, and bend ordinary iron bars.
- ▶ **SUPERHUMAN STRENGTH D10** allows you to lift and throw vehicles, smash through stone and metal, and tear apart most barriers.
- ▶ **GODLIKE STRENGTH D12** confers the power to hurl objects into orbit, push over tall buildings, and demolish most structures.

This is one of the most common superpowers, and represents everything from mutant-enhanced musculature to high-tech powered armor. As with many power traits, it's often assumed to just work if there's nothing challenging the hero, or if using *STRENGTH* is part of the description of an action (like ripping a telephone pole out of the ground to smash a tank). It's usually, though not always, included in a Power Set with *DURABILITY*, often at a different die rating. It may also be used with *LEAPING*, representing the use of *STRENGTH* to leap great distances.

If the *STRENGTH* is only in one limb or otherwise limited to specific conditions, this is just part of the Power Set's definition. There's usually no reason to worry about Misty Knight only having **SUPERHUMAN STRENGTH D10** in her bionic right arm unless the situation specifically talks about needing strength in the legs or the left arm.



Stretching

STRETCHING is usually used in action dice pools.

The hero is able to elongate or increase the length of his limbs or other body parts, often to great distances. In some cases this is through prosthetic devices like Doctor Octopus' robotic tentacles, although in other cases it's a metamorphic ability like Mr. Fantastic's elastic body.

- ▶ At **D6**, you can reach across a normal room or access high places. It's the equivalent of having double the usual reach with arms or legs.
- ▶ At **D8**, you can reach across a street, up the side of a building, or down an elevator shaft.
- ▶ At **D10**, you can stretch to considerable distances, several city blocks away. You can clear buildings, rivers, or wide ravines with your elongated legs and arms.
- ▶ At **D12**, you can reach ridiculous distances, perhaps without limit—across lakes, oceans, and even into orbit—although the further you stretch the less you're able to make use of your limbs.

STRETCHING can be used much like a Movement power (long legs make travel easier), defensively (an elastic body can mitigate a lot of damage), or an offensively (a punch hurled across a street can hurt). While the way the Power Set is defined should inform how it's used, **STRETCHING** is primarily a means of extending reach and access. Stretching is often coupled with powers like Durability, Intangibility (at low ratings), Growth, Strength, Reflexes, Shapeshifting, and even Elemental Control.

SFX included in a Power Set with Stretching include *Area Attack*, *Grapple*, and *Versatility*.

Teleport

TELEPORT may be used in action or reaction dice pools.

The hero may travel from one point to another instantaneously. Usually, no actual distance is traveled; the hero just vanishes from one place and appears in another. The power rating informs the distance that's possible.

- ▶ At **D6**, you can blink in and out of place in a single location, crossing a room or a gap between buildings, effectively eliminating the need to walk. Line of sight is usually required.
- ▶ At **D8**, you can teleport across several miles, such as from place to place in a metropolitan area or, by taking multiple jumps, from one city to another.
- ▶ At **D10**, you can travel around the world in single or multiple jumps, and perhaps as far as the moon.
- ▶ At **D12**, you can travel across vast distances, even to other planets or galaxies.

Depending on the nature of the power (sorcery, technology, mutant, etc.), the way **TELEPORT** works can vary greatly. If the teleportation is through manifested portals or wormholes, this might affect the SFX used in the Power Set. In some cases, the teleportation is limited to the extreme ranges of the die rating; the mutant Lila Cheney has **TELEPORT D12** but can only use it to travel intergalactic distances.

At the **D10** and **D12** rating, you can choose to have the power *only* allow travel to other dimensions or other worlds; travel between locations on Earth in such instances would be a stunt.

Some heroes with this power may use it to grab people and teleport them, either going along with you as a passenger or by making portals to send them away. This is represented best with SFX or by using the power with a stunt as part of an attack. Nightcrawler of the X-Men frequently uses this kind of stunt.

Transmutation

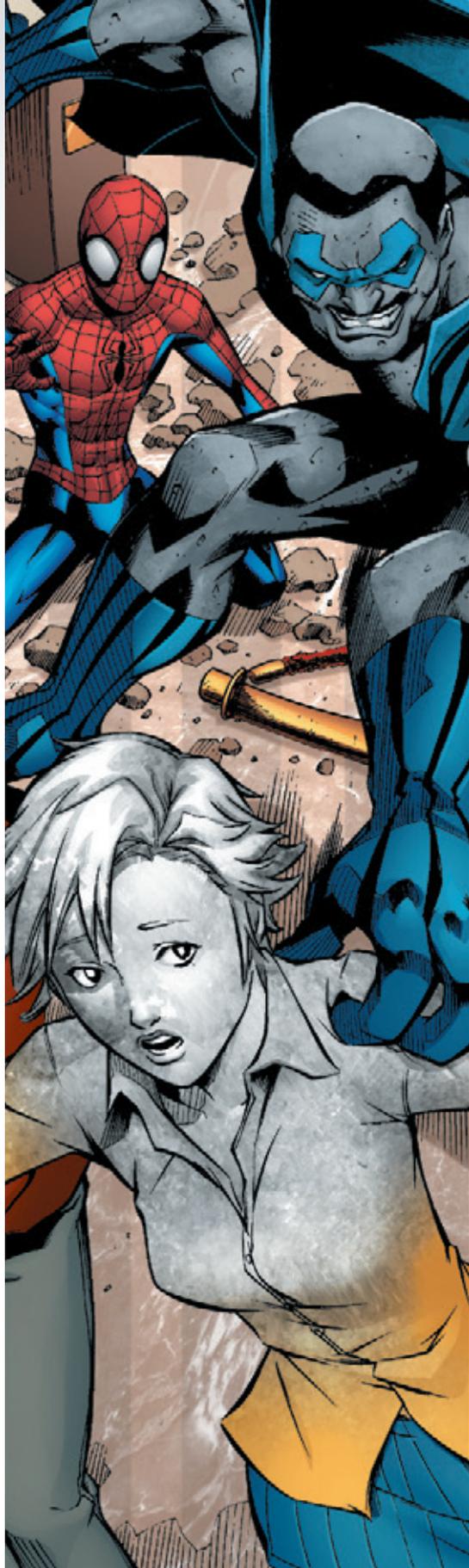
TRANSMUTATION is usually used in action dice pools.

The hero has the power to transmute one substance to another. This is known to mystics as alchemy and to scientists as matter alteration; the specific details may vary.

- ▶ At **D6**, you can affect the integrity or cohesion of a target, causing it to soften or harden, perhaps degrade or take on other qualities, but not actually change into another substance.
- ▶ At **D8**, you can alter the properties of a non-living target to make it solid, liquid, or gas, or change it from one kind of solid, liquid, or gas to another.
- ▶ At **D10**, you can operate on the chemical or elemental level and can change one substance, living or nonliving, into another. Stone can be made flesh, water can be transmuted into oil, and so on.
- ▶ At **D12**, you can change any object or item into another, regardless of its original substance, shape, or qualities.

TRANSMUTATION is very powerful and, as such, typically doesn't confer long-lasting effects. Most *TRANSMUTATION* actions create assets or complications that represent the change in quality. The power can be used to inflict stress, too—such as a disintegrator ray—but unless the target is stressed out, the effect isn't complete or permanent. Usually, the die rating of the power also informs how well it can alter a target with Durability or Resistance.

TRANSMUTATION is often found in Power Sets with Elemental Control, *SHAPESHIFTING*, *STRETCHING*, or some kind of Attack power. If the hero is able to transmute or change himself into different forms of matter, this is best represented by *SHAPESHIFTING* or physical powers like *DURABILITY* or *STRENGTH*, with the actual elemental change being descriptive.



POSSIBLE TRIGGERS INCLUDE THE FOLLOWING:

- Spend 1 PP
- Shutdown a power trait
- Add a die to the doom pool
- Step back a die
- Take a specific action
- Do some other thing

THE BENEFITS FROM SFX INCLUDE ONE OR MORE OF THE FOLLOWING:

- Step up a die
- Double a die (add another die of the same size)
- Add a die (usually a D6)
- Keep an effect die
- Recover (i.e., eliminate) stress
- Reroll your dice

SPECIAL EFFECTS

Power Sets are more than just power traits, because even two heroes with the same basic set of powers may use them differently. To represent these cool personalized tricks, every Power Set includes one or more **special effects (SFX)**. Spider-Man and Luke Cage both have **SUPERHUMAN STRENGTH D10** in their Power Sets, but Luke's also got the *Area Attack* SFX while Spider-Man does not. SFX differ from stunts in that they allow you to do something you otherwise wouldn't be able to do with an action or reaction, or they give you some kind of narrative benefit coupled to a trigger.

SFX are presented as **do A to get B** or, to get technical, **use trigger to get benefit**. The trigger is the part of the SFX description that tells you what you need to do in order to enjoy the benefit of the SFX.

SFX always have a cost of some kind, represented by the trigger. Some SFX may seem as if they're more or less "expensive" than others, but usually there's an additional narrative restriction that keeps things fair and square.

I'm playing Beast and my **BESTIAL MUTANT** Power Set has two SFX: *Claws & Fangs* and *Oh My Stars and Garters!* The latter one reads: "Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die." The trigger for this SFX is the PP cost, and the benefit is being able to use a doom die as an asset and then put it back in the doom pool as a smaller die. Wolverine has a similar SFX in his **WEAPON X PROGRAM** Power Set called *Berserk*, which lets him use a doom die in his actions, but instead of spending PP he has to step up the doom die before returning it.

Unless otherwise stated, SFX aren't tied to specific power traits. They are connected primarily to the Power Set itself and therefore represent expressions of that Power Set's theme. You don't necessarily need to use a power trait from the SFX's Power Set in order to benefit from the SFX, but you should always include that Power Set as part of the description of your action or reaction. And, of course, if the SFX says it's connected to the use of a power trait, you should be using that power trait.

I'm playing Beast and my *Oh My Stars and Garters!* SFX lets me borrow doom dice to use as an asset. There's no specific power trait connected to this—it's just part of being able to briefly turn a bad situation around to Beast's advantage due to his bestial talents and smart thinking. On the other hand, Cyclops' *Versatile* SFX is directly connected to his **FORCE BLAST** power trait, representing his ability to be resourceful with his optic blasts.

Shutdown

One trigger that's also used in Limits is the **shutdown**. This is almost always connected to either a power trait or, occasionally, a Power Set. When you shutdown a power trait or Power Set, you can't use it until the recovery condition is met. Sometimes this requires you to **activate an opportunity** (spend a PP when the Watcher rolls a 1) or **take an action** (using up your turn in the action order).

Shutdown traits may also be recovered during Transition Scenes, just like stress. Add the power trait's die rating (or the highest power trait in the Power Set, if the Power Set is shutdown) to the hero's dice pool, together with appropriate Distinctions, Affiliation, and powers from other Power Sets if applicable. The Watcher opposes with the doom pool and any other kinds of stress or complication. If the effect die is equal to or greater than the power trait's die rating, the power is recovered and no longer shutdown. If the effect die is smaller than the power trait's die rating, the power is recovered but stepped back by one until another recovery effort during a Transition Scene or until the Limit's usual recovery condition is met.

Iron Man's POWERED ARMOR Power Set has the following SFX: "Boost. Shutdown highest rated WEAPONS PLATFORM or POWERED ARMOR power to step up another POWERED ARMOR power by +1. Activate an opportunity to recover power." This means that if I'm playing Iron Man I can choose to shutdown one of my WEAPONS PLATFORM powers (like FLIGHT D10) and step up another power trait, like SUPERHUMAN STRENGTH D10. This gives me SUPERHUMAN STRENGTH D12 for the rest of the Scene or until the Watcher rolls an opportunity and I activate it with a Plot Point, thus regaining use of the shutdown power. I can also attempt to recover the power during a Transition Scene. If I go with the latter, I add the D10 for the power I shutdown to my dice pool, but the Watcher also uses it in the dice pool opposing me.



EXAMPLES OF SPECIAL EFFECTS

There are a number of SFX that frequently show up in hero datafiles. These are listed below, with some general guidelines for when they might be included and why. Substitute the words in ALL CAPS for actual traits or types when used in a Power Set. You'll find more SFX examples in the hero datafiles included in any Event book. SFX may be renamed (or "reskinned") where necessary, to inject a little individual flavor into the Power Set.

Absorption

On a successful reaction against a TYPE OF ATTACK action, convert your opponent's effect die into a POWER SET stunt or step up a POWER SET power by +1 for your next action. Spend 1 PP to use this stunt if your opponent's action succeeds.

- ▶ This is an example of something that might otherwise be represented with a power trait but that works best as SFX, e.g., *Energy Absorption* or *Kinetic Absorption*.
- ▶ Usually included in a Power Set with Elemental Control powers, Attack powers, STRENGTH, or REFLEXES.

Afflict

Add a D6 and step up your effect die by +1 when inflicting TYPE complication on a target.

- ▶ Usually appears in Power Sets that represent gear, grappling, entangling, etc.
- ▶ The type of complication is usually connected to the Power Set. Spider-Man's *Grapple* is web-based, for example.

Area Attack

Add a D6 and keep an additional effect die for each additional target.

- ▶ Frequently included in Power Sets with STRENGTH, Attack powers, or Elemental Control powers.
- ▶ Useful against mobs (similar opponents grouped together as a single threat).
- ▶ Rolling opportunities on an *Area Attack* action generally causes collateral damage, represented by the doom pool getting bigger.

Berserk

Add a die from the doom pool to one or more attack actions. Step up the doom pool die by +1 for each action; return it to the doom pool when you're done.

- ▶ Variations include a PP cost, but the doom die is stepped back by -1 when it's returned. This is a good SFX for rage-based characters.

Boost

Shutdown your highest rated POWER SET power to step up another POWER SET power by +1. Recover power by activating an opportunity or during a Transition Scene.

- ▶ Great for Power Sets that represent powered armor, cybernetics, or robotic systems.

Burst

Step up or double a POWER TRAIT die against a single target. Remove the highest rolling die and add 3 dice for your total.

- ▶ Usually appears in Power Sets that represent gear. For heroes with a lot of Specialties, this supports the extra dice Specialties often add.
- ▶ Represents a wide spread of attack, or ricocheting the attack from one or more surfaces and thus around corners, obstacles, and so on.

Constructs

Add a D6 and step up your effect die by +1 when using POWER SET to create assets.

- ▶ Usually included in Power Sets that represent control over substances, the ability to summon things, etc. Compare with *Grapple*, which is used to create complications.

Counterattack

On a reaction against a STRESS TYPE attack action, inflict STRESS TYPE with your effect die at no PP cost or spend a PP to step it up by +1.

- ▶ Used in Power Sets that represent being able to surround yourself with or transform yourself into an energy form. Also works for spiked armor, acidic skin, etc. (physical stress); psychic booby traps (mental stress); or empathic fields (emotional stress).

Dangerous

Add a **D6** to your dice pool for an attack action and step back highest die in pool by -1. Step up STRESS TYPE inflicted by +1.

- ▶ Included in Power Sets as *Claws & Fangs* or *Belt of Strength* or when representing some dangerous use of the character's abilities.

Focus

If a pool includes a POWER SET power, you may replace two dice of equal size with one die +1 step larger.

- ▶ Great for heroes who have a lot of Specialties or whose Power Sets represent skill, training, or conditioning.

Healing

Add POWER TRAIT to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's STRESS TYPE or step back your own or another's TRAUMA TYPE by -1.

- ▶ Depending on the stress type that it recovers, this might represent psychic healing, chi healing, empathic healing, or spiritual aura.

Immunity

Spend 1 PP to ignore stress, trauma, or complications from SPECIFIC ATTACK TYPE(S).

- ▶ Attack types include poisons, disease, psychic attack, magical attack, electricity, radiation, and so forth.

Invulnerable

Spend 1 PP to ignore STRESS TYPE or TRAUMA TYPE unless caused by SPECIFIC ATTACK TYPE.

- ▶ Similar to *Immunity* but restricted to a specific type of stress or trauma and with an exception for a specific attack type.

Multipower

Use two or more POWER SET powers in a single dice pool at -1 step for each additional power.

- ▶ Usually appears in Power Sets with several power traits and when the hero has no other Power Sets.
- ▶ Step back only the power dice that you include, not all of the dice in the dice pool.



Second Chance

Spend 1 PP to reroll when using any POWER SET power.

- ▶ Good for Power Sets that represent luck, fortitude, or chance.

Second Wind

Before you make an action including a POWER SET power, you may move your STRESS TYPE die to the doom pool and step up the POWER SET power by +1 for this action.

- ▶ Almost always appears in a Power Set with the **STAMINA** power trait. Variations might work with emotional or mental stress and be tied instead to another power trait.

Unleashed

Step up or double any POWER SET power for one action. If the action fails, add a die to doom pool equal to the normal rating of your power die.

- ▶ Pairs well with power traits that are at the **D8** or **D10** rating.
- ▶ Represents a hero or villain who typically maintains strict control over his own powers and sometimes cuts loose.

Versatile

Split POWER TRAIT into 2d at -1 step, or 3d at -2 steps.

- ▶ Usually appears in Power Sets with power traits rated **D10** or **D12** and when the hero has no other Power Sets.
- ▶ Dice that result from *Versatile* are each considered separate power trait dice for the purposes of other SFX that step up or step back the power.



LIMITS

Every Power Set has at least one **Limit**. Some have more than one. Limits exist for two reasons. One is because a hero is nothing without his flaws and weaknesses, and most Marvel super heroes have an Achilles' Heel, even if it's just that their powers wear them out! The other reason is that Limits provide the player with a way to quickly gain more Plot Points or affect the story in an interesting way.

Players aren't the only people at the table who can activate a Limit. The Watcher may also spend doom dice from the doom pool to activate them, under certain circumstances. This doesn't earn the player a PP, so **the option to activate a Limit is always given to the player first**. If the player decides not to, the option then goes to the Watcher.

Limits are much like SFX except their effects are usually negative. Limits should make life difficult for the hero. Sometimes a power trait or even an entire Power Set is shutdown (see page OM89). Other Limits create a situation similar to a complication or stress.

Limits might also represent occasions or conditions that affect the hero more than they otherwise would. Power Sets with Limits like this usually have some other Limit to make up for the rare or unusual situations the Limit operates under.

I'm playing Cyclops, a mutant member of the X-Men. All mutants have the *Mutant Limit*: "Earn 1 PP when affected by mutant-specific Milestones and tech." This doesn't come up too often, but when it does, Cyclops is subject to increased stress or other problems, though I get a PP as a bonus. I also have the *Ruby Quartz Visor Limit* which works on the idea that my special visor keeps my power from going out of control.



EXAMPLES OF LIMITS

Some Limits, like *Mutant* or *Conscious Activation*, are fairly common, while others are quite specific to the Power Set they're part of. Here are a few of the standard Limits that appear on datafiles. For more Limit examples, review the hero datafiles published with Events. Just like SFX, you can rename Limits to suit the Power Set they're attached to.

Conscious Activation

If stressed out, asleep, or unconscious, shutdown POWER SET. Recover POWER SET when stress is recovered or you awake. If TRAUMA TYPE is taken, shutdown POWER SET until trauma is recovered.

- ▶ This Limit is common when the hero's powers stop working if the hero is unconscious, incoherent, or otherwise stressed out. It usually only applies to a specific type of trauma, such as physical or emotional.

Exhausted

Shutdown any POWER SET power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

- ▶ This Limit is straightforward and to the point. The hero gets tired, and one of his powers stops working. Note that it isn't the whole Power Set but only specific power traits.
- ▶ Alternatives to this include *Daredevil's Overstim*, *Iron Man's Power Surge*, and *Ms. Marvel's Overload*. Each presents a situation where the power trait just shuts down and takes time to recover.

Gear

Shutdown POWER SET and gain 1 PP. Take an action vs. doom pool to recover.

- ▶ This Limit represents a piece of equipment or other powered item that, if lost or stolen or knocked away, shuts down the hero's use of it. Good examples are Captain America's shield, *Daredevil's* billy club, and Thor's hammer.
- ▶ Recovery is by taking some kind of action to get the gear back, reset it, fix it, or otherwise recover it. The Watcher rolls the doom pool in opposition.

Growing Dread

Both 1 and 2 on your dice count as opportunities when using a POWER SET power.

- ▶ This is a good Limit for mystical or very powerful heroes whose use of their fantastic abilities typically makes things worse. If the Power Set represents a pact with a demon, a dangerous power source, or something along those lines, this Limit makes it clear that using those powers comes at a greater cost.

Mutant

Earn 1 PP when affected by mutant-specific Milestones and tech.

- ▶ This can be modified to work with other significant power sources, such as being a robot, synthezoid, mystical being, or alien. What a mutant-specific Milestone or tech depends on the situation, but it refers most of the time to anti-mutant technology that suppresses mutant powers, or pivotal mutant-related storylines represented by Milestones. It doesn't include each time your mutant hero gets hit by a Sentinel.

Mutually Exclusive

Shutdown POWER SET A to activate POWER SET B. Shutdown POWER SET B to recover POWER SET A.

- ▶ This Limit represents someone whose use of one set of powers depends on their other set of powers being inactive. For example, Emma Frost's ability to turn into living diamond keeps her from using her telepathic powers.

Uncontrollable

Change any POWER SET power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

- ▶ This Limit represents powers that aren't necessarily dangerous or don't increase the level of doom, but they're unreliable or prone to causing immediate problems.
- ▶ Powers turned into complications with Limits like this one can also be targeted like any other complication. Eliminating the complication recovers the power.

POWER SETS AND WATCHER CHARACTERS

Heroes aren't the only characters with amazing powers; in fact, the super villain is often the core of any threat to New York, Earth, or the entire Marvel Universe. Watcher characters may have Power Sets of their own, or they may possess power traits individually without SFX. The latter usually only applies to minor characters, such as guards, thugs, creatures, and alien attack robots. For the majority of villains, however, Power Sets provide the means by which mayhem manifests.

As the Watcher, you don't spend or earn Plot Points for your characters, so SFX and Limits work a little differently. Anything that costs a PP for players requires you to spend a doom die, though any size die is enough. Similarly, any Limit that would earn a player a PP instead adds a D6 to the doom pool or steps up an existing doom die by one (just like using Distinctions as a D4). Any SFX or Limits that involve the doom pool work exactly the same—the doom pool represents the general threat as opposed to a particular villain's power, so villains whose powers complicate the situation aren't really very different from heroes that do.

I'm the Watcher and I've got a corrupted Wolverine from an alternate future acting against the X-Men. I decide to use Wolverine's datafile almost as-is, though some of his SFX and Limits work differently as a Watcher character. His *Healing Factor* SFX lets him recover physical stress and step back physical trauma by -1 for only 1 PP. As a Watcher character, I spend a doom die to use this SFX. His *Berserk* SFX lets him borrow a doom die and use it in his actions, but every action he uses it in steps it up by +1. There's no change for this SFX, which makes a corrupted Wolverine a really nasty piece of work.



Limits on villains are a great way for players to use teamwork and resourcefulness to take down their opponents. Much as the Watcher may spend a doom die to activate a hero's Limits after the player passes up the option to earn 1 PP from the Limit, **players may spend PP to activate a similar Limit on a villain.** Of course, before this happens, the Watcher has the option of activating the Limit himself—adding a D6 to the doom pool or stepping up an existing doom die. Just as with Limits on heroes, the story has to allow for the Limit being triggered. If the triggering conditions aren't met, players can't spend the PP.

Wolverine has the *Heavy Metal* Limit that turns one of his WEAPON X PROGRAM powers into a complication until he activates an opportunity to recover it. If a corrupted Wolverine is a Watcher character, the players could trigger this by spending a PP, making him sink like a stone (using his ADAMANTIUM CLAWS as a D10 complication, for instance) or subject to magnetic powers. I could trigger it first, of course, and add to the doom pool. In either case, my corrupted Wolverine would actually have to be in the water or the heroes would have to be using magnetic powers for this to work.

Some SFX and Limits have "activate an opportunity to recover" as a way to recover from shutdowns. When this is part of a Watcher character's Power Set, it means **the Watcher needs to hand over a PP to a player who rolls an opportunity.** If this happens, no doom die is added to the doom pool—you can think of that die being used to recover the power trait or Power Set for the Watcher character.

Summary of Watcher Character Power Sets

Here's a quick reference for you regarding using villains with Power Sets.

- ▶ If you're told to spend a PP, you must spend a doom die instead.
- ▶ If you're told to gain or earn a PP, you gain a D6 doom die or step up an existing doom die.
- ▶ Players may activate a villain's Limit by spending 1 PP. The Watcher may activate a villain's Limit and gain a D6 doom die or step up an existing doom die.
- ▶ If recovery requires activating an opportunity, give a player who rolls an opportunity a PP and do not increase the doom pool.

CREATING NEW POWERS

All of the traits that go into a single Power Set are flexible enough that you should be able to represent any super-powered individual, high-tech gadget, or fantastic creature with these rules. You may have noticed that, in some cases, a traditional super-power from the comics is represented by a single power trait, but in others, it's a whole Power Set.

New Trait, SFX, Limit, or Power Set?

Your guide to creating your own Power Sets, power traits, SFX, and Limits is figuring out where the concept meets the game mechanics, and where a simple collection of traits can do the trick.

- ▶ Does the power or ability fit into a single die that you would roll into a dice pool and affect the outcome? Is it something you can measure on the scale of D6 to D12? Is it different enough from the other power traits in this section? Then it might be a good candidate for a new power trait.
- ▶ Does the power or ability have multiple aspects to it, many of which are already described by one or more power traits, SFX, or Limits? Does the hero lose all of his powers at once when things go wrong? Are there others out there who have been given these same sets of abilities? Then it might be a Power Set.
- ▶ Does the ability enhance, boost, or otherwise affect another part of the game? Is it a refinement or special trick of the hero that lets her do something cool, like reroll her dice, or affect more targets? Then it's probably SFX, not a power trait.
- ▶ Does the ability hinder or restrict the hero? Is it a side effect or common drawback of having powers in the first place? Then it's either just a descriptive part of the Power Set (especially if it's not that significant) or it's a Limit (especially if it forces the hero to make a tough choice).

FILING OFF THE SERIAL NUMBERS

When it comes to creating new powers, whether they're entire Power Sets or just the elements of one, look at existing hero and villain datafiles for ideas and places where a simple change of color and description can make the work much easier. If you strip away some of the color and description—the "serial numbers" that make it specific to a character—you end up with a functional baseline for something new.

Many characters have similar Power Sets, sometimes because they're related to one another, or because they share a common origin or power source. In these cases, it's easiest to just lift the Power Set whole cloth from one character and use it for another. You can sometimes adjust the die ratings, add an SFX here and remove one there, and you're good to go.

Remember, this game doesn't sweat a lot of the finer details in the rules. This is intentional; we want you to fill the gaps between the traits and the dice with your own vision of your hero, and allow you to follow your imagination. This is always the case for Power Sets. If you come up with something that works, and you know the rules for stunts, assets, complications, and stress, and everyone at the table is rocking that Marvel action, those finer details will emerge on their own—or else they won't matter as much as you thought!

SPECIALTIES

Advanced training and skill often define a super hero more than super-powers. **Specialties** cover a variety of broad skill sets commonly used by super heroes in the comics, and they represent a degree of training that exceeds the standard amount that's otherwise expected. A Specialty is rated at either Expert or Master level.

- ▶ **EXPERTS** are a cut above the rest, having had extensive experience and practice using skills in this field. If you're an Expert, you know the theory and application of the skill set, probably have contacts in the field of study, and can recognize others with this level of training just by observation. Any time you roll dice to do something for which your training might help, you may choose to add *either* a **D8** or **2D6** to the dice pool.
- ▶ **MASTERS** are world-class specialists in their field. If you're a Master, your experience and training extends beyond that of Experts, and definitely includes a thorough understanding of both the field itself and those who practice it. When you want to use your training to help in an action, you may choose to add *either* a **D10** or **2D8** or **3D6** to your dice pool.

Each time you use your Specialty, the decision to use one, two, or—in the case of Master—three dice is up to you. Using fewer dice of a larger size means a higher total or larger effect die is possible, but more dice may help support your action and provide you with more dice to include in your total or as effect dice by spending PP. Adding more dice also increases the chance of rolling an opportunity—but if you're low on PP that might be a good thing.





STUNTS AND RESOURCE DICE

You can use PP to create stunts with your Specialties (see page OM20 for more on stunts). Stunts are single-use tricks or callouts to your specialized training and expertise. If you're an Expert or a Master in that Specialty, stunts provide a **D8** bonus to your dice pool, and they don't stick around.

You may also spend a Plot Point during a Transition Scene to invoke some kind of **beneficial contact or helpful association** with a Watcher character—including dirty secrets about their past or some observation about their fighting style—by spending a Plot Point to create a **resource die**. These work just like the assets you create using effect dice. For Experts, resource dice start at **D6**. For Masters, resource dice start at **D8**. In both cases, they last until the beginning of the next Transition Scene. You can also introduce a resource during an Action Scene if you activate an opportunity from the Watcher, but it still only lasts until the beginning of the next Transition Scene.

I'm playing Shadowcat, who is a **TECH EXPERT**. If I want to perform a clever stunt with my hacking skills, I could spend a PP and add a **D8** stunt die to my dice pool to represent using shadow servers to hide my tracks when hacking a security firm. In a Transition Scene earlier, I might also have declared that I have friends in the hacker community, spending a PP and adding a **D6** resource die, **HACKER SUPPORT**. I can keep using my **HACKER SUPPORT** until the beginning of the next Transition Scene. If I had forgotten to do this, but the Watcher just rolled a 1 on his dice, I could spend the PP to activate that opportunity and get a resource in the middle of the Scene.

Similarly, if you want **some kind of gadget, gear, tool, or other trapping** that belongs to your field of Specialty, you can spend a PP to access it as a stunt or as a resource die, as long as the situation makes that reasonable. The key is knowing how long you want to use it (once if it's a stunt, or until the beginning of the next Transition Scene with a resource). Obviously, there are limits to this, but you can assume those with Master level in a Specialty have significantly greater resources than Experts, who in turn have more than ordinary people.

As Shadowcat, it's reasonable for me to declare that I've got some state-of-the-art hacking equipment, all the latest software, and those cables with gold connectors, thanks to my **TECH EXPERT**. They would all be **D6** resource dice if I wanted to use them over and over, or **D8** stunts if I just wanted to use them once for an action. If I were playing Beast, who is a **TECH MASTER**, I'd be able to declare tech-based resource assets that are decades in advance of most gadgets, and they'd start out as **D8** resource assets or **D8** stunts.



THE SPECIALTY LIST

Not everyone has all of these Specialties. In fact, most ordinary people won't have more than one. Heroes and villains demonstrate a level of training and ability beyond ordinary people, of course, so expect to have several Expert Specialties and even some Master Specialties on your hero datafile. It's also important to note that you don't need a Specialty at Expert level to know something about it. You can assume that if you don't have Tech Expert, you still know how to operate a smart phone, a GPS device, or a high-tech coffee maker.

Each Specialty description gives you basic information about what the Specialty includes under its umbrella, what sorts of stunts you could expect to make with it, resources associated with it, and the difference between Expert and Master.

Acrobatic

You've had training in leaping, jumping, contorting, and dodging out of the way. You've got a great sense of balance and you're not afraid of heights.

- ▶ An **ACROBATIC EXPERT** is the equivalent of a competitive gymnast, circus performer, or dancer.
- ▶ An **ACROBATIC MASTER** is world-class, at the level of the greatest Olympic gymnasts and performers.
- ▶ **ACROBATIC stunts** include amazing hand-springs, back flips, running along tightropes or beams, or squeezing into tight spaces.
- ▶ **ACROBATIC resources** include contacts in the circus, gymnastics, or dancing communities, knowledge of fitness and dance routines, tightrope and harness equipment, and great spots to practice or compete.

Business

You've got business acumen and know your way around economics, finances, small businesses, corporations, and sales. You can talk statistics and spreadsheets, forecasts and futures.

- ▶ A **BUSINESS EXPERT** is the equivalent of a college graduate in business or someone who has spent considerable years selling, buying, or trading.
- ▶ A **BUSINESS MASTER** has the keen experience and understanding of the world of finance that comes of doctoral study and being one of the world's most successful business leaders.
- ▶ **BUSINESS stunts** include intuitive analyses of business deals, running off lists of important figures, sizing up a salesperson, predicting stock market trends, and obscuring the truth with spin and jargon.
- ▶ **BUSINESS resources** include contacts in the world of high finance or corporate culture, industry analysts, archives of sales figures, top-level financial software, insiders on Wall Street, and friends in grass roots businesses.





Combat

You're good in a fight and have the training and talent required to act on the offensive or, if you like, the defensive. Your experience may involve anything from hand-to-hand conflict with fists and swords to fire-fights with modern weapons.

- ▶ A **COMBAT EXPERT** is experienced in at least one martial art or style of combat, and probably others, including the use of weapons.
- ▶ A **COMBAT MASTER** knows many, if not all, fighting styles and weapons, and is on par with the world's greatest fighters.
- ▶ **COMBAT stunts** include tricks, martial arts moves, clever parries, tactical maneuvers, and reloading guns really fast or one-handed.
- ▶ **COMBAT resources** include contacts in the martial arts or military communities, secrets of Kung Fu, historical warfare, specialized guns, knives, swords, or ammo, and some insight into the fighting styles of people like Shang-Chi, Captain America, and Iron Fist.

Cosmic

You've got knowledge and even experience with other worlds and other races beyond the stars. You have some sense of what alien cultures exist and the sheer scope of the Marvel Universe.

- ▶ A **COSMIC EXPERT** can list all of the known alien races and which of them have been to Earth, as well as identify cosmic phenomena at the level of a college graduate in astrophysics.
- ▶ A **COSMIC MASTER** knows more about other planetary systems, galaxies—even alternate dimensions—than most professors and astrophysicists, and has probably ventured into space, the Negative Zone, or beyond the temporal barrier more times than he can count.
- ▶ **COSMIC stunts** are almost always info-based—useful bits of knowledge about other planets, alien diets, space vessels, or dimensional constructs.
- ▶ **COSMIC resources** include fellow researchers into the cosmos, representatives of alien species on Earth, the occasional piece of alien technology, classified government documents about alien visitors or invaders, and perhaps somebody with a space ship, rocket, or teleporter.



Covert

Whether you're a spy or a private eye, you've got the training and the skills to sneak into, infiltrate, investigate, and even overthrow other organizations or locations. You could have been trained by S.H.I.E.L.D., Hydra, the Secret Empire, or whatever agency you like, even your own government. Or you could just be a really good police detective.

- ▶ A **COVERT EXPERT** is the equivalent of a trained covert operative, secret agent, or detective, familiar with espionage techniques, stealth, disguise, and infiltration.
- ▶ A **COVERT MASTER** is a highly trained professional with years of experience in black ops, deep cover, and rendition, even if no agency on Earth would admit to using her services.
- ▶ **COVERT stunts** include stealthy techniques, single-use spy gear, fake IDs, a temporary disguise, or a great hiding place.
- ▶ **COVERT resources** range from espionage contacts, unnamed sources, and classified government records to robust spy gadgets, safe houses, and friends in high places.

Crime

You have a professional understanding of the criminal mind, either because you are a criminal yourself, or you hunt them down. You know how crooks think, you know the law, and you know all the tricks of the trade.

- ▶ A **CRIME EXPERT** has a working knowledge of the justice system and how crime is carried out. She can plan or foil a criminal operation, defend or prosecute a criminal case, and pick a criminal out of a lineup just by his eyes.
- ▶ A **CRIME MASTER** is a genius at criminal organization, from either side of the justice system. She can plan out or foil a global crime ring, defend or prosecute major cases of theft, terrorism, or conspiracy, and sense the underlying motives and trends in criminal society day by day.
- ▶ **CRIME stunts** cover classic cons, police techniques, sleight-of-hand, safecracking tricks, and prison lingo.
- ▶ **CRIME resources** include snitches, ex-cons, contacts in the police force or criminal organizations, safecracking gear, and criminal case files.

Medical

You've had medical training. You might be an EMT, a nurse, a pharmacist, or an endocrinologist. Maybe you specialized, or perhaps you focus on general practice. You might even study ancient or tribal medicine. You know your Rx from your IV.

- ▶ A **MEDICAL EXPERT** is the equivalent of a graduate from medical school with enough knowledge of medicine to diagnose, treat, and perform many surgical procedures on a patient. An Expert is comfortable working in one or two fields in which he's devoted his efforts.
- ▶ A **MEDICAL MASTER** is a world-class surgeon, specialist, or medical researcher, who's most likely published in medical journals or a leading advocate for a narrow field in medical science.
- ▶ **MEDICAL stunts** include specific surgical techniques, life-saving procedures, shortcuts for first aid, and beneficial drug interactions.
- ▶ **MEDICAL resources** include leading medical journal articles, medical equipment, contacts within the medical community, or mysterious Tibetan or Wakandan herbal remedies.

Menace

You know what scares people. You're familiar with how to get others to do what you want through force, threats, intimidation, and fear. You're also better able to resist these things yourself. This is the kind of thing Wolverine is the best there is at doing. Contrast it with **PSYCH**, which is more insightful and better for recovery.

- ▶ A **MENACE EXPERT** is the equivalent of a drill sergeant at basic training or an experienced interrogator.
- ▶ A **MENACE MASTER** has either a lifetime of threats behind him and the muscle to back it up, or the kind of fearful presence that makes world leaders recoil in terror.
- ▶ **MENACE stunts** include insightful threats, tried-and-tested scare tactics, or improvised intimidation.
- ▶ **MENACE resources** include fear-inducing equipment, associates in the horror film industry, questionable research, or a band of dangerous thugs.





Mystic

You have seen the world in the shadows, beyond the veil of the mundane. Or you're at least blessed with a library of occult books and a passport stamped with a lot of strange places. Note: While you can create fun magical stunts with this Specialty, actual mystic blasts and arcane summonings should be described with Power Sets.

- ▶ A **MYSTIC EXPERT** has an understanding—beyond simple folklore or myth—of magic, sorceries, mystical dimensions, and the beings that reside there. He may know a few cleansing spells, rituals to contact benign beings, and the good sense not to try anything dangerous.
- ▶ A **MYSTIC MASTER** has a much greater knowledge of the mystic arts, from many years of study and interaction with magical creatures or patrons. He has committed dozens of rituals and wards against evil to memory; he's the world's foremost expert in one of many obscure fields.
- ▶ **MYSTIC stunts** include focusing mantras, healing charms, gestures against darkness, and quotes from arcane texts.
- ▶ **MYSTIC resources** include rare volumes of mystic knowledge, magical tools of invocation or divination, experts in other mystic arts, and helpful acolytes.

Psych

You have a gift for understanding human behavior. You've been a counselor, therapist, researcher, or confidante. You might even be a stand-up comedian or actor. This Specialty is the opposite of **MENACE**, which draws on fear and negative persuasion.

- ▶ A **PSYCH EXPERT** is the equivalent of a post-graduate in psychology, communication, or sociology. She's a skilled negotiator, interviewer, or orator.
- ▶ A **PSYCH MASTER** understands the human mind and emotions better than most; she can reliably assess and correct many psychological or behavioral problems...or make them worse.
- ▶ **PSYCH stunts** include hypnotic suggestion, reflective listening, calming words, or inspirational quotes.
- ▶ **PSYCH resources** include therapeutic locations, professional counselors, videotaped sessions, psych profiles, or specialist equipment.

Science

You know how the world works, and how scientific laws answer life's problems. You've studied biology, physics, chemistry, or any of the other natural or physical sciences. For astrophysics and the mysteries of the cosmos, use the **COSMIC** Specialty. For alchemy and occult sciences, use **MYSTIC**.

- ▶ A **SCIENCE EXPERT** is the equivalent of a college graduate, someone who's devoted her time to scientific study. Most scientists have further concentration in a specific field of science.
- ▶ A **SCIENCE MASTER** has achieved reputé and renown among her peers in the global scientific community and delved into advanced areas of scientific knowledge and practice. She's likely the world's expert in her chosen field of research.
- ▶ **SCIENCE stunts** include intuitive leaps, careful planning, improvised equipment, and experiments on the fly.
- ▶ **SCIENCE resources** include other experts in the scientific community, specialized research notes, experimental equipment, and laboratory space.

Tech

You can use, repair, and invent electronic, digital, or mechanical gear. You're an inventor, mechanic, beta tester, or hacker. Tech covers a broad range of equipment, from hand-held computers to deep space rockets. You probably have a specific area of expertise, though if anything breaks, you can probably fix it.

- ▶ A **TECH EXPERT** is able to use, build, and repair technology using readily available parts and tools; he's the equivalent of a college graduate engineer, technician, or systems designer.
- ▶ A **TECH MASTER** is at the bleeding edge of technology and design, among the world's most inventive talents.
- ▶ **TECH stunts** include jury-rigging, retrofitting, kit bashing, and rerouting tech or tech systems.
- ▶ **TECH resources** include specific technology, new advances in applied tech, theoretical knowledge, or experts in any of hundreds of tech communities.

Vehicle

You don't just know how to drive a car; you were born behind that wheel. You're an aircraft pilot, skilled driver, or a talented vehicle operator. It might just be a hobby for you, but you make it look easy.

- ▶ A **VEHICLE EXPERT** is a professionally trained operator of more than one type of vehicle, able to maneuver and handle them in dangerous conditions or under stress.
- ▶ A **VEHICLE MASTER** is among the best in the world, able to sit down at the controls of even the most advanced transportation and pull off amazing feats with it.
- ▶ **VEHICLE stunts** include fancy maneuvers of all kinds, from controlled slides to barrel rolls.
- ▶ **VEHICLE resources** include knowing how to acquire any sort of vehicle, someone who can build one, or the schematics and history of particular vehicles.



SPECIALTIES AND WATCHER CHARACTERS

Because they don't rely on superhuman powers and abilities, Specialties are more common in Watcher characters than Power Sets. Most Watcher characters have at least one Specialty; in fact, some of them are defined by it, which is why we call them **specialty characters**. These are distinct from **major and minor characters**, who also have Distinctions, Power Sets, and so forth. For more on the differences among these three types of Watcher characters, see Creating Watcher Characters on page OM114.

You can create a specialty character on the fly by choosing one of the Specialties, deciding if it's **EXPERT** or **MASTER**, and then assigning Affiliation ratings of **D4**, **D6**, and **D8**. You can even define specialty characters with narrow variations of the listed Specialties that standard heroes have on their datafiles, which is helpful when describing specific professions. If the character's not quite to **EXPERT** level, you can write him up by using a third level of Specialty, **ROOKIE**. A **ROOKIE** Specialty starts as a **D6** and can't be split into smaller dice.

I'm the Watcher and I'm describing a Scene where Shadowcat stumbles on a Hellfire Club security team. I can quickly describe each team member as a specialty character—**COMBAT EXPERT D8**, (**SOLO D4**, **BUDDY D8**, **TEAM D6**) **PISTOL D6**, **KEVLAR ARMOR D6**—and know right away what dice to put together for a dice pool. I could just as easily write up **SECURITY EXPERT D8**, or **GUARD EXPERT D8**, or—if I wanted to make things a little easier—**COMBAT ROOKIE D6**.



You can activate stunts and resources for any Watcher character if you want, though they cost doom dice instead of PP. See page OM14 for more on spending doom dice. **ROOKIES** can't use stunts or resources.

When players introduce characters into the game as resources, once the resource expires you have the option of treating those characters as specialty characters with a Specialty connected to the one used to create them. If you do, the die rating of the resource is your guide to the rating of the character's Specialty.

I'm the Watcher, and Shadowcat's player spent PP to create a helpful Tech resource during the last Transition Scene, which she describes as Ronnie, a fellow hacker. This gives her a **D6** to add into appropriate dice pools. I could decide to make Ronnie stick around longer as a specialty character after the beginning of the next Transition Scene. If I did, he'd be a **TECH ROOKIE**, since he was a **D6** resource to start with.



MILESTONES

Heroes don't exist in a story vacuum. They're tied to the Events that unfold around them, to other heroes, to villains, and to the important supporting characters in their lives. This game tracks these story threads with **Milestones**. Each Milestone represents a significant decision point in your hero's life—one that's a culmination of choices you make as a player.

At the beginning of an Event, **you may choose to pursue one or two Milestones**. You can use one or both Milestones provided with your datafile, or you can ask the Watcher if there are Event Milestones available—these connect you to the ongoing story of the Event, which can be a lot of fun. If you only have one Milestone, you may add a second during any Transition Scene. Once you have two Milestones, you must reach at least one before you pursue others.

I'm playing Beast, and the datafile I'm given has two Milestones included with it: **MUTANTS SANS FRONTIÈRES** and **WORKPLACE ETHICS**. These both sound interesting, but I'm going to stick to just one for the time being. I like **MUTANTS SANS FRONTIÈRES** because it deals with helping other mutants, which is where I want to take Beast's story. If it turns out that the Event we're in offers Milestones that line up with the one I've chosen, I might decide to add a second Milestone.

Milestones follow a standard format, as follows:

MILESTONE NAME

Short description of the Milestone

1 XP when...

3 XP when...

10 XP when...

Here's one of Beast's Milestones, as described in the example.

MUTANTS SANS FRONTIÈRES

Created by Warren Worthington III, this international relief agency offers mutants support they can't get anywhere else. Will it inspire Beast?

1 XP when you use your **MEDICAL EXPERT** to help a mutant recover stress.

3 XP when you choose not to engage in a confrontation in order to rescue or support noncombatant mutants.

10 XP when you either allow a mutant to die or give up your status or reputation to save them.



MILESTONES IN PLAY

Using Milestones in play might not feel as intuitive as traits, such as Affiliations, Distinctions, Power Sets, or Specialties. You don't include Milestones in dice pools, for example, and they don't modify the game rules directly. Instead, you use them as a guide for playing the role of your hero, to give him something to aim for. Even relatively new or inexperienced heroes are connected to the story and have important decisions to make of their own. Milestones are an incentive for you to make interesting choices that suit your hero's personality and background.

As the Watcher, you don't have Milestones to keep track of for your Watcher characters. Instead, you can help the players by framing Scenes and establishing situations that encourage them to pursue their Milestones. Keep a list of which Milestones are in play, and use them as a guide for the various subplots and Transition Scenes that give shape and substance to the Event.

Event Milestones

Every Event has at least two Milestones available to the heroes. In some cases, these Event Milestones represent links in a chain of story that progresses from Act to Act. Once players complete one Event Milestone, they can choose a new one that continues that story. Of course the heroes can still fully interact with the story if they're only pursuing personal Milestones, but pursuing an Event Milestone offers them a way to earn XP for being a part of the story.

In addition to the standard list of 1 XP, 3 XP, and 10 XP rewards, Event Milestones may be attached to specific upgrades or unlockable resources which require the hero to pursue that Milestone in order to unlock them with XP. As the Watcher, you should make it clear that these special upgrades exist, even if you don't give many specifics. For instance, if an Event Milestone deals with an experimental technology and the potential side effects of that tech, the Milestone could offer a new Power Set to unlock or a set of unique resources connected to the technology.

CREATING NEW MILESTONES

There are occasions where you might need to create a new Milestone for your hero. Or, as the Watcher, you may want to create a new Event Milestone. In either case, you need to begin where the Milestone ends—thinking about the big decision the hero needs to make in order to hit that 10 XP trigger. For inspiration, take a look at the Milestones that come pre-loaded on the hero datafiles.

Every Milestone follows a loose formula that's reflected in how frequently you can hit the triggers—many times during a Scene, once per Scene, and once per Act. The 1 XP trigger puts the hero on the road toward the big decision. The 3 XP trigger might be a Scene-defining moment, depending on how it plays out. It all follows along a path, but the outcome—the 10 XP trigger—should be a tough decision point.

With this as a guide, think about how the Milestone might encourage interaction with other heroes or Watcher characters. Milestones should be player-driven in almost every case. Don't create a Milestone that relies on other players or the Watcher doing things for you—the triggers should follow from choices you make as a player. In some cases they might be triggered by reactions from other player heroes, but make your hero the center of that drama, and make your hero the one provoking the reactions!

Event Milestones are the province of the Watcher and are part of the Event itself. If you're interested, take a look at any Event and the Milestones that come with it. They tie directly into themes and plotlines that are important to shaping the Event's outcomes, while still giving the players the choice to act as they please. They can apply to multiple heroes, not just one or two. For more on how to prepare and manage Events, see page OM120.



EXPERIENCE POINTS (XP)

Decisions that you make as a player that are connected to your hero's Milestones earn you small amounts of **Experience Points (XP)**. XP are used to unlock or upgrade traits on your hero's datafile, or introduce new story elements and characters to the Event. Every Milestone has a 1 XP, 3 XP, and 10 XP trigger—the last of which is earned when you're in a position to make the central choice of the Milestone. Completing the requirements to get the XP award is called **hitting the trigger**.

In addition to rewarding different amounts of XP, each trigger is also limited in the number of times it can be hit during the game.

You may hit the 1 XP trigger as many times as you like in a Scene, assuming the triggering action or situation takes place, but no more than 1 XP may be rewarded for any single action or reaction you take.

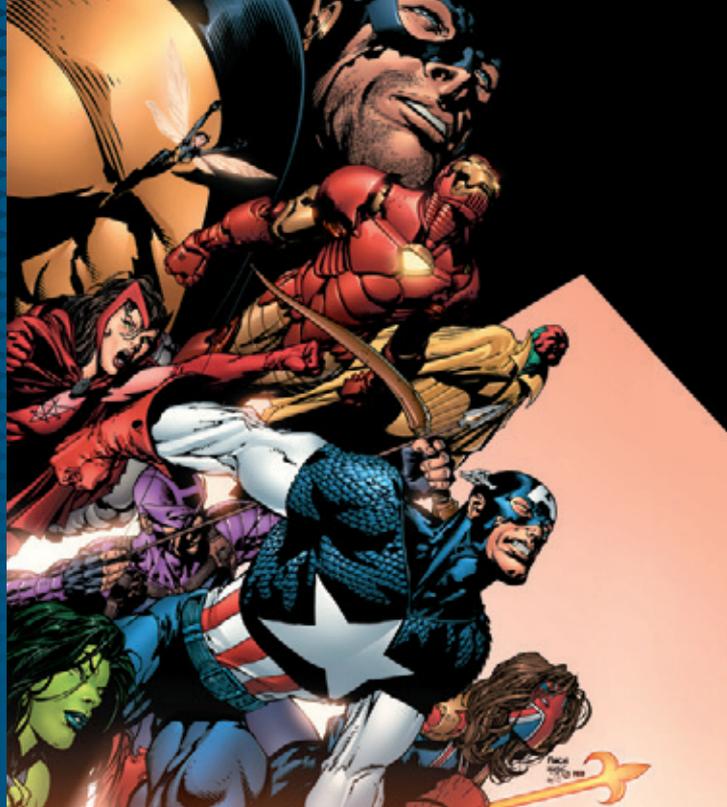
I'm playing Beast, and during the game I get an opportunity to help another mutant recover stress. Since I use my MEDICAL EXPERT Specialty to do this, I can hit my 1 XP trigger. I could even use it again to help another mutant recover stress in the same Scene. I wouldn't get 2 XP for using a single action to help multiple mutants recover stress (such as if I used extra effect dice by spending Plot Points or something).

You may hit the 3 XP trigger no more than once per Scene for any given Milestone. If you've got two Milestones and come up with a way to hit the 3 XP trigger of both of them, that's 6 XP for the Scene.

My 3 XP trigger for MUTANTS SANS FRONTIÈRES is when I choose not to engage in a confrontation in order to help rescue noncombatant mutants. If Sentinels attack the mutant island of Utopia and I'm given the option, I could choose to whisk the children away to the mainland rather than fight the Sentinels. This would let me hit the 3 XP trigger. However, if the Sentinels follow us and attack us again, I won't get the 3 XP a second time for moving the kids unless the Watcher has framed this as a new Scene. Likewise, I wouldn't hit the trigger once for each kid I end up rescuing.

You may hit the 10 XP trigger only once per Act and once you hit this trigger you've **reached your Milestone**. You may now close out the Milestone and choose a new one. If it makes sense within the story, you can choose the same Milestone again, ready to pursue it in the next Act.

Beast's 10 XP trigger is a really tough one—allowing a mutant to die or giving up my status or reputation to save him. Neither outcome is favorable, but that's what makes this storyline so compelling to me! Thank goodness it can only be hit once an Act, and then counts as reaching the Milestone. Since it all comes down to this decision, I'm sure the Watcher is going to frame a Scene where I'm forced to make this tough choice. Once it happens and I get the 10 XP, I can explore the consequences of my choice and pick up a new Milestone.



Doom
Pool
p. OM14

Earning XP

As a player, it's up to you to keep track of your Milestones. Alert the Watcher to them when there's a lot going on and things get chaotic—the Watcher can't keep track of them for you, although it's generally a good idea for the Watcher to have each hero's Milestones written down in a list in the Event notes. When something happens that lets you hit a trigger for XP, speak up and announce it to the table. Then, assuming you're not way off your mark, make a note of the XP you just earned.

Everyone at the table earns 1 XP when the Watcher spends a **D12** out of the doom pool for any reason. Closing a Scene early with **2D12** earns 2 XP for everyone. It helps ease the pain when things are going rapidly downhill; we call it the **School of Hard Knocks** rule.

Keep a running tally of XP on your datafile or on a sheet of paper specifically for managing your Milestones, upgrades, and XP. **You don't need to keep separate tallies for each Milestone.** Just add in all XP you gain from Milestones or from the Watcher's doom dice.

MENTOR THE HERO

- 1 XP when you choose to aid a specific hero for the first time.
- 3 XP when you aid a stressed-out hero in recovery.
- 10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

- 1 XP when you first lead a team.
- 3 XP when you defeat a foe without any team member becoming stressed out.
- 10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

6

8

10

12

XP

4

Spending XP

As a player, you can spend XP on unlockable upgrades to your hero datafile or robust resources that help you out during the Event (see page OM122 for more on Unlockables). Once you've earned XP, you can spend it during a Transition Scene.

As the Watcher, you should be framing these Scenes around the kind of upgrade or resource the player has just unlocked, at least on the surface. If the player unlocks a resource like the *Daily Bugle*, make the Transition Scene about the *Daily Bugle*. If he's upgraded his hero's Distinctions, make the Transition Scene about this change in his hero's personality or identity.

Events provide a number of things that players can spend XP on, but there are some standard upgrades. Here's a list for starters.

You can spend 5 XP to do the following...

- ▶ Replace an existing Distinction with a new one.
- ▶ Add or replace a Limit in a Power Set.
- ▶ Switch two Affiliation traits.
- ▶ Unlock a minor Event resource.

You can spend 10 XP to do the following...

- ▶ Add a new SFX to a Power Set.
- ▶ Step up a **D6** or **D8** power trait by one step.
- ▶ Add a new **D6** power trait to a Power Set.
- ▶ Remove a Limit from a Power Set that has two or more Limits.
- ▶ Unlock a major Event resource.

You can spend 15 XP to do the following...

- ▶ Step up a **D10** power trait by one step.
- ▶ Replace an existing Power Set with a new one.
- ▶ Add a new Expert Specialty or upgrade an existing Expert to Master.

As a player, you always have the option to **spend 1 XP to add a Plot Point** to your current pool of PP. This also increases the minimum PP you start each session with by +1 to a maximum of 5 PP (with 4 XP spent). It's not the most efficient use of your XP, but maybe you really want to get ahead of the game! This increased minimum starting amount resets to 1 at the beginning of a new Act, though—make use of 'em while you've got 'em.

PERMANENT OR TEMPORARY?

An Event is a **broad story arc featuring our cast of Marvel heroes**, who grow and respond as the story unfolds. After the close of the Event, something new comes along. You might exchange hero datafiles with another player, grab a new one, or play the same hero next time. Likely, your hero starts over, with a brand new datafile prepared for the new Event.

But this is a roleplaying game, and many players like to keep their heroes from one big Event to the next. Our suggestion is to sit down with the Watcher and discuss the various changes you made to the datafile during the Event that's just ended. Are all the Distinctions and Affiliations where they need to be? How about the Power Sets or Specialties? Were any new SFX or Limits just temporary storyline benefits, perhaps never to be seen again? Or are they changes you and the Watcher agree on?

Whatever your decision, most if not all of the Event resources should fade into the background, ready to be brought out again in the next Event where necessary. In some cases, the resources simply aren't part of the new storyline. In others, they're popular Marvel Universe mainstays! Either way, your hero should begin the new Event with fresh goals and some new Milestones, ready for more adventure.

CREATING NEW DATAFILES

The Marvel Universe has over eight thousand characters; while many of them are dreadful villains or supporting characters or planet-sized gods, a considerable number of them are heroes. It goes without saying that you may find yourself without a hero datafile for a character that you've always wanted to play, whether it's an obscure favorite like Killraven or a version of a hero connected to an as-yet unpublished Event, like the Joe Fixit Gray Hulk. With these guidelines, we hope you'll be able to create your own hero datafiles in under half an hour.

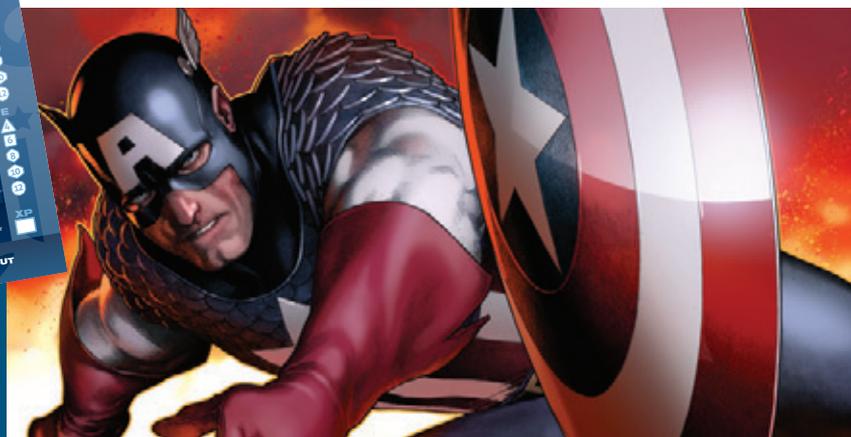
FIRST THINGS FIRST

To create your hero the way you want, you need to know as much about him or her as you can. If you're already a big fan of the character from the comics, that's the best source. Maybe you've read about someone in the *Official Handbook of the Marvel Universe*, or on the Characters archive at Marvel.com. These are all great resources.

For many characters, you might have Marvel's own official rankings in areas like Strength, Energy Projection, and Speed. Take a note of those, but remember that this game doesn't completely line up with the Power Grid's system of measurement. You may even disagree with how they ranked your favorite character, so just go with your gut. The game is quite forgiving! And you can always change your hero datafile later if you and the Watcher agree that it's not quite right.

From this information, write up a short summary of the hero. Write down his name, his origin story or background, some notes about his powers and skills, notable catchphrases, that sort of thing. You should be able to hand this to someone who has never heard of your hero before and they should get a sense of who he is and what he can do.

Now you're ready for the checklist.



THE CHECKLIST

To put together a new datafile, you need to do the following:

- ▶ Assign Affiliations
- ▶ Choose Distinctions
- ▶ Create Power Sets
- ▶ Assign Specialties
- ▶ Create Milestones

You can do these in any order you like. Take a look back at page OM05, where we showed you what Captain America's hero datafile looks like and what all of the traits and categories mean. In the following section, Cap serves as our example of how we create a new datafile.

Assign Affiliations

This is the easiest part. Every hero has a **D6**, a **D8**, and a **D10** to assign to **SOLO**, **BUDDY**, and **TEAM**. Using the information and guidelines on page OM62, assign each die rating to an Affiliation. It doesn't have to be perfect. Sometimes you can't decide. If you're totally stuck, assign the **D6** to the Affiliation you think might be most fun for your hero to get into trouble with. Then assign the **D10** to the Affiliation you think it would be most fun for your hero to excel at. Then assign the **D8** to the remaining Affiliation. Done!

Captain America is the quintessential Marvel leader and team player. He's no slouch alone or with a partner, but being on a team is where he's at his best. I assign the **D10** to **TEAM**, and figure that he's probably most beset with problems when he's alone, so **SOLO** gets the **D6**. The **D8** goes to his **BUDDY** Affiliation.

SOLO **6** **BUDDY** **8** **TEAM** **10**

Choose Distinctions

Every hero has three of these. You can use your short writeup as a guide to which Distinctions make the most sense for your hero. If your hero has a catchphrase or favorite battle cry, *and* it's something you can see helping or hindering her during the game, make it a Distinction. If your hero has an interesting background or profession, *and* it could bring good times as well as bad, make it a Distinction. If she has a significant personality, quirk, or theme, *and* it's a double-edged sword, make it a Distinction.

Distinctions don't need to cover everything. You can use a clever catchphrase as the name for an SFX, like Beast does for *Oh My Stars and Garters!* It might be the name for a Milestone, instead, like Wolverine's *...AND WHAT I DO ISN'T VERY NICE*. You might decide that Specialties cover a profession or skillset better, and not worry about it here. All you're trying to do is shine the spotlight on three facets of your hero's identity.

Don't make them dull or boring. **SOLDIER** isn't much of a Distinction; **SOLDIER OF FORTUNE** is better. **ADVENTURER** could be any hero; **TOMB ROBBER** is more interesting and ripe for conflict! If you're stuck, look at a few existing hero datafiles, especially those of characters who are similar to yours. You can borrow or steal ones you like, and change them later if you're not happy with them.

Cap's got a few catchphrases or nicknames that might be useful, but I want to really get to the heart of who the man is behind the shield. So I choose **SENTINEL OF LIBERTY**, which might cause him trouble as well as inspire him; **MAN OUT OF TIME**, since I like the issues he faces being born in the early 20th century and frozen for many years after WWII; and **LEAD BY EXAMPLE**, because he really does take charge in any situation.

LEAD BY EXAMPLE
MAN OUT OF TIME
SENTINEL OF LIBERTY **4** or **8**
+1 PP

Create Power Sets

This is probably the most time-consuming part of creating a new datafile. You have to summarize the important aspects of your hero's super hero abilities in one or two bundles of tricks—in some cases, there are hundreds of ways to look at this.

We've found it's best to think about it like this:

- ▶ Does the hero have a singular thematic set of powers?
- ▶ Does he have a special or unique item, weapon, or gadget?
- ▶ If some power-stealing tech were used on the hero, which abilities would go?
- ▶ If the hero is a member of an alien race, super-powered organization, or shared heroic origin, what characteristics does that group have in common?

Become familiar with the Power Sets section of *Understanding Datafiles*, beginning on page OM70. Look over a number of existing hero datafiles, or even some of the villains in an Event. Figure out what's best served

with a power trait and die rating, and what's probably SFX. Some things may be stunts you bring into the game, especially if the hero only uses them once or twice in her own comic book. Give every Power Set you create at least one Limit, tied into the Power Set's theme.

Don't be afraid to just copy a Power Set from an existing hero datafile. Rename the SFX, or the entire Power Set. Step a die up or down. Don't worry about whether or not the hero is balanced; just assign die ratings and powers that best fit the description of the hero you want to play. The game is designed to make sure everyone gets their fair share of fun. Remember that it's also a group activity. If you create a hero with D12 in every power, your friends are going to give you that look. You know the one.

Finally, you know the saying, "It's an art and not a science?" That applies here. Power Sets are descriptive, narrative, and flexible. If it looks right to you, and the Watcher and everyone else at the table says, "Yeah, looks about right," then it's probably right!

Captain America's powers can be grouped into two categories—his enhancements via the Super-Soldier Serum, and his invulnerable shield. This makes me think they'd work as two Power Sets. I go with SUPER-SOLDIER PROGRAM because it's more than just the serum and Vita-Rays—it's the whole expectation of being the first of a new breed of hero, too. Based on what I know Cap can do, I assign his power traits, all at ENHANCED D8 rating. For SFX, I pick somewhat defensive tricks—*Last Ditch Effort*, *Immunity*, and *Second Wind*. They're all designed to help keep him going. His *Patriot* Limit lets me earn PP when he's ordered into situations he may not like or he comes into conflict with the government.

For his VIBRANIUM-ALLOY SHIELD, I note that it's perfect for defense while he has it, and it's unbreakable, so GODLIKE DURABILITY D12 is perfect. It's not an unbeatable weapon, though, so I assign D8 to WEAPON and figure he can find ways to step it up. To that end, I want to represent his ability to clear the room of henchmen and thugs (*Area Attack*) and bounce the shield off walls and into the bad guy (*Ricochet*). And of course, *Gear* is the Limit in this case.

SUPER-SOLDIER PROGRAM	
ENHANCED DURABILITY 	ENHANCED REFLEXES 
ENHANCED STAMINA 	ENHANCED STRENGTH 
SFX: <i>Immunity</i> . Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.	
SFX: <i>Last-Ditch Effort</i> . Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.	
SFX: <i>Second Wind</i> . Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.	
Limit: <i>Patriot</i> . Earn 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.	
VIBRANIUM-ALLOY SHIELD	
GODLIKE DURABILITY 	WEAPON 
SFX: <i>Area Attack</i> . Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.	
SFX: <i>Ricochet</i> . Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.	
Limit: <i>Gear</i> . Shutdown VIBRANIUM-ALLOY SHIELD and gain 1 PP. Take an action vs. the doom pool to recover gear.	



Assign Specialties

Some heroes have only one or two Specialties, while others have a lot. You have two things to think about here: does my hero display above average talent or ability in one of these areas? And, if so, is she world-renowned and at the top of her game? That's really all there is to it.

Using the guidelines on page OM96 for Specialties, pick those that you want to showcase in the Event, and write them down as Expert. Next, compare your hero to those heroes and villains known throughout the Marvel Universe for being the best there is in each Specialty. Is your hero in the same weight class? Could they stand toe-to-toe? If so, upgrade the Specialty to Master.

You should rarely, if ever, have a hero datafile that has all of the Specialties listed on page OM98. Leave some of them, at least, for other heroes to show off!

Based on his military background, training, and S.H.I.E.L.D. connections, Cap seems suited to five Specialties: ACROBATIC, COMBAT, COVERT, PSYCH, and VEHICLES. I chose PSYCH because Cap isn't only an inspiration to others; he's also great at influencing behavior positively. Seemed like a good fit. I wouldn't say he's world-class at any of these except COMBAT—he's one of the top five fighting men in the world. So it's Master for that one, and Expert for all the others.

ACROBATIC EXPERT	8	COMBAT MASTER	10
COVERT EXPERT	8	PSYCH EXPERT	8
VEHICLE EXPERT	8		

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Create Milestones

You may want to bring the Watcher in on this one, or you may not. You need to define at least one Milestone for your hero, preferably two. Even if you don't plan on using both to start with, it's good to have a secondary personal Milestone for when you've reached your primary one. Milestones are great places to load your hero up with personal relationship problems, long-term ambitions, short-term dramatic conflicts, and interesting subplots.

Stealing ideas from other hero datafiles is always a good plan—you can lift some Milestones almost whole cloth from other characters and use them for your own. You may tweak the triggers a little, change some wording, but there are common threads connecting many of the Milestones published in hero datafiles. After a little examination, you may get a better sense of the patterns—common triggers, iconic situations, that kind of thing.

This version of Captain America is based on his appearance in *New Avengers* #1-6. It's prior to the Civil War and follows the attack on the Avengers Mansion by the Scarlet Witch. He's trying to get the gang back together and maybe introduce some new blood. So for Milestones I go with MENTOR THE HERO and AVENGERS ASSEMBLE! I'm really keen on exploring what Cap does to reunite the Avengers, and whether or not he succeeds. These two Milestones push me to interact with the other heroes on the team, and that seems right up Cap's alley.

MENTOR THE HERO

- 1 XP when you choose to aid a specific hero for the first time.
- 3 XP when you aid a stressed-out hero in recovery.
- 10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

- 1 XP when you first lead a team.
- 3 XP when you defeat a foe without any team member becoming stressed out.
- 10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

CUSTOMIZING DATAFILES

The standard method described here works for most hero concepts, but sometimes a hero datafile already exists. You may have one from an Event that you really like, but the Watcher's running another Event entirely. If this happens to you, or if you're a fan of Marvel's "What If?" stories, you can customize an existing datafile and make it suit your own preferences.

In much the same way as you would when creating a datafile from scratch, you should go down the checklist. See if there's something you want to alter, tweak, or rename. With many Event-specific versions of popular characters, their core Power Sets are mostly unchanged, but some of the SFX or die ratings could be different. Raise or lower those as you need to.

More than Power Sets, die ratings, and numbers, perhaps the most important area to customize are Distinctions and Milestones. You'd be surprised how different a hero can feel in play when those are what distinguish him from another hero with the same powers.

I could take my Captain America hero datafile and, with a little tweaking, use the same datafile for Cap's replacement back in the '90s, John Walker (later U.S.Agent). Walker was notably stronger than Cap, so I could nudge his ENHANCED STRENGTH D8 up to SUPERHUMAN STRENGTH D10. His Distinctions are different: ARROGANT, GOOD OL' BOY, IN CAP'S SHADOW. And he's definitely not a COMBAT MASTER like Steve Rogers, just an EXPERT. Rename the SUPER-SOLDIER PROGRAM to POWER BROKER TREATMENT, maybe change the Limit to *Easily Angered* and make it apply to insults... simple as that!



CREATING WATCHER CHARACTERS

There are three types of characters controlled by the Watcher. Use the following guidelines for creating new Watcher characters for when you want to expand an existing Event or create a new one of your own.

The first is a **major character**, usually an antagonist of the player heroes and created using the same rules as hero datafiles are created with. Major characters have the following:

- ▶ Affiliations of D6, D8, and D10
- ▶ Three Distinctions
- ▶ One or two Power Sets
- ▶ Two or more Specialties

The second type is a **minor character**, usually a secondary villain or hero. Minor characters may be important and significant to the Marvel Universe in general but are not a significant part of the current Event being run. Captain America or Spider-Man could well be demoted to a minor character in an X-Men story, for instance. Minor characters are the most common characters in Events. They have the following:

- ▶ Affiliations of D4, D6, and D8
- ▶ Two Distinctions
- ▶ May have one or two Power Sets
- ▶ May have one or more Specialties

The third type is a **specialty character**, also referred to sometimes as a mook, thug, or minion. Specialty characters are the rank and file, very often nameless or without much more than a handful of traits. When heroes burst into a room filled with hired heavies, or call on a squad of S.H.I.E.L.D. agents to help take down Hydra, these are all specialty characters. Specialty characters have the following:

- ▶ Affiliations of D4, D6, and D8
- ▶ One Specialty at Rookie D6, Expert D8, or Master D10
- ▶ May have one or more power traits, but not Power Sets



Mobs and Large-Scale Threats

A mob is a **group of characters that act as one minor character**. Mobs have multiple dice in their **TEAM** Affiliation. This slightly improves their odds at engaging with the heroes. Mobs are usually written up as a minor character, complete with Distinctions and even Power Sets. They might have a special SFX that allows them to make concerted attacks on single heroes (i.e., *Focus SFX*), swarm over many heroes at once (i.e., *Area Attack SFX*), or grapple their enemies (i.e., *Afflict SFX*).

SFX
p. OM88

Watcher characters do not pursue Milestones and do not earn XP.

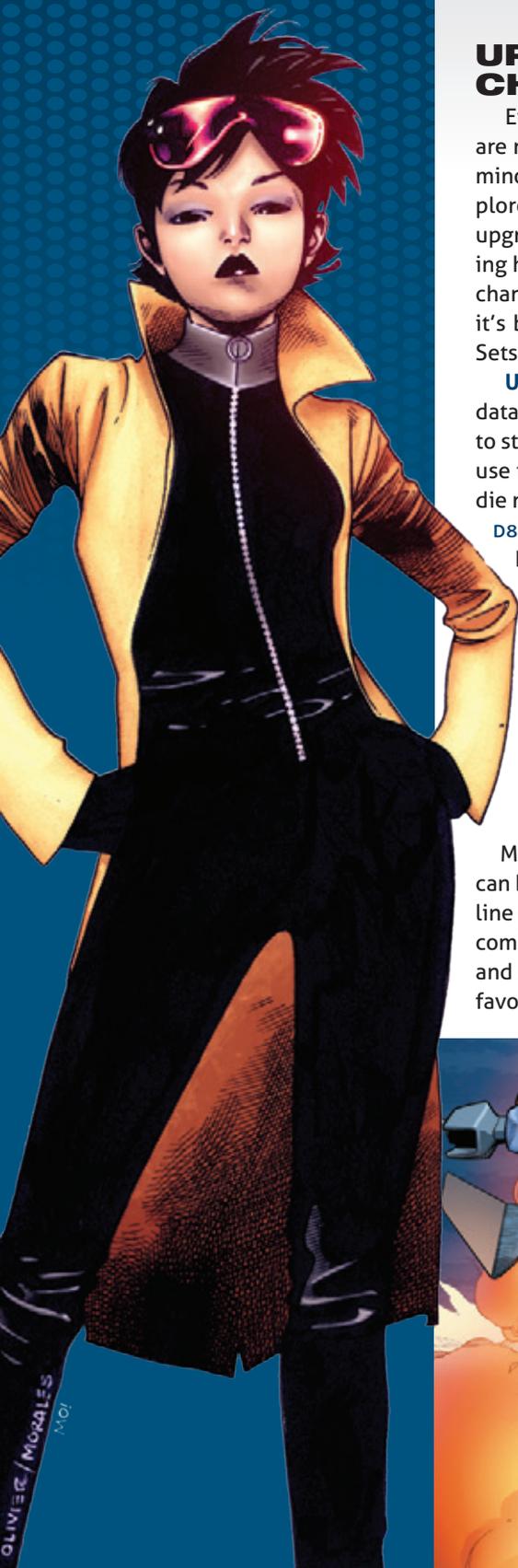
The Watcher controls the major and minor characters in a Scene and they each act individually. Specialty characters may be grouped together or act individually, but usually go at the same time in the action order.

Major and minor characters take stress and are affected by assets and complications in the same way that heroes are. Specialty characters are easier to stress out. Their Specialty level (**ROOKIE**, **EXPERT** or **MASTER**) tells you the amount of stress of any type they can take before being stressed out. **ROOKIES** whose stress reaches **D8**, **EXPERTS** whose stress reaches **D10**, and **MASTERS** whose stress reaches **D12** are each stressed out. Think of heroes and minor and major characters as having an unstated **D12** tolerance for stress (and thus, only stressed out when their stress goes over **D12**), and you'll see the logic here. Similarly, the amount of trauma specialty characters can take is reduced; more trauma than their Specialty die means a tragic ending.

A Hellfire Guard takes a shot at Ronnie, Shadowcat's Tech support friend. Since he's a **TECH ROOKIE**, physical stress of **D8** or greater is going to stress him out. That gives him **D6** physical trauma, too, so if he gets shot again he's history. It's a good thing she's not depending on him to fight with her!

Mobs can be targeted by the *Area Attack SFX* or by multiple effect dice. Mobs can be reduced in size by targeting their **TEAM** Affiliation in the same way that specialty characters may be stressed out by inflicting more stress than their Specialty die rating or that effects may be targeted by heroes. A Mob with **TEAM 3D8** would need the heroes to deal **D10** or greater stress to it in order to reduce it to **TEAM 2D8**. Once a die is eliminated, the stress goes away and the heroes must deal more. This is why using *Area Attack* is helpful; you can stress out entire mobs with multiple effect dice.

A large-scale threat is a **single character that acts like a mob**. Large-scale threats have multiple dice in **SOLO** and possibly even in **BUDDY**. Like mobs, they are written up as a minor character and can be targeted with *Area Attack* and multiple effect dice. A rampaging subterranean monster summoned to the surface world by the Mole Man is a good example of a large-scale threat. Reducing the dice on a large-scale threat can be described as disabling a limb, weakening its resolve, or some other debilitating effect; the only way to take out a large-scale threat completely is by stressing out all of its dice. This makes them great opponents for entire teams of heroes.



UPGRADING WATCHER CHARACTERS TO HEROES

Events often include a number of Watcher characters that are not written up specifically as hero datafiles. These may be minor heroes, antagonists, or even villains. If you want to explore those characters as heroes for play, all you need to do is upgrade their datafiles to meet the standard format for existing heroes. You can't apply these rules to single-line specialty characters like S.H.I.E.L.D. agents or random non-combatants; it's best for characters who already have Distinctions, Power Sets, and Specialties.

Use the checklist just as you would if you were creating a new datafile or customizing an existing one. In some cases, you need to step up the Affiliations for Watcher characters, as they might use the weaker assortment of **D4**, **D6**, and **D8**. Simply step each die rating up by one, or if you choose to tweak it, assign the **D6**, **D8**, and **D10** ratings where you prefer them to be. Distinctions, Power Sets, and Specialties should be fine as-is, but may also be modified.

The biggest upgrade is adding Milestones. You should read over the section on creating new Milestones on page OM105 in order to create at least one for your new upgraded hero datafile. You might skip this step and just pursue an Event Milestone, but at some point you probably want to get XP for playing in character and making decisions for your specific hero.

With these simple guidelines, almost any character in the Marvel Universe is open to you. Playing a published Event can be even more interesting when you're in the role of a side-line character suddenly promoted to the major leagues. Just as comic book writers take obscure heroes from Marvel's history and shine the spotlight on them, you can do the same for your favorite second-stringer!





05

UNDERSTANDING EVENTS

As exciting as it is to play a Marvel hero, every story needs a plot, somewhere for it to take place, and a lot of things to do in it. That's what the Event is all about. In other games, the Event would be called the adventure, or the scenario, or the situation. In **MARVEL HEROIC ROLEPLAYING**, an Event is all of those things, combined with the sort of script outline you'd expect a comic book writer to work from. The key difference is that the Event is full of branching opportunities, ready for the players to make the big choices and deal with the consequences.

You should already be familiar with the Event/Act/Scene structure that this game uses to break out the action and timing. Don't remember? See page OM32 for more on these terms. Then come right on back here.

You're back? Good! Events incorporate all of those terms and add guidelines and direction for play. As the Watcher, it's your job to frame the Scenes and manage the doom pool, but with an Event you're also keeping track of things like playing Watcher characters, managing the story's pace and speed, describing locations for Scenes, and making sure the players are getting enough opportunities to have a good time and hit their Milestone triggers.

Civil War, *Annihilation*, and the *Age of Apocalypse* are all Events tied to points in Marvel history, and each includes its own set of hero datafiles, Watcher characters, Event Milestones, key Scenes, and background. Not all Events are so large and world-shaking. Some, like *Shadowland*, take place almost entirely within a section of New York. Others, like the *Fall of the Mutants*, are actually multiple Events taking place at the same time, reflecting an overall dark point in mutant history.





Hero
Datafiles
p. DF01

Milestones
p. OM105

Event
Milestones
p.OM106

EVENT FORMAT

An Event is presented to you with a specific format. It's an outline with notes, more or less. This section introduces you to the elements of this format and, with any luck, inspires you to prepare Events of your own. The best way to learn how Events work is to take a look at a published Event, then follow along.

PREPARING FOR THE EVENT

This section runs down the important things you need to do as Watcher before you kick things off, such as having the players choose their hero datafiles, choose one or two Milestones, get their dice and Plot Point tokens, that sort of thing. Since this is the same for most Events, it's mainly included as a reminder to Watchers who haven't prepared an Event before.

STRUCTURE OF THE EVENT

This section summarizes how many Acts are in the Event and what happens in them. Most Events have at least two Acts; they might have as many as five or as few as one.

MILESTONES FOR THIS EVENT

Event Milestones provide the heroes with a connection to the storyline presented in the Event. This section lists the specific Event Milestones and their triggers, as well as additional information you might need to keep in mind when presenting them. An Event's Milestones are designed to link into the main plot or perhaps suggest interesting subplots that crop up alongside the main plot.

Players don't need to choose an Event Milestone to pursue when they play through an Event, but it's strongly encouraged. The Event itself works with these Milestones, giving players more opportunity to hit their Milestone triggers and become a part of the story.

ACT

Each Act begins with a simple overview statement of what happens in this Act. All of the following sections are contained within the Act. If there are multiple Acts in the Event, the following sections are repeated.



SETTING

Where does the Act take place? What's the overall backdrop? The Setting describes this for you and also includes a list of **Prominent Locations** with suggested Scene Distinctions (see page OM69). If your first Act takes place in New York City, the list might include the *Daily Bugle*, or Central Park, or any other place that an Action Scene (see page OM34) could be set. The Setting could be as large as the Andromeda Galaxy or as small as the Baxter Building, depending on the needs of the Act.

HOOK

The Hook section introduces ways to get the heroes into the story. It helps you determine where they've been before the Act starts, gives you suggestions for where to place them, and so on. Hooks also suggest motivation for why the heroes should get involved, which makes the Act more about appealing to the players' sense of their characters and less about "I guess we're super heroes. Let's fight the bad guys!"

In published Events, the Hook is tailored to the hero datafiles provided with the Event. If it's an X-Men Event, there won't be many suggestions for Avengers or the Fantastic Four, so if your players decide to play those heroes you need to adapt the Hook for them. In most cases, simply knowing the heroes' personality or history with the default hero lineup is enough to get you started. Beast is one of the X-Men but also an Avenger, and Wolverine was briefly a member of a Fantastic Four lineup, so that's enough shared history to work with.

DOOM POOL

Every Act suggests how many dice to start out with in the doom pool. The default, if this isn't listed, is 2D6, but in some Acts the tension is already high. See page OM14 for more on the starting doom pool.

BUILDUP

This section helps you frame your first Scenes, the ones that establish the heroes' place in the story. It follows on from the Hook, which is "where are things when we start?" and moves toward the main action of the story. The Buildup often describes how to get to the locations, so you can decide whether your first Scene is an Action Scene (just drop the heroes right into a confrontation!) or a Transition Scene (let them investigate or get resources). Your first Scenes often serve as the gateway into the story, not necessarily the meat of the story.

Sometimes the Buildup is what's known as a **cold open** or **tease**, which means the heroes are involved in something interesting right away, but it isn't necessarily connected to the first Act. This might be an Action Scene where they're thwarting a B-list villain's crime—perhaps even opening this Scene midway through the conflict (a technique called *in medias res*, or "in the middle of things")—and the Hook comes about as a result of this Scene's resolution. You can frame a cold open with a few short descriptive sentences and then move on to questions, like "Cyclops, how much collateral damage is already around you?" or "Colossus, you're using all of your strength to keep something from falling. What is it?" Once the immediate action is over, the heroes are informed of something else, something bigger. Or, they find a clue on the villain's unconscious body or left behind when he escapes.

Your Buildup isn't a Scene written out like the later Scenes are, but guidelines for getting the story started. If you're creating your own Event, use this section to get the Watcher thinking of how to get the heroes to the main Event, either by dropping them into the action or establishing the themes and ideas up front as transition.

Action
Scenes
p. OM34

Transition
Scenes
p. OM40

ACTION

Events provide a few core Action Scenes for you to use to move things along, but they're not the only Action Scenes you have available. Typically, an Action Scene write-up gives you the information on the bad guy, threat, dire situation, or other obstacle that the heroes must confront or deal with. If you're preparing an Event of your own, use this as a place to make all of your notes about the villains and dangers you're keen to make center stage. But don't be afraid to tweak things later.

These sections also include **Options for Action** that suggest ways you can introduce more bad guys, switch things up, modify the Action Scene for specific heroes, and more. It's just a reminder that once the Event meets your players, anything can happen.

A few Action Scenes are tied to a specific order or sequence. You can't have an Action Scene in the ruins of the fallen Asteroid M if you haven't already played the Scene where Asteroid M crashes to Earth. Otherwise, most Action Scene writeups give you suggestions for when the Scene is best used and what potential consequences may arise from it, to give you an idea of when you should bring them into the story.

TRANSITION

Transition Scenes don't always need to be spelled out with their own section, but in some Events there are great moments of recovery, reflection, or recruitment and they're written up with more detail. A Transition Scene should be a break from the action, a moment to gather your wits about you and then move on. You can—and usually will—string several Action Scenes together, but you need the Transition Scene to keep your players from using up all of their energy.

UNLOCKABLES

Events should provide a few additional things to spend XP on, beyond the standard list of upgrades (see page OM109). Each Event offers unique and interesting subplots and characters, so give the players more ways to buy into it. Even if it's something as specific as a short term boost in their status with an organization like S.H.I.E.L.D. or access to some area or location they wouldn't have had otherwise, it gives the Event its own identity.

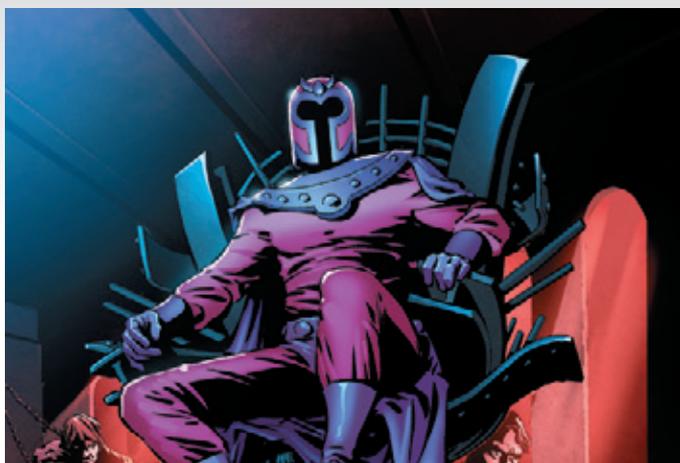
Unlockables are priced at 5, 10, or rarely 15. Often, an unlockable item has two or more versions at different costs. You might have a minor resource at 5 XP and a major resource at 10 XP (see page OM21 for more on resources). This gives the players some options and makes the more expensive version appealing, without completely ruling it out.

CONCLUSION

Most Events have a section that runs down the outcomes of the Event. Because Events have many possible endings, the Conclusion is like the bookend to the Buildup section and gives you some ideas for how to wrap things up. It's a good idea to look at each player's progress with Milestones, especially Event Milestones, and then compare this to the basic plot. Have all villains been taken care of? Have the goals of the Act been reached? Are there loose ends to tie up? Make use of this part of the game to frame Scenes that bring this to a close. A Transition Scene, especially, gives the heroes a chance to regroup and recover.

The Scenes at the very end of a story are often called the dénouement. It's a good idea to frame these with an eye toward getting the heroes back together, giving them a chance to address the public, reveal the identity of the mystery super villain to the news media, or slip away unnoticed. And if there's a romantic subplot or a tense dramatic moment you want to spotlight, bring it in here.





MODIFYING EVENTS

Events are a codified, standard template for comic book stories in the Marvel Universe. They're not supposed to be straitjackets or constraints upon your freedom. If you pick up a published Event and want to use it as the basis for some entirely different storyline, go ahead and do that! Stories only come about once characters meet situations head on, and in a roleplaying game there's so much that can happen, so many creative minds working at the same time, that you are almost guaranteed to go off the tracks. This is why Events are presented more as toolboxes and outlines for your own stories, and why we encourage you to inject your own personality as Watcher into the game.

Here are just a few ideas for how to expand and twist a published Event for new and different adventures.

- ▶ **Change out the hero datafiles.** It's not like you're ever required to use the ones in the Event, but sometimes you want to limit the choices to suit the story. What would happen if the story used the Fantastic Four instead of the X-Men? What if it were an entirely new cast of heroes that hadn't worked together before?
- ▶ **Add or change existing Milestones.** Milestones are the vertical thread of plot in the Event. They're like the muscles, with the Event outline as skeleton. So what if you switched them out with new ones? What if the focus was on a different kind of theme, or if the players were interacting with the story from a different direction? Change the Milestones and you'll change the story.
- ▶ **Replace the villains.** Do your players have history with a certain bad guy? Would they prefer to go up against Magneto than Loki? See what happens when the mastermind behind the whole operation is a hero turned bad! Or an alien race! Or Ultron! Changing the villain makes a big difference.





CREATING NEW EVENTS

It's no shocker to discover that there are many more stories in the Marvel Universe than you could ever see published as Event Books for **MARVEL HEROIC ROLEPLAYING**. That's where you come in. An Event that you create yourself has all the benefits of a published Event, with the added knowledge that you're designing it to suit your players. You don't need to spend hours and hours writing things up exactly as they're presented in published Events, however. You just need to have an outline and some notes.

- ▶ First, **sketch up the premise or the idea**, and see if you can do it in one sentence. "Villains break out of a supermax prison" is an example, as is "Aliens attack Los Angeles."
- ▶ Next, **determine how many Acts** you want this to play out across. It doesn't need to have more than one, especially if your premise is limited to a single dramatic situation. If you have multiple Acts, you can chain together interesting situations and think of ways that one leads to another, but don't get too ambitious. If you want to play out the sequel, you can always write that up later. "Villains break out" could just be two Acts. "Aliens attack" may be three or more.
- ▶ Draw up a flowchart, or bullet point list, or a rough timeline—something that helps you **organize the flow of each Act** and when things happen in your Event. This is an important step, because even if you only have the barest skeleton of a plot ("Supermax prison loses all power, villains make their escape" or "Aliens arrive in saucers, attack downtown LA, seize captives, and take them to their orbital base") that's enough to flesh out.
- ▶ **Each Act needs a Setting, Hook, and Buildup**. You know your players and what heroes they like, so you can write the Hook directly to those preferences. The Setting and Buildup come out of the plot you've got in mind for the Event, so make a few notes about those. Remember, if this is just for your own group and not intended for anyone else to play, you don't need too much here. A breakout story uses the prison facility as the Setting for the first Act, word of villains breaking out as the Hook, and getting to the prison as the Buildup. An alien attack story uses a city like Los Angeles as the setting for the first Act, sightings of saucers and news footage of aliens as the Hook, and showing up in the city as the Buildup.

- ▶ Next, **sketch out a few Action Scenes**, usually two to four for each Act. Give any villains or threats some kind of motivation. Why are they a threat? What do they want to do? What stands in their way? When you're framing this Scene for your players, knowing why someone wants to break out a whole prison full of villains or why the aliens are attacking West Coast cities is central to understanding what they do next. The heroes are going to get involved, which means some kind of confrontation, but how the confrontation plays out depends on motivation. If escape is the motivation, the villain only fights when his route is blocked. However, if revenge is the motive, he'll do what's necessary to hurt the hero.
- ▶ **Transition Scenes are optional**; you don't really need to prep these in advance unless you have a specific situation in mind to use as a Transition Scene, such as a meeting with an informant or a mysterious chamber filled with alien tech. They often develop as suggested by the players. However, if you don't build in any time in your Act for a Transition Scene—even if it's just at the end of the Act—you need to go back and figure how to do that. Gathering together at the heroes' base of operations to review inmate files or traveling in the heroes' supersonic jet into Earth orbit are good examples.
- ▶ Once you have all of your notes together, **consider creating some Event Milestones or unlockables** for your players to interact with. You don't need many of these. You can link them together thematically (spend XP from a Milestone to unlock this thing related to it) or not. You could run an entire Event for your players without anything but their own personal Milestones and standard datafile upgrades, but it adds a little touch of creativity and choice for them if you come up with some connected to the Event. If your story is a

prison breakout, a Milestone connected to bringing them all back in is good. If it's an alien attack, a Milestone surrounding the discovery of alien technology and weaknesses rewards the players who go after this sort of investigation. Even better, offering an unlockable Power Set of alien tech (a battlesuit, nanobyte packets, really big blasters) gives them a "turn the tables" twist.

- ▶ Finally, **sketch out a Conclusion**. Settle on what your end goals are and what the winning and losing conditions might be for specific plot threads. More interesting than winning or losing, however, are outcomes. What happens when the villains are all captured, or if there are still some at large? If the alien attack was devastating, how does the city recover? Will the California government do something about defending their cities from future alien attack? Your Conclusion should also suggest further stories that build on the consequences of the one that just finished. A teaser for some bigger threat lets you get your players excited for the next Event. Perhaps the prison breakout was part of a much larger conspiracy, and the alien attack on Los Angeles was just the first exploratory mission on the part of the alien empire.

We suggest using a published Event as a guide for your first attempts at preparing an Event from scratch. You may want to start by modifying one first, and then once you're comfortable with the way Events work you can use the list of suggested steps to strike out on your own.

Creating new Events is a fun and exciting way to show off your own Marvel knowledge and gives your players something unique to your group. Don't be intimidated, read comics for ideas, and take notes during the middle of your existing Events. In the Marvel Universe, nothing is ever static!

MINI EVENT

BR04

ACT ONE
Breakout at the Raft

BR20

ACT TWO
Into the Savage Land

Based on

New Avengers #1-6 by
Brian Michael Bendis,
David Finch,
and Danny Miki

Writing & Design

Cam Banks
with Rob Donoghue,
Jack Norris,
Jesse Scoble,
Aaron Sullivan,
and Chad Underkoffler

Editing

Amanda Valentine
with Matthew Gandy
and Alex Perry

Art Direction & Layout

Jeremy Keller

Graphic Design Concepts

John Harper

Interior Art

Marvel Bullpen



BREAKOUT

A breakout in a super-prison unleashes a horde of super villains.

Karl Lykos is a villain whose energy-vampire powers and ability to transform into the monstrous Sauron make him a dangerous threat. The Savage Land Mutates, past associates of Lykos, want to spring him out of the Raft, a maximum-maximum security prison. To this end, Brainchild—the cunning leader of the Mutates—has made arrangements for Electro to shut down the Raft’s power generators. This triggers a mass breakout of super villains, allowing Lykos’ escape to be hidden among the noise.

This short two-Act Mini-Event is designed as an introduction to **MARVEL HEROIC ROLEPLAYING** and is based on Brian Michael Bendis’ story featured in *New Avengers* #1-6. You can use it as-is or modify it to suit your own group’s tastes. **BREAKOUT** works best as an Event for 3 to 6 heroes and, on average, takes two sessions to play. The villain datafiles and Milestones included may inspire you to continue the story beyond these two Acts.

Everything in this Mini-Event is intended for the Watcher. Players should stop reading if they want to be surprised!



PREPARING FOR THE EVENT

BREAKOUT requires a little preparation before you run it for the first time. Here's what you need.

- ▶ Read over the entire Event provided here and become familiar with the villain datafiles and key Scenes.
- ▶ When your group meets to play the first session, have each player choose a hero from the datafiles provided. The Sentry is the only hero that can't be played in the first Act; all of the others are available. If a new player joins the game for Act Two and the heroes freed Bob Reynolds from his cell in the Raft, you can offer him as a hero option.
- ▶ Each player should choose two Milestones to pursue for this Event. They may choose a Milestone from either their datafile or from the Event-Based Milestones included with this Event.
- ▶ If your players want to choose heroes outside of the ones provided, be aware that you need to determine how best to tie them into the story. It might be a good idea to ensure that such a hero has at least one Event Milestone to pursue, linking them to the **BREAKOUT** Event.
- ▶ Make sure you have enough dice, plenty of Plot Point tokens, and some kind of action order token for each player. You may also benefit from taking note of each hero's Affiliations and what Milestones the players have chosen. Keep this list near you for reference during the game.
- ▶ If this is your group's first session of **MARVEL HEROIC ROLEPLAYING**, you should introduce them to the basic rules and go over their datafiles with them. Hand out copies of the cheat sheet for their reference.

VILLAIN DATAFILES

Datafiles for the Raft villains are provided on page BR34, although **Count Nefaria**, **Carnage**, a **Mob**, a **T-Rex**, some **Raptors**, **Sauron**, the **Savage Land Mutates**, and rogue Black Widow **Yelena Belova** are all included within their specified Action Scenes.

ACT TWO IS OPTIONAL

It follows the story from *New Avengers* #1-6; however, maybe your players are happy tracking down escaped inmates or you've got other ideas for the master plan behind the Raft. As the Watcher you have the option to take things in another direction. Act Two also works as a fine standalone story in and of itself, starring the Avengers, the Fantastic Four, the X-Men, or any combination of these super heroes.

STRUCTURE OF THE EVENT

BREAKOUT is a Mini-Event in two Acts. Each Act gives the players plenty of opportunities to bust out their heroes' superpowers and amazing talents, and allows the Watcher to mix up the action a little with a large selection of bad guys.

- ▶ **Act One** is the prison breakout from the Raft, which the player heroes must deal with.
- ▶ **Act Two** is an adventure in the Savage Land, based on information the heroes learn from the first Act.

Each Act follows a somewhat abbreviated version of the Event structure described on page OM120, *Understanding Events*. We've provided the **Setting**, **Hook**, and **Buildup** for each Act, and a few Action Scenes to keep things moving. We've also included ideas, inspiration, and suggestions for throwing in optional Action Scenes, Transition Scenes, and your choice of villains.

MILESTONES FOR THIS EVENT

Every Event has at least two Milestones tied directly to the story. **BREAKOUT** has three, and the players should be allowed to choose one or even two of them in place of the Milestones provided for them on their datafiles. If more than one player wants to pursue the same Event Milestone, that's okay. They aren't first-come, first-served!

LIBERATE THE SENTRY

Bob Reynolds, AKA the Sentry, is the hero the world forgot. You might be his legal counsel, or maybe an old friend who only recently remembered him. He's voluntarily in prison without trial for killing his wife, Lindy—you believe he deserves to be a free man.

- 1 XP** when you find and introduce yourself to Bob Reynolds, the Sentry.
- 3 XP** when you convince the Sentry to act, whether it means leaving his cell or being a hero.
- 10 XP** when you convince the Sentry to rejoin society, or convince him to remain locked up for the safety of the world.

ROUND UP THE FUGITIVES

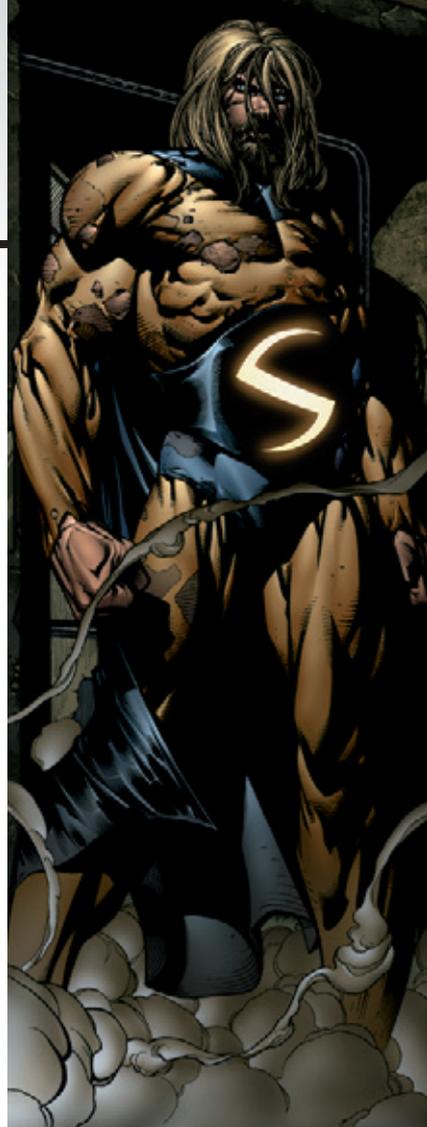
Some of the most dangerous super villains are locked up in the Raft. When they break out, you're one of the only people ready and able to bring them back in. But who is behind the breakout?

- 1 XP** when you defeat and capture a fugitive from the Raft.
- 3 XP** when you choose to let a fugitive go in order to help an innocent bystander or an ally.
- 10 XP** when you track down the group behind the breakout and either turn them in to the authorities or join them.

S.H.I.E.L.D. SUPER-AGENT

You're an Agent of S.H.I.E.L.D. or you've worked with them before. When a crisis strikes, you need to stand with them against the threat. But what if they are the threat?

- 1 XP** when you work with S.H.I.E.L.D. agents to neutralize a villainous foe.
- 3 XP** when you act against the orders of S.H.I.E.L.D. Command for the good of others.
- 10 XP** when you choose to stand either with S.H.I.E.L.D. or with the rest of your team when they're in opposition.



MAKE NOTE

Be sure to make a note of which heroes are pursuing one or more of these Milestones. They connect to the **BREAKOUT** story's three plot threads: interacting with Bob Reynolds, who believes that he has done terrible things and locked himself away from the world; stopping the super villains from breaking out of the Raft and, when that's done, finding out who was behind it; and S.H.I.E.L.D.'s mysterious operations in the Savage Land. The players can still interact with these storylines without having the appropriate Milestone, but they're less likely to get as invested in them.

ACT ONE

BREAKOUT AT THE RAFT

The first Act involves Scenes at the Raft, a prison for super villains. It begins with the heroes responding to the breakout, and ends when the situation is stable.

SETTING: THE RAFT

The Raft is a supermax prison facility for super villains situated on an island in the East River of New York City.

- ▶ It's part of the Ryker's Island jail complex, and it holds over eighty foes of numerous New York based heroes, including Spider-Man, the Fantastic Four, and the Avengers.
- ▶ The prison has numerous sophisticated countermeasures designed to keep the powers of the inmates in check.
- ▶ It has a strong S.H.I.E.L.D. presence (67 highly-trained agents).
- ▶ Unlike Ryker's, the Raft isn't connected to the mainland by a causeway; it can only be reached by water or air (usually boat or helicopter, although heroes may have more innovative ways to get there).





PROMINENT LOCATIONS

Here are some of the Raft's set piece locations, useful when framing a Scene or describing the prison facility. **Scene Distinctions** are included within the description.



Landing Deck

This is a large flat area **OPEN TO THE ELEMENTS** where helicopters take off and land. All visitors and inmates are brought into the Raft through the **REINFORCED ENTRY BAY DOORS**, which are guarded by S.H.I.E.L.D. agents at all times.

Underwater Levels

Beneath the administration buildings on the island's surface are eight underwater levels of progressively more dangerous inmates, laid out in grid patterns with occasional intersecting hallways. Each of the Raft's cells has **EXTRAORDINARY SECURITY FEATURES**—they're constructed from steel, lined with Adamantium, and use two-way video screens instead of windows. **POWER-NEUTRALIZING AGENTS** are introduced in various ways to the inmates (drugs in food, suppressive energy fields, etc.), with varying effect. When the power goes out, however, these levels are **VERY DARK** and a **MAZE OF HALLWAYS**.

Elevator Shafts & Air Ducts

There are numerous elevator shafts and air ducts connecting the eight levels of the Raft to the surface and with one another. None offer useful escape routes, but they may be **GOOD PLACES TO HIDE** or make things challenging due to the **ENCLOSED SPACE**.

Power Plant

Although they're designed to handle a complete loss of city power in the case of an emergency, the Raft's generators are no match for Electro. Given the Raft's S.H.I.E.L.D. connections, it's possible the generators are **STARK TECHNOLOGY**—although they may just as easily be **CHEAP TECH** fitted to the installation to cut costs. Restarting the generators means reaching them at the base of the Raft's multiple security levels and making repairs—this would be a great location for a surprise attack by escaped inmates.

HOOK: ALL HANDS ON DECK

This is where you determine where everyone is when the Event starts.

Electro's plan takes down the power grid on Ryker's and much of New York City, draining the generator on the Raft. While a blackout is dangerous enough, the implications of a blackout on the Raft should be apparent to any super heroes in the vicinity, providing an easy reason to draw them in.

Use the following hooks to give you ideas. Some of these assume certain Event Milestones are chosen; those Milestones may also give you ideas as to where the heroes can start.

- ▶ **Spider-Man** is in New York, about to enjoy an evening with his wife, Mary Jane, when the blackout happens.
- ▶ **Daredevil** (as Matt Murdock) arrives on Ryker's island with his partner Foggy Nelson. He is here to visit Bob Reynolds, AKA the **Sentry**. The Sentry is a mysterious super hero who claims to have killed his wife; he volunteered to be locked up in the Raft. Not much else is known about him.
- ▶ **Luke Cage** and/or **Iron Fist** are acting as bodyguards to Matt Murdock/Daredevil.
- ▶ **Spider-Woman** (as Jessica Drew) and/or **Ms. Marvel** (as Carol Danvers) are stationed on the Raft as S.H.I.E.L.D. Super-Agents and chaperones to visiting officials like Matt Murdock and company.
- ▶ **Captain America** is flying over New York City in a military helicopter, on his way to Washington D.C. for a security conference, when the Raft is attacked by Electro. The atmospheric disturbance forces the chopper down. **Black Widow** or **Black Panther** may similarly be airborne and on their way to Washington.
- ▶ **Iron Man** is in Long Island at a Stark Enterprises fundraiser. He's making his keynote speech as the blackout happens.
- ▶ **Mr. Fantastic** and **Invisible Woman** are enjoying a rare night on the town after a harrowing visit into space with the other Fantastic Four members. **Human Torch** might be clubbing in a different part of the city, or watching a game with **The Thing** at the Baxter Building over popcorn and hotdogs.
- ▶ **Wolverine** and/or any of the other X-Men (**Armor**, **Beast**, **Colossus**, **Cyclops**, **Emma Frost**, **Shadowcat**, or **Storm**) are on a dock alongside the East River, having been tipped off that something's going to happen on the Raft.

You can mix and match these, as you like. Captain America, Luke Cage, or Wolverine can fill Spider-Woman or Ms. Marvel's place as S.H.I.E.L.D. Super-Agent chaperone. Luke Cage or Iron Fist could be acting as security at Tony Stark's fundraiser. Spider-Man might have accompanied Matt Murdock as Peter Parker, hired to handle photography.

FOGGY NELSON

Daredevil's law partner Foggy Nelson doesn't really have any game stats. He's a mobile Scene Distinction, pitching in **D8** when they need legal assistance or a **D4 + PP** when he gets in trouble and they have to rescue him! As the Watcher, you should feel free to put him in constant danger. If a villain manages to win an action (**D8** or higher effect) against a hero who is defending Foggy, he may choose to knock Foggy out, thus giving the defending hero emotional stress.

S.H.I.E.L.D. RESOURCES

Any super hero who has S.H.I.E.L.D. connections (i.e., the **S.H.I.E.L.D. SUPER-AGENT** Event Milestone) may commandeer a squad of S.H.I.E.L.D. agents. They can provide support to a hero instead of making their own attacks. As the Watcher, you can have the player control them as a group or keep them under your control. No more than four agents should be on hand in any location on the Raft. Villains can eliminate an agent by delivering **D10** or greater stress to them since they are technically Experts. See page OM104 in the **OPERATIONS MANUAL** for more on Watcher characters based on Specialties.

Data File

EXPERT S.H.I.E.L.D. AGENT 8		
SOLO 4	BUDDY 6	TEAM 8
BODY ARMOR 6	COMMS 6	SMALL ARMS 6

DOOM POOL

Doom Pool
p. OM14

The **doom pool** begins at 2D6 for this Act.



DOOM POOL: 2D6

BUILDUP: GETTING TO THE ACTION

This is where you frame your first Scenes.

As things go bad, heroes will want to engage the situation. Heroes who aren't on the Raft need to get there, while heroes who are already there will find themselves abruptly in the dark under dangerous circumstances.

You have the option of framing this as either an Action Scene or a Transition Scene. If the heroes face challenges while getting to the Raft, frame it as an Action Scene. If you want to move more quickly to the conflicts on the Raft, have each player decide how they're getting there and perhaps establish any resources they may want for the upcoming Scene.

GETTING IN

There's a tremendous electrical display over the East River. All of Manhattan and the surrounding boroughs have lost power. The action's at the Raft, so how do they get there?

Heroes who can fly or who have similar powers can probably get there quickly enough, but others may need to figure out a way across. Military helicopters are flying back and forth, and there are numerous ways—legitimate and otherwise—to take advantage of that traffic. Barring that, there are boats in the river—while a cordon has gone up, there's still plenty of opportunity to get ahead of it.

The top priority for heroes outside the Raft is to keep villains from escaping, leading to multiple opportunities for the heroes to fight various villains. Some of the more powerful villains, however, may simply avoid engaging with heroes to try to get free.



ELECTRO ESCAPES WITH KARL LYKOS

Heroes outside the Raft have the opportunity see Electro flying away with an unidentified figure. Electro might be identifiable, but the heroes won't know Lykos from this distance—especially as he won't be in his recognizable Sauron form. A hero who chooses to pursue might catch up with Electro and Lykos, but doing so means abandoning the Raft, which isn't a great option. It's best if a non-flying hero—someone who can't easily pursue Electro—witnesses Lykos' departure. The heroes can follow up on this later!

ELECTRO

Affiliations

SOLO 8

BUDDY 6

TEAM 10

Distinctions

DON'T GET NO RESPECT

MORE POWER!

WHERE DO I SIGN?

Power Sets

LIVING CAPACITOR

ELECTRIC BLAST 12

ELECTRICAL MASTERY 10

ENHANCED SPEED 8

ENHANCED STRENGTH 8

FLIGHT 6

SFX: Energy Absorption. On a successful reaction against an electricity-based attack action, convert your opponent's effect die into a LIVING CAPACITOR stunt or double a LIVING CAPACITOR power until used in an action. On a failed reaction, spend D6 doom to use this SFX.

SFX: Unleashed. Step up or double any LIVING CAPACITOR power for one action. If that action fails, step back power by -1. Activate an opportunity to recover.

Limit: Grounded. Step up or add D6 to the doom pool to shut-down LIVING CAPACITOR vs. grounding or electricity-dampening attacks. Spend D6 from the doom pool to recover the Power Set.

Specs

CRIME EXPERT 8

SCIENCE EXPERT 8

TECH EXPERT 8

Maxwell "Max" Dillon
[Known to Authorities]

Electrical engineer Max Dillon was involved in an accident while working as a lineman. He became a living electrical capacitor and turned to crime. Although he's engaged in battles with the Avengers, Fantastic Four, and Daredevil, his primary opponent has been Spider-Man, either acting alone or teamed up with some of Spidey's other foes. In this Event, Electro's been paid to shut down the generators at the Raft and get Karl Lykos to safety. He doesn't want to stick around long enough to fight any heroes who show up, although he did take time to tell all of the villains he just freed whom they can thank for their escape.



GETTING OUT

Before the attack, visiting heroes will get the routine explanation of the Raft's security benefits, its innovative holding cells, its power-dampening features, and, of course, the presence of S.H.I.E.L.D. But when the lights go out—and even the flashing red emergency lights sputter and go dark—none of this offers much comfort.

The problem with a prison for psychos and super villains is that it tends to involve cutting corners on things like fire codes. There's a real lack of clearly labeled exits and safe routes out for the very practical reason that any such path could turn into an escape route for an inmate. As the lights go out, heroes have an immediate problem figuring out where they're going—things get dark very quickly.

Depending on the situation, heroes who start inside the Raft may find themselves more interested in getting away from villains than actually defeating them.



ACTION: NEFARIOUS ESCAPE

This is an Action Scene. Use this as your first encounter with the villains after establishing the heroes' arrival on the island or presence in the Raft's secure levels.

Count Nefaria is one of the more dangerous villains on the Raft; while his first priority is getting himself free, he's not above engaging in a little bit of vengeance on his way. He's not likely to really throw down with any opponents who can slow him down, and he'll disengage from any fight that's not clearly going his way. Count Nefaria blows a hole in the surface of the Raft on his way out, so he's a good choice to run into heroes on the landing deck.

Count Nefaria's powers are all derived from ionic energy. With his **KINETIC CONTROL**, he can use a stunt to slam people around as well as defend himself. His *Energy Absorption* SFX lets him defend against energy sources. You should throw Nefaria against heroes who are solo or with a buddy. He's also a great option for a leader of other bad guys, if he doesn't simply leave at the first opportunity.

OPTIONS WITH NEFARIOUS ESCAPE

- ▶ If the heroes are all inside the Raft to begin with, those closer to the surface might see Count Nefaria blowing his way out with his ionic powers.
- ▶ Count Nefaria has worked with a number of minor league villains in the past, notably his Lethal Legion. One of these villains, the **Living Laser**, is a Raft inmate; he could assist Nefaria in getting out, assuming his own containment cell lost power along with everyone else's. **Tiger Shark** and **Armadillo**, chained together, may also join this improvised Lethal Legion, as might **Grey Gargoyle**. Like Count Nefaria, they're all more interested in escaping the Raft than spending time fighting heroes.
- ▶ Assuming Count Nefaria escapes, he could travel to the Savage Land to recuperate or regain his powers. The heroes might get a rematch in the next Act if you choose this option.

Living Laser
p. BR42

Tiger Shark
p. BR46

Armadillo
p. BR34

Grey Gargoyle
p. BR40

COUNT NEFARIA

Count Luchino Nefaria [Public]

Affiliations

SOLO 8
BUDDY 6
TEAM 10

Distinctions

DESTRUCTIVE
MASTERMIND
SELFISH

Power Sets

IONIC POWER

ENERGY BLAST 8 **KINETIC CONTROL** 10
SUBSONIC FLIGHT 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN SPEED 10 **SUPERHUMAN STRENGTH** 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Boost.* Shutdown any IONIC POWER trait to step up another IONIC POWER trait by +1.

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into an IONIC POWER stunt or double an IONIC POWER power for your next action or reaction. On a failed reaction, spend D6 doom to use this SFX.

Limit: *Ion Depletion.* Add D6 doom and shutdown any IONIC POWER trait. Activate an opportunity to recover.



Specs

BUSINESS MASTER 10
MENACE EXPERT 8

COMBAT EXPERT 8
SCIENCE MASTER 10

CRIME MASTER 10
TECHNOLOGY EXPERT 8



ACTION: CARNAGE IN THE DARK

For those inside the Raft—especially the lower underwater levels where there’s no light at all—Carnage is a great foe to frame a Scene with. Carnage is crazy, dangerous, and happiest in unpleasant dark places. Any heroes trapped inside the facility might encounter bloody tentacles coming out of the darkness. He’s a long-time foe of Spider-Man but, just to make things interesting, consider not throwing him up against Spidey.

Carnage usually just goes nuts and shouts out horrifying and violent accounts of what he plans to do to people. He likes to take on one target at a time, striking out of the dark. He’s not worried about going up against most heroes, as his symbiote keeps him from being hurt too badly. He’ll try to feed off his target, using his **TENTACLES** to attack. His **TELEPATHY** might be used once he’s fed off a target, drawing out a painful memory and adding it as an asset in order to inflict emotional stress. He has the *Multipower* SFX, which means he can use more than one of his powers in an action by stepping each power back by -1 for each additional power used.

Note that Spider-Man’s *Spider-Sense* SFX doesn’t help him against Carnage.

CARNAGE

Affiliations

SOLO 10
BUDDY 8
TEAM 6

Distinctions

INSANE
MURDEROUS
SNEAKY

Cletus Kasady
[Known to Authorities]



Power Sets

SYMBIOTE

ENHANCED DURABILITY 8	SHAPESHIFT 8	STRETCHING 8
SUPERHUMAN REFLEXES 10	SUPERHUMAN STAMINA 10	SUPERHUMAN STRENGTH 10
TELEPATHY 8	TENTACLES 8	WALLCRAWLING 6
WEB-SLINGING 6		

SFX: *Feed.* On any successful action that includes **TENTACLES**, step up physical stress by $+1$.

SFX: *Multipower.* Use two or more **SYMBIOTE** powers in your dice pool, at -1 step for each additional power.

Limit: *Fire and Sonic Vulnerability.* When making a reaction against fire-based or sonic-based actions, Carnage takes emotional stress equal to the effect die of the attack, regardless of whether he also takes physical stress. If he’s stressed out by emotional stress, he flees immediately.

Specs

COMBAT EXPERT 8 **COVERT EXPERT** 8 **MENACE MASTER** 10

OPTIONS FOR CARNAGE IN THE DARK

- ▶ Carnage is a dangerous opponent for anyone to take on alone. Adding other villains to a Scene with Carnage involved makes the situation even more deadly. If you want to make things interesting, add someone like **Cutthroat**, **Jigsaw**, or **Razor-Fist**, who may recognize the benefit of Carnage's chaotic approach (and the distraction it provides).
- ▶ Carnage has spawned secondary symbiotes in the past. These "children" have infected other people and turned them into symbiote-powered threats, too. **By spending D10 from the doom pool**, Carnage can spawn a symbiote "child" that infects an otherwise non-powered inmate, such as those mentioned above. That inmate immediately gains a **SYMBIOTE SPAWN** Power Set that's weaker than Carnage's.

Cutthroat
p. BR39

Jigsaw
p. BR41

Razor-Fist
p. BR45

Power Sets

SYMBIOTE SPAWN

ENHANCED DURABILITY 8

SUPERHUMAN REFLEXES 10

ENHANCED STAMINA 8

SUPERHUMAN STRENGTH 10

WALLCRAWLING 6

WEB-SLINGING 6

SFX: *Feed.* On any successful action that includes TENTACLES, step up physical stress by +1.

SFX: *Multipower.* Use two or more SYMBIOTE SPAWN powers in your dice pool, at -1 step for each additional power.

Limit: *Fire and Sonic Vulnerability.* When making a reaction against fire-based or sonic-based actions, the spawn's host takes emotional stress equal to the effect die of the attack, regardless of whether he also takes physical stress. If he's stressed out by emotional stress, he flees immediately.



GET ME MY GEAR!

The following villains provided in this Event begin the Act without their Power Sets because they're dependent on gear or other equipment. Until they manage to break into a weapons locker or storage room, they're mostly powerless. By spending a D6 or larger die from the doom pool, you can introduce one into the Act having found his gear. Also, if you use one of them later on (such as when the heroes are rounding up escaped inmates) you can assume he has his gear back.

- Chemistro (p. BR36)
- Crossbones (p. BR37)
- Cutthroat (p. BR39)
- Jigsaw (p. BR41)
- Mr. Fear (p. BR43)
- Razor-Fist (p. BR45)

Mobs
p. OM115



ACTION: THE VILLAINOUS MOB

While some very powerful villains are making their escape, the majority of the inmates are either crazy humans or super villains whose powers—while dangerous—aren't noteworthy. Other villains may be powerful, but are still suffering from the drugs or other inhibitors the prison used to keep them under control. Those villains are moving in a large, dangerous mob—a threat to any heroes who find themselves tangling with it, especially if it's in close quarters where withdrawal isn't as much of an option.

The mob has a **TEAM 5D6**, which simply means there are so many of these individuals that they are almost all aiding each other. If a hero delivers at least **D8** or more stress to the mob, he can choose to knock away one of these dice. If a hero uses an *Area Attack* SFX on the mob (or spends PP to keep multiple effect dice), she can use extra effect dice to take out additional **TEAM** dice.

MOB OF MINOR VILLAINS

Various second-stringers, thugs, and bad guys

Affiliations	TEAM 6 6 6 6 6	Distinctions	DANGEROUS DESPERATE DRUGGED
Power Sets	MOB TRAITS		
	GRAB 8	SWARM 8	
	SFX: <i>Area Attack</i> . Target multiple opponents. For every additional target, add D6 and keep +1 effect die.		
	Limit: <i>Mob Cohesion</i> . Defeat TEAM dice (with D8 stress) to reduce mob.		

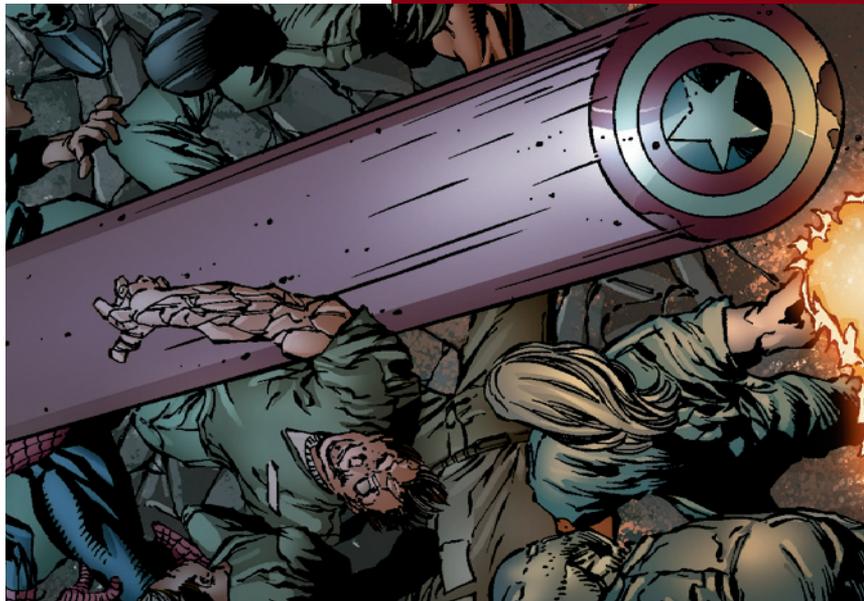


THE MAN IS KEEPING US DOWN

The following villains begin the Event having been administered drugs or technological dampeners for the duration of their stay in the Raft. They each begin with a D10 complication—either DRUGGED or DAMPENED. While they're locked up, the drugs or technology suppress their powers completely, but once Electro cuts the power, things begin to improve. While they're escaping, spending a D10 doom die removes the complication. If these villains make it to the mainland and escape, they won't have any lingering after effects and will function at their usual level.

OPTIONS WITH THE VILLAINOUS MOB

- ▶ There are a number of datafiles in this Event representing villains who, if they had their Power Sets active, would be more of a threat. See **Get Me My Gear!** for a list. You can decide to spend a D6 or greater doom die to upgrade one of them to powered status, representing them uncovering their equipment or gear in a S.H.I.E.L.D. storage room or weapons vault. That villain then joins the mob as a distinct character, ready to cause more trouble.
- ▶ Two mobs may appear, representing opposing sides in factions. They each may be led by different villains such as **Jigsaw**, the **Controller**, **Count Nefaria**, or the **Purple Man**. Mobs fighting mobs—each with *Area Attack* SFX and the *Mob Cohesion* Limit—can get awfully messy.



- Bushwacker (p. BR35)
- Constrictor (p. BR36)
- Controller (p. BR37)
- Crossfire (p. BR38)
- Crusader (p. BR38)
- Graviton (p. BR39)
- Mentallo (p. BR43)
- Purple Man (p. BR44)
- Scarecrow (p. BR45)

TRANSITION: TALKING TO BOB

This is a Transition Scene. Use this when you want to give some players a break in the action, especially those in the lower levels.

Bob Reynolds, AKA the Sentry, is in his cell at the lowest level of the Raft. Even though his door's open, he won't budge. He looks like a shaggy homeless person wearing a gold and blue caped uniform. Bob believes he killed his wife, Lindy (he didn't) and that he deserves to be locked up (debatable). **Bob's psionic powers are so great that he's made everyone in the world forget he even existed.** This worldwide block has begun to relax, giving some former associates of his (perhaps one of the heroes) fresh memories of their past adventures.

In between fighting bad guys and struggling to get out of the Raft, one or more players might decide to engage in a conversation with Bob. This counts as a Transition Scene, assuming no bad guys are waiting to pounce on the heroes. They can take a breather, recover some stress, and try to get him to help them out.

Convincing the highly phobic Sentry to do anything or take any action may be approached from a number of ways, like using **PSYCH** to coax him out of his cell, or appealing to him with an appropriate Distinction. Roll against the doom pool, adding in a **D12** for Bob's almost godlike assurance that he's guilty. **If they can beat the doom pool, the heroes can stir him to action.**

Bob can also be made available by unlocking him with XP. The heroes can try to convince him, rolling dice as usual, and then spend 5 XP to get his assistance in Act Two. Or they can spend 10 XP and have him help them directly. If they go for the more expensive option, the Sentry will literally grab a villain and fly off with him, smashing all the way up out of the Raft, leaving the heroes to worry about other problems.



Unlockables
p. BR18



TRANSITION: MOPPING UP AND INVESTIGATION

Once things turn into an open fight, then the outcome becomes predictable. In addition to the heroes, more and more S.H.I.E.L.D. agents show up to contain things, and the simple reality is that many of the villains don't have the means to get themselves off of the Raft to safety. The remaining question is who arranged for the breakout and why, leading to some potential Transition Scenes between Acts. **Once the heroes have seen to Count Nefaria, Carnage, one or two mobs, and perhaps a few other villains, you can consider the breakout over.**

This is a good place for a Transition Scene, especially as the next Act begins with the heroes heading to the Savage Land to uncover more of the reasons behind the breakout. Let the heroes recover and do recovery actions as well as make actions or activate resources. You can offer the following to the players for resources based on their Specialties. Activating any of these resources gives them the information and, of course, a die they can use later. Clever players might come up with other ideas.

- ▶ **BUSINESS Resource:** Mercenaries and villains-for-hire are often paid with funds passed through offshore banks and phony corporations. Mercenaries don't always cover their own tracks, however. The hero learns that Maxwell Dillon, AKA Electro, recently arranged for large sums of money to be transferred to Paris—but the sender of that money isn't native to any country on record.
- ▶ **COVERT Resource:** The hero learns from sources in S.H.I.E.L.D. or other spy organizations that there are mysterious anomalies between who the official records *say* was in the Raft and who *actually* was. The biggest anomaly connects to a S.H.I.E.L.D. outpost in Antarctica, just outside the Savage Land. Not coincidentally, one of the inmates of the Raft was a psychic vampire named Karl Lykos, AKA Sauron, who operates out of that part of the world.
- ▶ **CRIME Resource:** Obviously, word gets around about someone who might be capable of handling a big breakout like this one. A man identified only as Brainchild had been asking in the past week or two about super villains with electrical or teleportation powers. The hero learns that Electro jumped on that one before anyone else, and there are some grudges.
- ▶ **MENACE Resource:** Threatening enough of the inmates turns over at least one goon who admits that Electro was in the Raft to break out one guy and one guy only—a psychic vampire named Sauron who's based out of the Savage Land.
- ▶ **PSYCH Resource:** This is identical to the **MENACE** Resource, only kinder, and probably involving donuts.
- ▶ **TECH Resource:** The hero learns that the right amount of insider information and secrets would have been necessary for Electro to know what to do and how to do it. The trail leads to a S.H.I.E.L.D. outpost in Antarctica that has "gone dark" in the past month or two—it's no longer even listed in the primary active database.



Recovery
Actions
p. OM41

OPTIONS FOR MOPPING UP AND INVESTIGATION

You can jump right from one of these revelations into an Action Scene, if you want to bridge the gap between Act One and Act Two.

- The heroes may want to confront **S.H.I.E.L.D. Director Maria Hill**—a hard-nosed woman with no time for super hero nonsense—about this S.H.I.E.L.D. stuff. Hill orders any heroes connected to or working for S.H.I.E.L.D. to stay away from the Savage Land and drop this whole investigation. They can try to convince her otherwise, which is an action against the doom pool. If they succeed, she agrees to fly them there if they don't already have a Helicarrier ride (see **Unlockables for Act One**). If they fail—and they only get one shot—then the heroes won't get any S.H.I.E.L.D. assistance from this point on.
- The heroes may want to track down **Electro** in Paris. He's at a bistro trying to convince his girlfriend to leave with him on a worldwide spending spree with all his new money. The heroes can confront him in a Parisian street and either bring him in or get more information from him (i.e., the fact that he sprung Lykos in return for payment from Brainchild of the Savage Land Mutates).



UNLOCKABLES

As well as the usual things your players can spend XP on, add the following items to the list.

These are tied to the three Event Milestones; therefore, they're only available to heroes who pursued the respective Milestones. Note that each has a 5 XP and a 10 XP level, which corresponds to minor and major Event Resources.

- ▶ **[5 XP/10 XP] Unlock the Sentry:** Any player who spends 10 XP during the Act can unlock the Sentry, thus convincing him to help out. He helps the hero once, and then flies off. If the player already used an action to convince the Sentry to act, 5 XP unlocks him as a resource for later in Act Two. At any time, the hero can cash in this resource and have the Sentry show up to help the team.
- ▶ **[5 XP/10 XP] Unlock Champion Clearance with S.H.I.E.L.D.:** It's one thing to be a S.H.I.E.L.D. Super-Agent; it's quite another to announce that you have Champion level clearance. For 5 XP, the player gets his choice of a squad of S.H.I.E.L.D. agents (four of them) for use in the next Act or a lift to the Savage Land courtesy of the S.H.I.E.L.D. Helicarrier. For 10 XP, it's one of those options plus the Helicarrier shows up when they need it most. This last is effectively the player equivalent of the Watcher's **2D12 End the Scene** option, but the players get to describe how it goes.
- ▶ **[5 XP/10 XP] Unlock Redemption of a Raft Inmate:** For 5 XP, the hero can unlock one villain's turn toward the light. Assuming the hero defeated the villain, this makes the villain available to play as a hero. Step up his Affiliations, make a couple of tweaks, and you're good to go. The player who unlocks this gets the choice of who to redeem. For 10 XP, the villain is available as a hero, plus the hero who spent the XP can bring that former villain along as a supporting Watcher character for Act Two; he'll engage in one big battle before departing on good terms.



ACT TWO

INTO THE SAVAGE LAND

The second Act is a fun romp through a lost world-type location, the Savage Land, in order to track down the escaped villain Karl Lykos as well as investigate strange rumors within S.H.I.E.L.D.

SETTING: THE SAVAGE LAND

Located deep in Antarctica, the Savage Land is a tropical region ringed by volcanoes. Populated by dinosaurs, swamp people, man-apes, and other creatures, the Land has been fought over, conquered, and liberated many times in just the past few decades. It is the source of Antarctic Vibranium—known as “anti-metal” for its metal-destroying properties—as well as alien artifacts, the ruins of ancient civilizations, and other scarce resources.

PROMINENT LOCATIONS

Here are the major locations and set pieces for Scenes in the Savage Land. Suggested **Scene Distinctions** are marked.

Scene
Distinctions
p. OM69



The Jungle

Vast steamy jungle filled with **DANGEROUS FLORA AND FAUNA**, including dinosaurs, great cats, apes, terror birds, and other primeval or mutated monsters. Tribal cultures occupy pockets of civilization hidden in the **TROPICAL WILDS**. (See: **Dinosaurs!** and **Mutate Attack!**)

Remnants of Civilization

This covers any of several ruined buildings, from Magneto’s Antarctic base to **SUPER-SCIENCE DOMES** built by the High Evolutionary or the Celestials. Most are **OVERGROWN** and looted by villains and tribespeople. (See: **Sauron!**)

The Higher Ground

These are elevated plateaus, mesas, and volcanic mountains that rise above the jungle. Some are **COVERED IN GRASSY PLAINS**; others are simply bleak wastelands **STREWN WITH RUBBLE**. (See: **Rogue S.H.I.E.L.D. Strike Team!**)



INTO THE SAVAGE LAND

BR21

HOOK: TRACKING KARL LYKOS

The heroes have determined that the villain that Electro sprung from the Raft in the previous Act was **Karl Lykos**, a psychic vampire with the power to drain life energy from others. He operates out of the Savage Land, and thus the heroes have the best chance of capturing him there.

- ▶ **Heroes with ties to S.H.I.E.L.D.** (Captain America, Black Widow, Ms. Marvel, Spider-Woman, or any hero pursuing the associated Milestone) find that the file on Lykos is locked, marked restricted. Also, the S.H.I.E.L.D. outpost just outside the Savage Land is offline, which never happens.
- ▶ **Heroes associated with the X-Men** (Armor, Beast, Colossus, Cyclops, Emma Frost, Shadowcat, Storm, or Wolverine) know that Karl Lykos transforms into a giant pteranodon-like form known as **Sauron** when he drains energy from mutants. In this form he's much more dangerous.
- ▶ **Spider-Man or the Fantastic Four** (Black Panther, Mr. Fantastic, Human Torch, Invisible Woman, or the Thing) as well as any of the heroes mentioned in the previous two bullets know about the past conflicts in the Savage Land; they also know that the Land's resources are usually at stake.

DOOM POOL

The **doom pool** begins at **2D6** for this Act. You gain the ability to activate certain threats during the Act, as specified in Action Scenes.



DOOM POOL: 2D6



Doom Pool
p. OM14



BUILDUP: GETTING TO THE ACTION

This arc takes place in the Savage Land, but the heroes start on the East Coast of the United States, specifically New York City. It's no small distance from New York to Antarctica.

GETTING IN

There are multiple options for flying to the Savage Land, some better than others.

- ▶ Wealthy heroes or heroes connected to private corporations—like Iron Man or Iron Fist—can provide a jet or aircraft large enough to fly the team to Antarctica by activating a **BUSINESS resource**. Iron Man might have a new model of Quinjet (supersonic transport), for instance.
- ▶ S.H.I.E.L.D. Agents can commandeer a transport, but they'll need to pull a few strings and cover their tracks to avoid drawing attention. If they've unlocked **Champion clearance**, this is one of their options, as is winning over Maria Hill in the previous Act.
- ▶ The X-Men can borrow an X-Jet—like the Blackbird—with sufficient range to fly to the Savage Land, by activating a **TECH or VEHICLE resource**. The Fantastic Four can similarly rustle up a flying Fantasticar or similar supersonic transport.

Several hours later, the team arrives at the Antarctic continent, flying over Marguerite Bay and a volcanic ridge to land in the jungle. Atmospheric conditions and strange electromagnetic disturbances (common in the Savage Land) make it dangerous to land anywhere else.

GETTING OUT

Leaving the Savage Land should be no problem—so long as the heroes still have a ride out. It's highly probable that their jet or transport is destroyed or rendered unusable by dinosaur attacks. If this occurs, the heroes can try to convince S.H.I.E.L.D. to come get them once they deal with Yelena Belova's rogue strike team and the S.H.I.E.L.D. outpost is destroyed by Maria Hill's Helicarrier. This is much more likely if the team has someone with Champion clearance.

They might also try to uncover some alien artifact, remnant of an ancient civilization, or even—if the heroes know who they are—try to contact **Ka-Zar** or his wife **Shanna the She-Devil**. You can decide that this adventurous couple isn't in the Savage Land during this Event, or simply agree to have Ka-Zar lend the heroes an airplane or something like that. You could have a teleportation device stumble into their hands from a cache of Celestial artifacts. Anything is possible.



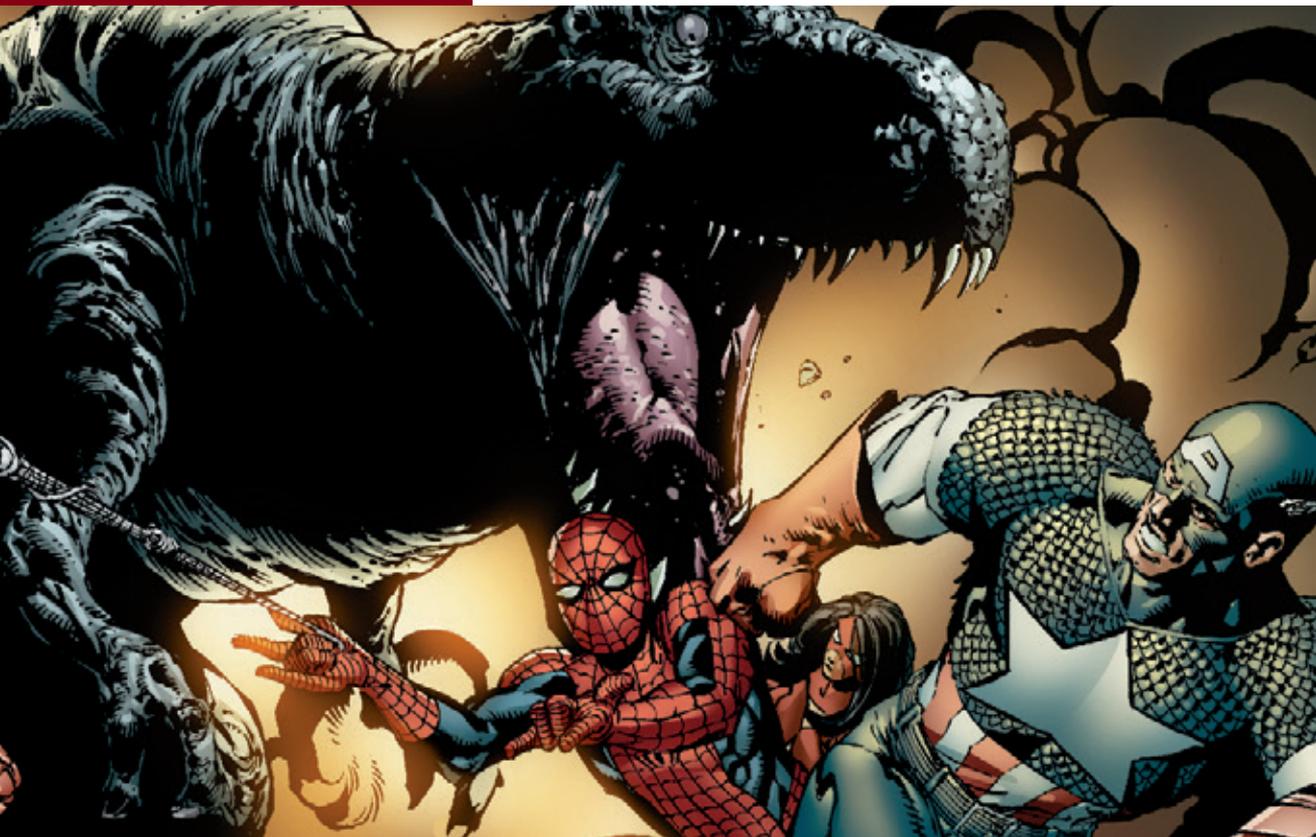
ACTION: DINOSAURS!

This Scene occurs immediately after the heroes land their vehicle.

If the heroes are all together, an enormous Tyrannosaurus Rex emerges from the trees and crushes the vehicle with its mighty feet. The explosion sets nearby trees on fire and generally creates a lot of noise.

If the heroes don't all land in the same place or if they split up on arrival, leave the T-Rex for later—once the doom pool grows by a few more dice. A pack of raptors seeks out smaller groups, attacking from all sides. Once the heroes come together as a group or defeat the raptors, this is a good time to describe the T-Rex's destruction of the heroes' transportation if it hasn't already happened.

There's only one T-Rex, but there are a total of six raptors. You can divide them into two packs of 3, three pairs, or some other combination. A pair is useful against a **SOLO** hero, while a pack is useful against two heroes in a **BUDDY** arrangement. If the T-Rex appears while the raptors are still around, it will pair up with a single raptor (if there are any) but otherwise does its own thing.



GIGANTIC T-REX

Truly enormous tyrannosaurus rex

Affiliations

SOLO 8 8 8
 BUDDY 6 6
 TEAM 4

Distinctions

FEROCIOUS
 HUNGRY
 STUPID



Power Sets

THEROPOD

CRUSHING FEET 10

HUGE HEAD 10

LITTLE ARMS 4

THICK SKIN 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Charging Smash.* Double or step up CRUSHING FEET on an action against three or more targets, then shutdown CRUSHING FEET. Recover after using LITTLE ARMS.

SFX: *Crushing Chomp.* Double or step up HUGE HEAD on an action against a single target, then shutdown HUGE HEAD. Spend D8 doom to recover.

Limit: *Huge.* Can't attack anyone smaller than a child, can't fit between narrow rocks, and other problems. Turn a THEROPOD power into a Complication and add D6 doom. Spend D6 doom to recover.

Specs

MENACE EXPERT 8

PACK OF RAPTORS

One or more cunning velociraptors

Affiliations

SOLO 4
 BUDDY 6 6
 TEAM 8 8 8

Distinctions

PACK TACTICS
 SMARTER THAN THEY LOOK
 VICIOUS



Power Sets

PACK TACTICS

ENHANCED DURABILITY 8

ENHANCED SPEED 8

RAZOR CLAWS 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Rip/Shred/Tear.* Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

Limit: *Pack Cohesion.* Defeat TEAM or BUDDY dice (D10 stress or D8 stress, respectively) to eliminate pack.

Specs

COMBAT EXPERT 8

COVERT EXPERT 8

Note: Use the Specialties with a single velociraptor, not the pack or pair. Once a pack or pair is reduced to a single raptor, it flees, returning later to ambush or harass the heroes.

TRANSITION: AFTER THE DINOSAURS

After the dinosaurs have been taken care of, introduce a Transition Scene that allows the heroes to use recovery actions. The heroes can make plans to search the jungle or go looking for the S.H.I.E.L.D. outpost. If they head to the outpost, they're going to run into the rogue team led by **Yelena Belova**. If they search the jungle, it's time for **mutates** to attack.



ACTION: MUTATE ATTACK!

Any hero who's been in the Savage Land before (Cyclops, Colossus, Wolverine, Spider-Man, and so on) knows that **mutates**—primitive humans mutated by Magneto—have a habit of showing up and attacking *en masse*. That's what's happening here. This Scene starts with any heroes with **D8** or greater **SENSES** becoming aware that the jungle has grown quiet. Seconds later, a horde of half-naked hairy savages leaps out of the trees. Some of the more intelligent and named mutates hang back in wait; they strike **as soon as the doom pool grows by two dice** or once all of the mutates are defeated, whichever happens first.

MOB OF MUTATES

Horde of nameless mutates

TEAM

6 6 6 6 6

Affiliations

BRUTISH

MUTATED

SAVAGE

Distinctions

MOB TRAITS

GRAB 8

SWARM 8

Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

Limit: *Mob Cohesion.* Defeat TEAM dice (with D8 stress) to reduce mob.

The **Savage Land Mutates** each have different powers and temperaments, but they work well as a **TEAM** (using that Affiliation before all others). **Vertigo** usually begins with her sense-scrambling power to cause as much mental stress as possible, after which the more physical members leap in and attack. **Brainchild** holds back, perhaps using support actions to direct brutes like **Barbarus** or **Lupo**.

BARBARUS

Unrevealed [secret]

Affiliations

SOLO 6

BUDDY 4

TEAM 8

Distinctions

AGGRESSIVE

LOYAL

THICKHEADED



Power Sets

MUTATED GENETICS

SUPERHUMAN DURABILITY 10

SUPERHUMAN STRENGTH 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Four Arms.* Double **SUPERHUMAN STRENGTH** and keep +1 effect dice, then shutdown. Spend D6 from the doom pool to recover.

Limit: *Weak-Willed.* Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

COMBAT EXPERT 8

BRAINCHILD

Unrevealed [secret]

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

GREEDY
SUBSERVIENT
SUPER-GENIUS



Power Sets

MUTATED GENETICS

ENHANCED DURABILITY 8 ENHANCED STRENGTH 8 TELEPATH 6

SFX: *Focus*. In a pool including a MUTATED GENETICS power, replace two dice of equal steps with one die of +1 step

SFX: *Situational Awareness*. Include TELEPATH on a support action. If the supported action is successful, add a die to the doom pool equal to the supported action's effect die.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

SCIENCE MASTER 10 TECH MASTER 10

LUPO

Unrevealed [secret]

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

CANINE LOOKS
FOLLOWER
VICIOUS



Power Sets

MUTATED GENETICS

ENHANCED DURABILITY 8 ENHANCED REFLEXES 8 ENHANCED STRENGTH 8

SFX: *Claws & Fangs*. Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

SFX: *Summon Canines*. Use an effect die from an action to create a DIRE WOLVES asset and step up this asset by +1.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

COMBAT EXPERT 8

VERTIGO

Unrevealed [secret]

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

AMORAL
DEPENDENT
SENSUAL



Power Sets

MUTATED GENETICS

ENHANCED DURABILITY 8 ENHANCED STRENGTH 8 PSYCHIC BLAST 10

SFX: *Area Attack*. Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Power Dampener*. On an action including a PSYCHIC BLAST die, use an effect die to shutdown target's power trait of equal or lesser rating, or step back power trait of higher rating by -1. Target may recover trait by activating an opportunity.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

COVERT EXPERT 8 PSYCH EXPERT 8 TECH EXPERT 8



TRANSITION: CAPTURED

If the mutants manage to stress out the heroes, the heroes are kidnapped and taken to a ruined stronghold that once belonged to Magneto. It's possible that only some of the heroes are kidnapped (if the team is separated, for instance) in which case the trail isn't hard to locate for anyone with **D8** or better **SENSES**. If the heroes defeat the mutants, they can still follow their trail back to their stronghold and find Lykos there with the remaining Savage Land Mutates. You might also use the Watcher's **2D12** End the Scene option to get the heroes to this point.

The heroes can still try to make recovery actions for themselves, even if they can't help each other out. Heroes might create a **TECH** or **CRIME** resource to aid their escape.

End the
Scene
p. OM17

ACTION: SAURON!

Karl Lykos is enjoying the luxury quarters the Savage Land Mutates have given him. There are two ways the heroes might arrive here. They're captured, in which case any gear-based Power Sets are shutdown and they wake up naked and in restraints (a **D12** complication—**EMBARRASSINGLY RESTRAINED**), or they follow the trail and arrive here. Any mutants who weren't defeated in the previous Scene are here now, possibly joined by those who remained here at the base.

Karl explains to those who talk with him that, if he goes back into custody, the government will hand him over to Weapon X, and that he doesn't need costumed heroes ruining the business arrangement the Savage Land Mutates have with S.H.I.E.L.D. Lykos can't resist a little grandstanding (adding any effect die he rolls to the doom pool, in other words), but he orders any mutants present to kill the heroes. If a fight breaks out, Lykos drains energy from a hero and flees.

Sauron is a tough customer. He starts out able to drain energy from his victims and boost his physical abilities with it; if he drains energy from mutants, he can give himself temporary powers or SFX. In addition, he can trigger his pteranodon form by draining energy from mutants and inflicting slightly less stress. In his pteranodon form, Sauron uses his *Flame Breath* SFX, and then flies around slashing and clawing at his foes.



Doom
Pool
p. OM15

KARL LYKOS/SAURON

Dr Karl Lykos [public]

Affiliations

SOLO 10
BUDDY 6
TEAM 8

Distinctions

ADDICT
LAZY
PSYCHIATRIST



Power Sets

ENERGY VAMPIRE

ENHANCED REFLEXES 8 ENHANCED STAMINA 8 LEECH 10

SFX: *Boost.* Spend an effect die from a roll including LEECH to add or step up DURABILITY, STRENGTH, or SPEED.

SFX: *Transformation.* On a successful action that includes LEECH against a target with the *Mutant* Limit, inflicted physical stress is stepped back by -1 but activate PTERANODON FORM Power Set.

SFX: *Mutant Mimic.* On a successful action that includes LEECH against a target with the *Mutant* Limit, add a new power trait at effect die rating or an SFX instead of inflicting stress. New power trait or SFX must be one belonging to target mutant.

Limit: *Hunger.* If an action that includes LEECH fails, take emotional stress equal to your own effect die. If target is mutant, step up emotional stress by +1. If stressed out, shutdown ENERGY VAMPIRE. Activate an opportunity to recover.

PTERANODON FORM

ENERGY BLAST 8 ENHANCED DURABILITY 8 SUBSONIC FLIGHT 8

SUPERHUMAN STRENGTH 10

SFX: *Flame Breath.* Step up or double ENERGY BLAST, treat as a fire attack, then shutdown. Activate an opportunity to recover.

SFX: *Talons.* Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

Limit: *Cold Vulnerability.* Add D6 to the doom pool and step up physical stress by +1 when attack is cold or ice-based. If stressed out from cold-induced physical stress, shutdown PTERANODON FORM.

Specs

MEDICAL EXPERT 8 SCIENCE EXPERT 8 TECH MASTER 10



OPTION: BRAINCHILD'S MACHINES

- The Savage Land Mutate known as **Brainchild** has some advanced genetic gadgets in the headquarters, any of which might serve as a **TECH MASTER** stunt for him during a battle (at the usual cost). What he really wants to do is devolve or mutate a hero who isn't already a mutant or mutate, such as Black Widow, Iron Fist, or Iron Man. If one of these heroes is stressed out during the battle, Brainchild has instructed a brutish mutate to carry the fallen hero to one of the machines and flip the switch.
- Spend a doom die to create a **DEVOLVED** complication on the stressed out hero. The rating of the complication is equal to the doom die spent. For as long as he remains in this state, this complication hinders the hero on any action or reaction dependant on being intelligent or able to use technology or tools. Heroes with **SCIENCE** or **TECH MASTERY** can reverse the effects like they were recovering stress.

OPTIONS WITH SAURON!

- ▶ Sauron probably needs mutates to help him against the heroes. Spend **D8** doom for each new named mutate added to the Scene (**Amphibus**, **Whiteout**, and **Worm**). Spend **D10** for all named mutates. Spend **D6** doom for a mob of mutates. The mutates from the jungle attack (**Barbarus**, **Brainchild**, **Vertigo**, **Lupus**), assuming some have survived, can be part of the Scene without spending doom.
- ▶ How this Scene plays out depends on the way the heroes approach it. If they arrive as a team, Lykos lets the Savage Land Mutates pair off against the heroes and give him time to slip away. If a hero arrives alone or as a pair, Lykos is more confident and cocky. Either way, you should let the Savage Land Mutates do battle first, with Lykos using his actions to grandstand and add dice to the doom pool, or just running off. The Scene should end in a battle against Lykos or, if he flees, a new Scene should be framed to deal with him.
- ▶ If the doom pool grows by two dice during the conflict with Lykos/Sauron, **Yelena Belova's S.H.I.E.L.D. unit** arrives, immediately attacking Lykos. Similarly, if any heroes break off from the fight and go off to look around, Yelena's team jumps them.



AMPHIBIUS

Unrevealed [secret]

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

AQUATIC
TOADY
VIOLENT



Power Sets

MUTATED GENETICS

ENHANCED DURABILITY 8 ENHANCED REFLEXES 8 ENHANCED STRENGTH 8

SFX: *Leaping Charge*. Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. If action is a success, step up physical stress inflicted by +1.

Limit: *Heat Vulnerability*. Add D6 to the doom pool and step up physical stress by +1 when attack is heat or fire-based.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

COMBAT EXPERT 8 COVERT EXPERT 8

WHITEOUT

Unrevealed [secret]

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

ALOOF
MYSTERIOUS
RESPONSIVE



Power Sets

MUTATED GENETICS

ENHANCED DURABILITY 8 ENHANCED STRENGTH 8 LIGHT GENERATION 10

SFX: *Area Attack*. Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Blinding Flash*. Step up LIGHT GENERATION to 2D10 or D12 for your next action and then shutdown. Activate a player opportunity to recover.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

COVERT EXPERT 8

WORM

Unrevealed [secret]

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

MANIPULATIVE
REPULSIVE
SLIMY



Power Sets

MUTATED GENETICS

ENHANCED REFLEXES 8 ENHANCED STAMINA 8 MIND CONTROL 8

SLIME TOUCH 8

SFX: *Area Attack*. Target multiple opponents with MIND CONTROL. For every additional target, add D6 and keep +1 effect die.

SFX: *Psychoactive Slime*. Add D6 to an action including SLIME TOUCH and remove highest-rolling die. Any effect die used to create a slime-based complication also inflicts mental stress at -1 step.

SFX: *Slime Only*. MIND CONTROL may only be used on targets affected by a complication created by SLIME TOUCH.

Limit: *Weak-Willed*. Add D6 to doom when you step up stress or complications caused by manipulation.

Specs

TECH EXPERT 8

ACTION: ROGUE

S.H.I.E.L.D. STRIKE TEAM!

Heroes heading toward the location of the S.H.I.E.L.D. outpost will run into **Yelena Belova**, another Black Widow (same training as Natasha Romanova, though this one is blonde). As far as she's concerned, the heroes are trespassing and she's licensed by S.H.I.E.L.D. to use deadly force against them. Yelena ignores all appeals based on S.H.I.E.L.D. clearance or government contacts; her unit is working under direct orders from a mysterious figure within S.H.I.E.L.D.

The strike team may also interrupt the battle with Karl Lykos, once the doom pool gets large enough, or if you decide you want to move things along. **Yelena has been instructed to eliminate Lykos and the Savage Land Mutates**, all part of the cover up conspiracy within S.H.I.E.L.D.

If a solo hero encounters Yelena, she has three members of her strike team with her. They will support her attacks rather than make attacks of their own. If a pair of heroes encounters her, the strike team is the same size and attacks individually. If three or more heroes encounter Yelena, the number of strike team members is always one more than the number of heroes (plus Yelena).

Even though Yelena graduated from Russia's Red Room with higher grades than Natasha Romanova, she hasn't had the same super-soldier treatments as that other Black Widow. She relies on her Specialties and stunts/resources (such as **SNIPER RIFLE D8** or **EXPLOSIVE BULLETS D8**) to take down her targets.

BLACK WIDOW

Yelena Belova [public]

Affiliations

SOLO 10
BUDDY 6
TEAM 8

Distinctions

AMORAL ASSASSIN
JUST FOLLOWING ORDERS
SOMETHING TO PROVE



Power Sets

WIDOW'S BRACELETS

ELECTRO-STATIC ENERGY BLAST 8

SFX: *Widow's Bite.* Spend D6 doom to step up ELECTRO-STATIC ENERGY BLAST to D10; step back to 2D6 for subsequent actions. Activate a player opportunity to recover.

Limit: *Gear.* Shutdown WIDOW'S BRACELETS and add D6 to the doom pool. Spend action to recover.

Specs

ACROBATICS MASTER 10
COVERT MASTER 10

BUSINESS EXPERT 8
VEHICLES EXPERT 8

COMBAT MASTER 10

S.H.I.E.L.D. STRIKE TEAM

Various rogue agents of S.H.I.E.L.D.

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

GUILTY
UNSURE

Power Sets

S.H.I.E.L.D. GEAR

BODY ARMOR 6
SMALL ARMS 6

COMMS 6

Notes: These S.H.I.E.L.D. agents really don't want to take on the Avengers or anyone with high security clearance, but they're terrified of Yelena, who won't hesitate to shoot one of them if they disobey direct orders. You don't need to roll dice for Yelena and the disobedient agent, but removing an agent adds a D8 to the doom pool.

CONCLUSION: S.H.I.E.L.D. COVER UP

There are multiple possible endings to this Act, most of them contingent on having fought Karl Lykos and the Savage Land Mutates, Yelena Belova and her rogue S.H.I.E.L.D. strike team, or both. To tidy it up, you may want to consider one of the following:

- ▶ If the heroes press on to the S.H.I.E.L.D. outpost, they see that it's engaged the abhorrent practice of using enslaved mutates to mine Antarctic Vibranium, which is illegal under international law. Before the heroes can intervene, the outpost is literally blown up from the air—a **S.H.I.E.L.D. Helicarrier with Director Maria Hill on board** has eliminated a potentially catastrophic internal problem with explosive force. Director Hill offers the heroes a ride back to the USA, but they don't have sufficient clearance to know what's really going on.
- ▶ If the heroes capture or eliminate Lykos and the Savage Land Mutates, and they have a means of returning to the USA on their own, they may decide to use their new knowledge to investigate S.H.I.E.L.D. This attracts the security organization's attention, and the heroes find their servers wiped, files locked, and more. If Lykos is alive, Weapon X retrieves him and more than likely begins new experiments on him.
- ▶ The heroes may capture or interrogate Yelena Belova, but she hasn't been given full knowledge of the operation. She could become an ally if the heroes break her free of her current psychological conditioning. Up until recently, she'd been retired and was making millions as a model and businesswoman. Given the chance, she may elect to join the heroes or, at the very least, become their eyes and ears within the secret conspiracy.

AFTERMATH: NEW AVENGERS

With an adventure like this under their belts, this new team of heroes certainly deserves the title of Avengers. What they choose to do next is up to them and depends on their team roster. With Iron Man or Iron Fist on board, they can be funded for years and can use one of those heroes' corporate offices as a headquarters. Captain America may push to rebuild Avengers Mansion. The X-Men may volunteer their mansion in Westchester, opening up a new era in mutant relations. The story is up to you!



Getting Out
p. BR23

INMATES OF THE RAFT

The following section provides game statistics and brief bios of many of the Raft's inmates, all of whom are involved in the breakout. There are many of them, and you're not expected to use them all, but if you want to expand **BREAKOUT** beyond the two Acts provided these bad guys should keep your heroes busy for quite some time.

Each datafile is written up as a minor character, which is to say that the Affiliations are set at **D4/D6/D8**. If you want to use them as major characters, just step up those Affiliation dice by +1 each. If you use them as minor characters, you may choose to draw a line through one of their Distinctions, or keep all three.

See **Get Me My Gear!** on page BR14 and **The Man Is Keeping Us Down** on page BR15 for more information on the status of some of these villains in the Raft regarding their equipment or gear, and whether their powers are being suppressed. If you're using them in a story set after **BREAKOUT**, they should have all of their equipment and Power Sets working as written.

For an interesting twist on **BREAKOUT**, you might offer your players one or more of these villains as player heroes. Perhaps they've gone straight or they're at least seeking redemption. Remember to adjust their SFX and Limits to reflect using Plot Points instead of doom dice, and step up their Affiliations just as if you were using them as major characters.

ARMADILLO

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

ANGER ISSUES
MONSTROUS APPEARANCE
WRONG SIDE OF THE LAW

Power Sets

ARMORED BODY

BURROWING 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10 **SUPERHUMAN STRENGTH** 10

SFX: *Claws.* Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

SFX: *Invulnerable.* Spend D6 from the doom pool to ignore physical stress or trauma.

Limit: *Hair-Trigger Temper.* Add D6 to the doom pool to step up emotional stress by +1 from opponents hurling insults or mocking.

Specs

COMBAT EXPERT 8

Antonio Rodriguez

Antonio Rodriguez gained his scaly orange hide and sharp claws when criminal scientist Dr. Karl Malus conducted genetic experiments on him. The 7'6" Armadillo is always finding himself in trouble with the authorities, despite his attempts to go straight. He has fought Captain America and the Avengers in the past, and is a former Unlimited Class Wrestler. In the Raft, he's been chained to Tiger Shark.



NOTE: Armadillo and Tiger Shark share the complication **CHAINED TOGETHER** 8

BROTHERS GRIMM

Percy and Barton Grimes

Brothers Barton and Percy Grimes acquired the supernatural costumes of Nathan Dolly, AKA Mister Doll, and use them to commit crime. Their ability to conjure fairy-tale-inspired pranks and attacks makes them unpredictable, and they've faced Iron Man and the Avengers repeatedly.



Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

BLOOD IS THICKER THAN WATER
CROOKED
GLORY HOUND

Power Sets

MYSTIC COSTUME

SORCERY ADEPT 8 **WEAPON** 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Conjured Pranks.* Add D6 and step up your effect die by +1 when using MYSTIC COSTUME to create assets.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown MYSTIC COSTUME. Recover MYSTIC COSTUME when you recover that stress or wake up. If you take mental trauma, shutdown MYSTIC COSTUME until you recover that trauma.

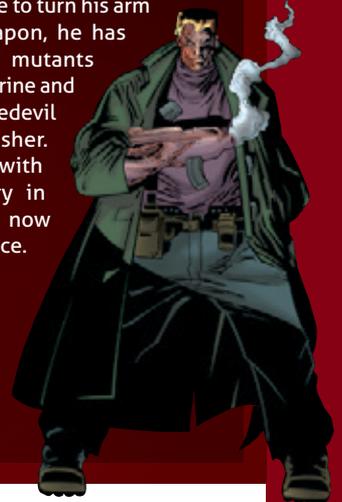
Specs

ACROBATICS MASTER 10 **BUSINESS EXPERT** 8
CRIME EXPERT 8 **MYSTIC EXPERT** 8

BUSHWACKER

Carl Burbank

Former priest Carl Burbank became a CIA assassin after he gained a cybernetic prosthesis attached to his right arm. Able to turn his arm into any weapon, he has clashed with mutants such as Wolverine and later with Daredevil and the Punisher. He's worked with Typhoid Mary in the past, and now works freelance.



Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

EX-CIA
FAMILY ISSUES
OBSESSED

Power Sets

MORPHIC GUN-ARM

ENHANCED STAMINA 8 **WEAPON** 8

SFX: *Full Auto.* Step up or double any MORPHIC GUN-ARM power for one action. If your action fails, remove a die from the doom pool equal to your power die or greater.

SFX: *Second Wind.* Spend a die from the doom pool to recover physical stress of an equal die size.

Limit: *Disarmed.* Change any MORPHIC GUN-ARM power into a complication and step up or add D6 to the doom pool. Activate an opportunity to recover power.

Specs

COMBAT EXPERT 8 **COVERT MASTER** 10
CRIME EXPERT 8 **MENACE EXPERT** 8

CHEMISTRO

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

BLOODTHIRSTY
EX-CON
OPPORTUNIST

Power Sets

WRIST-BLASTERS

TRANSMUTATION 8

SFX: *Harmful Alchemy.* Step up or double your TRANSMUTATION effect die for one action, then step back TRANSMUTATION to 2D6. Activate an opportunity to recover.

Limit: *Gear.* Shutdown WRIST-BLASTERS and step up or add D6 to the doom pool. Spend D6 from the doom pool to recover.

Specs

CRIME EXPERT 8 **MENACE EXPERT** 8

Calvin Carr

Calvin Carr's brother Curtis was a gifted scientist who created an "alchemy gun," capable of transmuting matter. Calvin stole the tech and used it to commit a crime spree. He's opposed Luke Cage and worked with the Wrecker in the past. He delights in using his wrist-blasters to transmute his opponent's body parts, but without his tech, he's just a common criminal.



CONSTRUCTOR

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

GUILT-RIDDEN
S.H.I.E.L.D. VETERAN
UNDERWORLD REP

Power Sets

VIBRANIUM COILS

ELECTRIC CHARGE 8

STRETCHING 8

SUPERHUMAN DURABILITY 10

SFX: *Grapple.* Add D6 and step up your effect die +1 when inflicting a complication on a target.

SFX: *Vibranium Absorption.* On a successful reaction against a sonic-based attack action, convert opponent's effect die into an ELECTRIC CHARGE stunt or step up ELECTRIC CHARGE by +1 for your next action. On a failed reaction, spend D6 doom to use this SFX.

Limit: *Feedback.* Step up or add D6 to the doom pool and either step up stress from electricity or shutdown VIBRANIUM COILS.

Specs

COMBAT EXPERT 8 **COVERT EXPERT** 8
CRIME EXPERT 8

Frank Payne

Once a S.H.I.E.L.D. agent assigned to infiltrate the criminal organization known as the Corporation, Frank Payne switched sides and became an underworld killer for hire. He uses a pair of coils, originally made of Adamantium and now composed of Vibranium, to squeeze or electrify his foes. He constantly regrets his choices and seeks rehabilitation, but the dark side always lures him back. He's taken on the Hulk, Luke Cage, and Iron Fist, among many others.



CONTROLLER

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

EGOMANIAC
INJURY-PRONE
SOCIOPATHIC GENIUS

Power Sets

EXOSKELETON

ENHANCED STAMINA 8 **ENHANCED STRENGTH** 8
FLIGHT 6

SFX: *Gadgets.* Add D6 and step up your effect die when creating tech-related assets.

Limit: *Charged System.* Shutdown highest-rated power to add that power die to the doom pool. Activate an opportunity to recover power.

SLAVE DISCS

MIND CONTROL 6

SFX: *Uplink.* While complications or stress from MIND CONTROL actions are active on any player hero, step up or double an EXOSKELETON power in an action.

SFX: *Chosen Targets.* Create a DISC complication on a target (including a mob) using an effect die or D6 from the doom pool. You may step up MIND CONTROL against that target or mob to D10 until the complication is eliminated.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown SLAVE DISCS. Recover SLAVE DISCS when you recover that stress or wake up. If you take physical trauma, shutdown SLAVE DISCS until you recover that trauma.

Specs

CRIME EXPERT 8 **MENACE EXPERT** 8
SCIENCE EXPERT 8 **TECH EXPERT** 8

Basil Sandhurst

Crippled and scarred by a lab accident, Basil Sandhurst regained mobility through a super-strong exoskeleton. The circuitry in the suit, together with small disks he attaches to his targets, allows him to channel cerebral energy into his exoskeleton and control his target's actions. He has fought Iron Man, Captain America, the Avengers, and others in his constant pursuit for control.



CROSSBONES

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

BRUTAL MERC
MUSCLEBOUND
RED SKULL LOYALTY

Power Sets

MERCENARY ARSENAL

CROSSBOW 6 **FIGHTING KNIFE** 6

SFX: *Focus.* In a pool including a MERCENARY ARSENAL power, replace two dice of equal steps with one die of +1 step.

Limit: *Gear.* Shutdown MERCENARY ARSENAL and step up or add D6 to the doom pool. Spend D6 from the doom pool to recover.

Specialties

ACROBATICS EXPERT 8 **COMBAT MASTER** 10
COVERT MASTER 10 **MENACE MASTER** 10
VEHICLES EXPERT 8

Brock Rumlow

Brock Rumlow is a mercenary who works for the Red Skull. He's fought Captain America many times, as well as Daredevil and Cutthroat (Daniel Leighton). He has allied with the Controller in the past.



CROSSFIRE

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

BRAINWASHER
MARKSMAN
PLANS WITHIN PLANS

Power Sets

CYBERNETICS

ENHANCED SENSES 8 **MIND CONTROL** 8

SFX: *Ultrasonics.* Step up or double MIND CONTROL die against a single target. Remove the highest-rolling die and add an additional die to your total.

Limit: *Overstim.* On a sonic- or sensory-based attack, shutdown ENHANCED SENSES to add D6 to the doom pool. Activate an opportunity to recover power.

Specialties

COVERT MASTER 10 **CRIME EXPERT** 8
MENACE EXPERT 8 **PSYCH MASTER** 10
TECH EXPERT 8

William Cross

William Cross is a rogue CIA interrogator who conspired with and romanced a corrections officer to develop ultrasonic mind control technology. He faked his own death, set up his partner for the crime, and stole the tech. An assassination attempt on his life cost him an eye and an ear, so he replaced them with cybernetics and the ultrasonics. He's clashed with Hawkeye and the Thing, and betrayed the U-Foes in a recent conspiracy, before being imprisoned in the Raft alongside them.



CRUSADER

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

EDUCATED
SWORDSMAN
ZEALOT

Power Sets

POWER OF SPIRIT

SWORD 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN REFLEXES 10 **SUPERHUMAN STRENGTH** 10

SFX: *Focus of Faith.* In an action dice pool that includes a POWER OF SPIRIT power, replace two dice of equal steps with one die of +1 step.

SFX: *Spiritual Armor.* Spend D6 from the doom pool to ignore physical stress or physical trauma unless caused by an opponent with the same faith.

Limit: *Faith-Based.* While stressed out, asleep, or unconscious, shutdown POWER OF SPIRIT. Recover POWER OF SPIRIT when you recover that stress or wake up. If you take emotional trauma, shutdown POWER OF SPIRIT until you recover that trauma.

Specs

COMBAT EXPERT 8 **MYSTIC EXPERT** 8

Arthur Charles Blackwood

Former divinity student Arthur Blackwood received a vision that granted him miraculous power and the sword, shield, and armor of a knight. The vision compelled him to pursue a crusade against pagans and infidels, beginning with Thor. When he loses his faith, his sword becomes vulnerable and his powers abandon him. He has clashed with Luke Cage in the course of his recent acts of zealotry.



CUTTHROAT

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

ASSASSIN
KNIFE-FIGHTER
NOT ALL BAD

Power Sets

MERC OUTFIT

WEAPON 6 **ENHANCED DURABILITY** 8

SFX: *Focus.* In an action dice pool that includes a MERC OUTFIT power, replace two dice of equal steps with one die of +1 step.

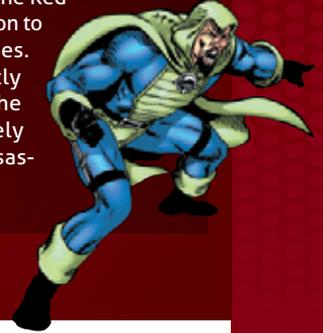
Limit: *Gear.* Shutdown MERC OUTFIT and step up or add D6 to the doom pool. Spend D6 from the doom pool to recover.

Specs

COMBAT EXPERT 8 **COVERT EXPERT** 8

Daniel Leighton

The brother of Captain America's ex-girlfriend Diamondback (Rachel Leighton), Daniel sought revenge against Crossbones (Brock Rumlow) for assaulting his sister. Joining the world of mercenaries and assassins, he was trained by the Taskmaster and even joined the Red Skull's organization to get at Crossbones. He was recently transferred to the Raft after barely surviving an assassination attempt by Crossbones.



GRAVITON

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

INSANE GENIUS
INSECURE
VAIN

Power Sets

FUNDAMENTAL FORCE

ENHANCED SENSES 8 **ENHANCED STAMINA** 8

FORCE BLAST 10 **GRAVITY SUPREMACY** 12

SUPERSONIC FLIGHT 10 **SUPERHUMAN DURABILITY** 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Energy Reflection.* On a successful reaction against an energy-based attack action, convert opponent's effect die into a FUNDAMENTAL FORCE stunt or double a FUNDAMENTAL FORCE power for your next action. Spend D6 from the doom pool to use this stunt if opponent's action succeeded.

SFX: *Unleashed.* Step up or double any FUNDAMENTAL FORCE power for one action. If that action fails, take emotional stress equal to that power die.

SFX: *Versatile.* Step back and double any FUNDAMENTAL FORCE power.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown FUNDAMENTAL FORCE. Recover FUNDAMENTAL FORCE when you recover that stress or wake up. If you take emotional trauma, shutdown FUNDAMENTAL FORCE until you recover that trauma.

Specs

SCIENCE MASTER 10 **TECH EXPERT** 8

Franklin Hall

A freak accident gave world-class physicist Franklin Hall almost total control over gravimetric forces, enough that he is capable of wrenching a huge chunk of land into the sky and taking on most of Earth's heroes at once. Insecure with power, he is also deeply insecure and disturbed. Gravely wounded in his last battle with the Thunderbolts, Hall has been recovering in Lockup on the Raft.



GREY GARGOYLE

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

CHEMIST
OVERREACHING
QUEST FOR IMMORTALITY

Power Sets

TOUCH OF STONE

SUPERHUMAN DURABILITY 10 **SUPERHUMAN STRENGTH** 10
TRANSMUTATION 10

SFX: *Immunity.* Spend D6 from the doom pool to ignore stress, trauma, or complications from vacuum, hunger, thirst, or fatigue.

SFX: *Invulnerable.* Spend D6 from the doom pool to ignore physical stress or physical trauma unless caused by sonic- or vibration-based attacks.

SFX: *Stoning.* Add D6 and step up your effect die by +1 when using TRANSMUTATION to inflict a petrification-based complication on a target.

Limit: *Like A Rock.* On a vibration-based attack or swimming, change any TOUCH OF STONE power into a complication and step up or add D6 to the doom pool.

Limit: *Living Matters.* TRANSMUTATION only affects organic substances.

Specs

CRIME EXPERT 8 **SCIENCE EXPERT** 8

Paul Pierre Duval

French chemist Paul Pierre Duval accidentally acquired the power to transmute living matter—including himself—to stone and made a fortune as a criminal. However, what he truly desired was immortality. He has battled Thor, the Fantastic Four, and the Avengers repeatedly, often ending up thrown into space or trapped in stasis. Those turned to stone by his right hand's touch recover after an hour, but it can be a traumatic experience.



GRIFFIN

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

ANIMAL INSTINCTS
PERSISTENT
SAVAGE

Power Sets

MONSTROUS FORM

ENHANCED DURABILITY 8 **ENHANCED STAMINA** 8
ENHANCED STRENGTH 8 **FLIGHT** 6

SFX: *Bestial Surge.* Step up or add D6 to your mental stress to step up a MONSTROUS FORM power by +1 for the remainder of the Scene. No power may be stepped up more than once.

SFX: *Claws & Fangs.* Add D6 to your dice pool for an attack action and step back the highest die in pool by -1. Step up physical stress inflicted by +1.

Limit: *Soothe the Savage Beast.* Step up or add D6 to the doom pool to step up or double any asset, stress, or complication used against Griffin to calm or control him, if it appeals to his animal nature.

Specs

CRIME EXPERT 8

John "Johnny" Horton

The Secret Empire injected gang member Johnny Horton with a mutagenic serum and subjected him to hideous animal grafts. Sent to attack the Brand Corporation, he was stopped by the Beast and others and jailed. In subsequent encounters with heroes such as Spider-Man and the Thing, Horton mutated further and become more and more bestial, both in appearance and intellect. Recently captured by S.H.I.E.L.D., Horton has recovered some of his humanity but is still a slave to his urges.



HYDRO-MAN

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

DUMB AS A POST
THUG
VENGEFUL

Power Sets

LIQUID BODY

ENHANCED STRENGTH 8 **GROWTH** 8
INTANGIBILITY 8 **SWIMMING** 8
WATER BLAST 8 **WATER CONTROL** 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.

SFX: *Drown.* Add d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted or complications created by +1.

Limit: *Dried Up.* Shutdown all LIQUID BODY powers vs. dehydrating attack and step up or add d6 to the doom pool. Activate an opportunity to recover.

Specs

CRIME EXPERT 8

Morris "Morrie" Bench

Mutated by an accident on a cargo ship involving experimental power generators, crewman Morrie Bench decided to use his new liquid body for profit. As hired muscle or just acting on his own, he's fought Spider-Man with some regularity but also the Fantastic Four and the Avengers.



JIGSAW

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

CRIME PAYS
HITMAN
SADIST

Power Sets

MOB RULE

GUNS 8 **ENHANCED DURABILITY** 8

SFX: *Hail of Bullets.* Step up or double GUNS for one action, then step back GUNS to 2d6. Activate an opportunity to recover.

SFX: *Out of the Woodwork.* Spend d6 from the doom pool to step up a CRIME MASTER stunt or resource and recover mental or emotional stress.

Limit: *Gear.* Shutdown MOB RULE and step up or add d6 to the doom pool. Spend d6 from the doom pool to recover.

Specialties

COMBAT EXPERT 8 **CRIME MASTER** 10
MENACE MASTER 10

Billy "The Beaut" Russo

Mob assassin Billy Russo was known for his good looks until Frank Castle, AKA the Punisher, ruined them. Russo has been driven to return the favor ever since. Along the way he has amassed great influence in organized crime and suffered defeat at the hands of Spider-Man, Daredevil, and Black Widow.



LIVING LASER

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

I WANT TO BE HUMAN
RESEARCH PHYSICIST
SHOW-OFF

Power Sets

PHOTONIC FORM

GODLIKE FLIGHT 12 **INTANGIBILITY** 12
LASER BLAST 10 **LIGHT SUPREMACY** 12

SFX: *Holographic Constructs.* Add D6 and step up your effect die by +1 when using PHOTONIC FORM to create light- or hologram-related assets.

SFX: *Immunity.* Spend D6 from the doom pool to ignore stress, trauma, or complications from vacuum, hunger, thirst, or fatigue.

Limit: *Mirror, Mirror.* Step up or add D6 to the doom pool to turn a PHOTONIC FORM power into a complication because of mirrors or reflective surfaces. Activate an opportunity to recover.

Limit: *Energy Form.* Step up or add D6 to the doom pool and shutdown PHOTONIC FORM when stressed out by energy-draining or light-trapping tech.

Specs

CRIME EXPERT 8 **SCIENCE MASTER** 10
TECH EXPERT 8

Arthur Parks

Arthur Parks designed revolutionary tech based on optics and light amplification, but used it for criminal gain, clashing repeatedly with Iron Man and the Avengers. Eventually his tech converted him into pure sentient light, making him even more dangerous—but in some ways easier to secure.



MANDRILL

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

CULT OF PERSONALITY
MONKEY-FEATURED
SAVVY STRATEGIST

Power Sets

SIMIEN POWERS

ENHANCED DURABILITY 8 **ENHANCED REFLEXES** 8
ENHANCED STAMINA 8 **ENHANCED STRENGTH** 8
MIND CONTROL 8

SFX: *Pheromones.* Add D6 and step up your effect die by +1 when using any powers to inflict mental stress.

SFX: *Womanizer.* Step up and double MIND CONTROL against female targets. Step back MIND CONTROL and spend D6 from the doom pool to use against male targets.

Limit: *Mutant.* Step up or add D6 to the doom pool when affected by mutant-specific Milestones and tech.

Specialties

BUSINESS EXPERT 8 **MENACE EXPERT** 8
PSYCH EXPERT 8 **SCIENCE EXPERT** 8
TECH EXPERT 8

Jerome Beechman

Jerome Beechman's mutant power to enslave others, especially women, with his chemical pheromones has allowed him to amass whole armies of followers in the past. He's been foiled by the Avengers and Spider-Man, as well as staged a prison breakout of his own, before being locked up in the Raft.



MENTALLO

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

DEAL-BROKER
EX-S.H.I.E.L.D.
SUBVERSIVE

Power Sets

CRIMINAL TELEPATH

MIND CONTROL 6 **PSYCHIC BLAST** 6
TELEPATHY 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Implanted Illusions.* Add D6 to your dice pool and step up your effect die by +1 when creating illusion-based complications.

SFX: *Telepathic Push.* Step up or double a CRIMINAL TELEPATH power, then shutdown that power. Activate an opportunity to recover.

Limit: *Vulnerable to Psi.* Step up or add D6 to the doom pool and turn a CRIMINAL TELEPATH power into a complication when attacked by psychic powers. Activate an opportunity to recover.

Limit: *Mutant.* Step up or add D6 to the doom pool when affected by mutant-specific Milestones and tech.

Specs

COVERT EXPERT 8 **PSYCH EXPERT** 8

Marvin Flumm

Recruited by S.H.I.E.L.D. for their ESPer Division, Marvin Flumm defected to Hydra and has been a problem for heroes such as the X-Men, Captain America, and other Avengers ever since. He prefers to team up with another villain who can act as the muscle or the technical expert, preferably both. He avoids other psychics, well aware that he is vulnerable to telepathic assault himself.



MR. FEAR

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

CUNNING
OPPORTUNIST
SKULLFACED

Power Sets

FEAR GUN

WEAPON 8

SFX: *Focus.* In a pool including a FEAR GUN power, replace two dice of same size with one die of +1 step.

SFX: *Pheromones.* Add D6 and step up your effect die by +1 when using FEAR GUN to inflict fear-based complications or emotional stress.

Limit: *Gear.* Shutdown FEAR GUN and step up or add D6 to the doom pool. Spend D6 from the doom pool to recover.

Specs

BUSINESS EXPERT 8 **CRIME EXPERT** 8
MENACE EXPERT 8

Alan Fagan

The nephew of former Mr. Fear Larry Cranston, Alan Fagan acquired his uncle's costume and fear gun and struck out on his own. Spider-Man and Daredevil have thwarted Fagan repeatedly. His face was skinned while he was in prison and used by his daughter Ariel in a twisted effort to become a super villain; since then he's had a skull-like face that only makes his fear-inducing methods more terrifying.



MR. HYDE

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

CHEMICALLY DEPENDENT
FULL OF RAGE
SADISTIC GENIUS

Power Sets

BRUTISH TRANSFORMATION
ENHANCED REFLEXES 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10 **SUPERHUMAN STRENGTH** 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Mighty Blow.* Spend D6 from the doom pool to double **SUPERHUMAN STRENGTH** for one action.

Limit: *Human Frailty.* When you take mental stress, step up or add D6 to the doom pool to shutdown **BRUTISH TRANSFORMATION**. Spend D6 from the doom pool to recover **BRUTISH TRANSFORMATION**. If you take mental trauma, shutdown **BRUTISH TRANSFORMATION** until you recover that trauma.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8
SCIENCE MASTER 10

Calvin Zabo

Brilliant but mad biochemist Dr. Calvin Zabo was obsessed with the story of Robert Louis Stevenson's *Dr. Jekyll and Mr. Hyde*. He created a chemical compound that transforms him into the brutish Mr. Hyde. He's held his own against the likes of Thor and the Avengers, but frequently suffers from poor choices in teammates.



PURPLE MAN

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

ABUSIVE
HARD TO MISS
SCHEMER

Power Sets

CHEMICAL PERSUASION
MIND CONTROL 10 **SUPERHUMAN STAMINA** 10

SFX: *Area Attack.* Target multiple opponents using **MIND CONTROL**. For every additional target, add D6 and keep +1 effect die.

SFX: *Healing Factor.* Spend D6 from the doom pool to recover physical stress and step back physical trauma by -1.

SFX: *Psychoactive Pheromones.* Add D6 and step up your effect die by +1 when using **MIND CONTROL** to inflict persuasion-based complications or mental stress.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown **MIND CONTROL**. Recover **MIND CONTROL** when you recover that stress or wake up. If you take physical trauma, shutdown **MIND CONTROL** until you recover that trauma.

Specs

COVERT EXPERT 8 **MENACE EXPERT** 8
PSYCH MASTER 10

Zebediah Killgrave

A spy working for communist agents, Zebediah Killgrave acquired his pheromone-based powers and purple appearance after exposure to a powerful nerve gas. With his ability to bend others to his will, he has abandoned his life in espionage to make a profit or conquer the world. He has earned the wrath of Luke Cage for his abuse of Cage's girlfriend Jessica Jones and faced many super heroes in the past.



RAZOR-FIST

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

HEDONIST
LOOK NO HANDS
KILLER-FOR-HIRE

Power Sets

PROSTHETIC BLADES

WEAPON 8

SFX: *Focus.* In a pool including a PROSTHETIC BLADES power, replace two dice of same size with one die of +1 step.

SFX: *Versatile.* Split PROSTHETIC BLADES into 2D6.

Limit: *Gear.* Shutdown PROSTHETIC BLADES and step up or add D6 to the doom pool. Spend D6 from the doom pool to recover.

Specs

ACROBATIC EXPERT 8 **COMBAT MASTER** 10
COVERT EXPERT 8 **MENACE EXPERT** 8

Douglas Scott

Douglas and his brother William were hired by a drug cartel leader to act as killers, each with a single prosthetic blade in place of a hand. When their employer shot William to death, Douglas took his brother's blade and replaced his remaining hand. As Razor-Fist he has battled Wolverine, the Avengers, and Spider-Man, and worked alongside Crossfire and corrupt S.H.I.E.L.D. agents.



SCARECROW

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

DOUBLE-JOINTED
FORMERLY DEAD
HOMICIDAL MANIAC

Power Sets

ADRENAL POWERS

ENHANCED DURABILITY 8 **ENHANCED REFLEXES** 8
ENHANCED STAMINA 8 **ENHANCED STRENGTH** 8
PSYCHIC BLAST 8

SFX: *Area Attack.* Target multiple opponents using PSYCHIC BLAST. For every additional target, add D6 and keep +1 effect die.

SFX: *Adrenal Surge.* After inflicting mental or emotional stress on a target, double an ADRENAL POWERS power on your next action or reaction.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown ADRENAL POWERS. Recover ADRENAL POWERS when you recover that stress or wake up. If you take mental trauma, shutdown ADRENAL POWERS until you recover that trauma.

MURDER OF CROWS

FLIGHT 6 **PACK** 6 6 6

SFX: *Peck Your Eyes Out.* Add D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

Limit: *Pack Structure.* May be attacked by Area Attack SFX or each PACK die may be targeted individually.

Specs

ACROBATIC MASTER 10 **COVERT EXPERT** 8
MENACE EXPERT 8

Ebenezer Laughton

Originally a "rubber bodied" contortionist and escape artist who turned to crime, Ebenezer Laughton made use of trained crows in his criminal activities. He died but was brought back to life by the criminal organization known as the Firm, this time with the power to instill panic in others. Laughton died on several other occasions, his resurrections rendering him completely insane. He is a foe of Spider-Man, Captain America, Iron Man, and Ghost Rider.



SILVER SAMURAI

Affiliations

SOLO 6
BUDDY 8
TEAM 4

Distinctions

BUSHIDO
HEADSTRONG
YASHIDA CLAN HONOR

Power Sets

TACHYON FIELD
ENERGY WEAPON 10

SFX: *Deadly Counter.* On a successful reaction against a close-combat attack action, inflict physical stress or target an asset with your effect die at no doom pool cost or step up by +1 for D6 from the doom pool.

SFX: *Unstoppable.* Activate an opportunity from opponent's reaction to an action that includes a TACHYON FIELD power. Opponent takes physical stress equal to the die that created the opportunity.

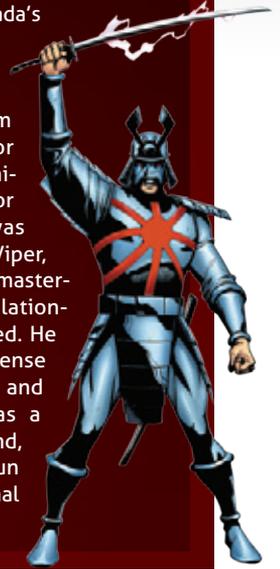
Limit: *Mutant.* Step up or add D6 to the doom pool when affected by mutant-specific Milestones and tech.

Specs

BUSINESS EXPERT 8 **COMBAT MASTER** 10
COVERT EXPERT 8 **MENACE EXPERT** 8

Kenuichio Harada

The son of a Japanese clan lord, Kenuichio Harada's mutant power to generate tachyon fields around objects helped him carve a name for himself in the criminal underworld. For a long time he was the bodyguard of Viper, herself a criminal mastermind, but their relationship is now strained. He maintains a high sense of personal honor and has even acted as a hero to his homeland, but continues to run afoul of international authorities.



TIGER SHARK

Affiliations

SOLO 6
BUDDY 8
TEAM 4

Distinctions

SAVAGE PREDATOR
SELFISH
WOULD-BE CONQUEROR

Power Sets

SHARK IMPRINT
ENHANCED REFLEXES 8 **ENHANCED SENSES** 8
GODLIKE STRENGTH 12 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10 **SWIMMING** 10

SFX: *Razor-Sharp Fangs.* Add D6 to your dice pool for an attack action and step back the highest die in pool by -1. Step up physical stress inflicted by +1.

SFX: *Unerring Tracker.* Use an effect die to create a BLOOD SCENT complication on a target during a Scene. You may track that target anywhere until the complication is removed or ENHANCED SENSES is shutdown.

Limit: *Fish Out of Water.* Step back SHARK IMPRINT powers by -1 when not immersed in water. Step up or add D6 to the doom pool and shutdown SHARK IMPRINT when dehydrated. Recover the Power Set when returned to water.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8

Todd Arliss

Olympic swimming champion Todd Arliss sought glory and acclaim but damaged his spinal cord in a rescue accident. He was the subject of an experiment that imprinted tiger shark DNA over his own, but also the DNA of Namor, the Sub-Mariner. His combined Atlantean and shark features have made him a force to be reckoned with. In addition to Namor, Tiger Shark has battled Spider-Man, the Fantastic Four, and Wolverine. Imprisoned on the Raft, he's been chained to Armadillo.



NOTE: Armadillo and Tiger Shark share the complication CHAINED TOGETHER 8

TOMBSTONE

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

BRUTAL ENFORCER
INTIMIDATING APPEARANCE
RELENTLESS

Power Sets

MUTAGENIC MIGHT

ENHANCED REFLEXES 8 **SUPERHUMAN DURABILITY** 10
ENHANCED SPEED 8 **SUPERHUMAN STRENGTH** 10

SFX: *Invulnerable.* Spend D6 from the doom pool to ignore physical stress or physical trauma unless caused by energy-based attacks.

SFX: *Pulverizer.* Spend D6 from the doom pool to double SUPERHUMAN STRENGTH for one action.

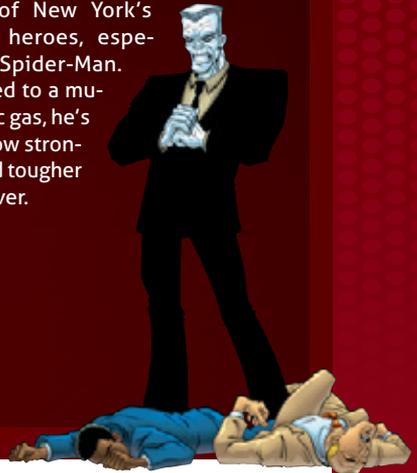
Limit: *Sunlight Sensitivity.* Step up or add D6 to the doom pool and step up stress inflicted by sunlight or solar-based attacks by +1.

Specs

COMBAT MASTER 10 **CRIME EXPERT** 8
MENACE MASTER 10

Lonnie Thompson Lincoln

Albino mob enforcer Lonnie Lincoln became known as Tombstone because of his chalk-white pallor and his lethal methods. He's worked for the mob as a hitman and clashed with most of New York's street heroes, especially Spider-Man. Exposed to a mutagenic gas, he's also now stronger and tougher than ever.



TYPHOID MARY

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

FRACTURED PSYCHE
plus two others:
Mary: **PACIFIST, TIMID**
Typhoid: **ADVENTUROUS, LUSTFUL**
Bloody Mary: **MAN-HATER, SADISTIC**

Use Typhoid Distinctions as default. When she has emotional trauma, use Mary; when she has mental stress, use Bloody Mary. Revert to Typhoid when mental or emotional stress is recovered.

Power Sets

LOW-LEVEL PSYCHIC

FIRE CONTROL 8 **KINETIC INFLUENCE** 6
MIND CONTROL 6

SFX: *Multipower.* Use two or more LOW-LEVEL PSYCHIC powers in your dice pool, at -1 step for each additional power.

SFX: *Crazy Deadly.* At no cost, add existing mental stress to any dice pool including a LOW-LEVEL PSYCHIC power, then step up mental stress by +1.

Limit: *Dissociative Identity.* If stressed out from emotional stress, revert to Mary Distinctions and shutdown LOW-LEVEL PSYCHIC. Recover your emotional trauma to recover the Power Set.

Specs

ACROBATIC EXPERT 8 **COMBAT EXPERT** 8
CRIME EXPERT 8 **MENACE EXPERT** 8

Mary Walker

Mary Walker is a complex individual with a history of abuse and mental illness that acts as the trigger for her mutant powers. Employed as an assassin by the Kingpin of Crime, she's had a love/hate relationship with Daredevil for years. Successful psychological treatment can switch her identities, but so far she has not been able to integrate them all.



VERMIN

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

CANNIBAL
CHILDLIKE INTELLECT
CONFLICTED

Power Sets

RODENT POWERS

ANIMAL CONTROL 8 **ENHANCED DURABILITY** 8
ENHANCED REFLEXES 8 **SUPERHUMAN SPEED** 10
SUPERHUMAN STRENGTH 10

SFX: *Claws & Fangs.* Add d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

Limit: *Weak-Willed.* Step up or add d6 to the doom pool and step up mental and emotional stress or complications caused by manipulation.

Specs

ACROBATIC EXPERT 8

Edward Whelan

Mutated into a cannibalistic ratman by Baron Zemo, troubled genetic researcher Edward Whelan escaped to New York's sewer system. His speed, strength, and ability to summon and control rats and dogs in the area make him a serious threat. Despite progress with psychotherapy, he reverted to his animalistic nature and was eventually locked up in the Raft. He's both helped and hindered Spider-Man, Mr. Fantastic, and Daredevil in the past, but his base instincts keep taking over.



ZZZAX

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

BARELY SENTIENT
DESTRUCTIVE
VOLATILE

Power Sets

ELECTRICAL BODY

ELECTRIC BLAST 10 **ELECTRICAL MASTERY** 10
FLIGHT 6 **INTANGIBILITY** 10
MIND CONTROL 6 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STRENGTH 10

SFX: *Energy Absorption.* On a successful reaction against an electromagnetic-based attack action, convert your opponent's effect die into an ELECTRICAL BODY stunt or double an ELECTRICAL BODY power for your next action. Spend d6 from the doom pool to use this stunt if your opponent's action succeeded.

SFX: *Personality Mimic.* After inflicting stress on a living target with an action including an ELECTRICAL BODY power, replace BARELY SENTIENT Distinction with one of the target's Distinctions until they recover that stress. After stressing out a target, gain one of target's Specialties at Expert level until the target recovers.

Limit: *Grounded.* Step up or add d6 to the doom pool and shutdown ELECTRICAL BODY vs. grounding or electricity-dampening attacks. Spend d6 from the doom pool to recover the Power Set.

Limit: *Limited Intelligence.* MIND CONTROL only becomes available against living targets on which you have inflicted physical stress. Targets who have recovered physical stress are immune to your MIND CONTROL.

Specs

NONE (UNLESS ADDED BY PERSONALITY MIMIC SFX)

Zzzax

Created by a terrorist attack on a nuclear power plant, Zzzax is a sentient electrical field that has taken on the Hulk, Luke Cage, and the Thing in the past. Its ability to absorb electricity gives it additional strength and also has the side effect of adding personality and intelligence from the electrical brain impulses of its victims. Imprisoned on the Raft, Zzzax is safely contained and powerless—until freed.





HERO DATAFILES

BR52 Armor

BR54 Beast

BR56 Black Panther

BR58 Black Widow

BR60 Captain America

BR62 Colossus

BR64 Cyclops

BR66 Daredevil

BR68 Emma Frost

BR70 Human Torch

BR72 Invisible Woman

BR74 Iron Fist

BR76 Iron Man

BR78 Luke Cage

BR80 Mister Fantastic

BR82 Ms. Marvel

BR84 Sentry

BR86 Shadowcat

BR88 Spider-Man

BR90 Spider-Woman

BR92 Storm

BR94 Thing

BR96 Wolverine





For the **BREAKOUT** Mini-Event, we've provided a number of heroes suitable for this pivotal moment in the history of the Avengers. Many of these heroes haven't been Avengers before, as was the case for some of the New Avengers who formed after *New Avengers* #1-6, so your players can choose which heroes to include in this amazing lineup. Each has a pair of Milestones that ties in either with the events at the time of Breakout or with recurring plotlines specific to the hero.

For the sake of continuity, note that these datafiles reflect the heroes prior to the *House of M*, but after the events of *Avengers Disassembled*. As always, each hero datafile may be tweaked or adjusted to suit the needs of your players. Refer to *Understanding Datafiles* in the **OPERATIONS MANUAL** for definitions, guidelines, and rules for doing so.

-  = Avengers
-  = Fantastic Four
-  = S.H.I.E.L.D.
-  = X-Men
-  = Unaffiliated at the time of Breakout

ARMOR

Affiliations

SOLO 

BUDDY 

TEAM 



Distinctions

DUTIFUL STUDENT
HEROIC AMBITION
TECHNOPHILE


+1 PP

or



STRESS / TRAUMA

P











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XP



Power Sets

PSYCHIC EXO-ARMOR

SUPERHUMAN DURABILITY  **SUPERHUMAN STRENGTH** 

SFX: *Ancestral Boost.* Step up or double a PSYCHIC EXO-ARMOR die for that Scene, or spend 1 PP to do both. Take your second-highest rolling die of each subsequent action or reaction as emotional or physical stress.

SFX: *Memory Surge.* Use your current emotional stress die as your effect die, then step up your emotional stress by +1.

SFX: *Invulnerable.* Spend 1 PP to ignore physical stress or trauma results unless caused by light-based attacks.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown PSYCHIC EXO-ARMOR. Recover PSYCHIC EXO-ARMOR when you recover that stress or wake up. If you take emotional trauma, shutdown PSYCHIC EXO-ARMOR until you recover that trauma.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

COMBAT EXPERT 

SCIENCE EXPERT 

TECH EXPERT 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

FOR MY ANCESTORS

- 1 XP when you first use your *Ancestral Boost* SFX.
- 3 XP when you make your Japanese heritage the subject of an argument or confrontation.
- 10 XP when you either embrace your heritage completely or deny it.

ONE OF THE TEAM

- 1 XP when you give support to another hero.
- 3 XP when you're given an official place on a team.
- 10 XP when you either sacrifice something you hold dear for the benefit of your team or walk away from your team to avoid that sacrifice.



History

Growing up in an old-fashioned and patriarchal family, teenager Hisako Ichiki left her native Japan for the United States. There she sought training at the Xavier School for Higher Learning, to master her mutant gift. Although she has been exposed to numerous dangers and emotional trials during her short stint at the school, Ichiki's bravery and tenacity have thus far seen her through. In that time she has won the respect of her peers and even a few of her teachers, including Wolverine. This being the X-Men, however, that respect often translates into new and interesting opportunities to place herself in peril.

Personality

Hisako demonstrates a stubborn courage and steadfast resolve that belie her young age. She is an intelligent, quick learner, determined to absorb everything the X-Men and their school can teach her, regardless of the dangers she might face. She is also remarkably level-headed for her age, managing to keep calm in the face of great stress and violence.

Abilities & Resources

Drawing on the strength of the line of her ancestors, Ichiki's mutant power allows her to manifest a psionic exo-skeleton. This multi-colored, translucent energy shell, resembling a suit of armor, can protect her from substantial physical injury. Although vulnerable to lasers and other light-based attacks (since her shell allows light through), as well as hyperdense materials such as Adamantium, the shell's psionic protection is proof against most other forms of harm. While the armor is active, Hisako can even survive re-entry into a planetary atmosphere and the terminal-velocity impact following such a descent.

In addition to protection, the exo-skeleton also amplifies her physical strength. While her upper limits are currently unknown, she is capable of tossing vehicles aside with little effort and tearing apart reinforced construction materials.

Ichiki has yet to realize her full potential, and she can exhaust herself if she's not careful. With more training, she may be able to extend the size and shape of her armor, as well as protect against attacks that might otherwise prove impossible to resist.

If given the chance to join the X-Men, Ichiki has her codename picked out: Armor.



BEAST

Affiliations

SOLO **6** BUDDY **8** TEAM **10**



Distinctions

GENETIC ACTIVIST
RENAISSANCE BEAST
SMARTEST MAN IN THE ROOM

4 or **8**
+1 PP

STRESS / TRAUMA

Power Sets

BESTIAL MUTANT

ENHANCED DURABILITY **8** ENHANCED SENSES **8**
ENHANCED STAMINA **8** SUPERHUMAN REFLEXES **10**
SUPERHUMAN STRENGTH **10**

SFX: *Claws & Fangs.* Add a D6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

SFX: *Oh My Stars and Garters!* Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

ACROBATIC MASTER **10** COMBAT EXPERT **8**
COSMIC EXPERT **8** MEDICAL EXPERT **8**
SCIENCE MASTER **10** TECH MASTER **10**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

MUTANTS SANS FRONTIÈRES

- 1 XP when you use your MEDICAL EXPERT to help a mutant recover stress.
- 3 XP when you choose not to engage in a confrontation in order to rescue or support noncombatant mutants.
- 10 XP when you either allow a mutant to die or give up your status or reputation to save a mutant.

WORKPLACE ETHICS

- 1 XP when you reveal a new stunt associated with your MEDICAL, SCIENCE, or TECH Specialties.
- 3 XP when you engage in a confrontation with another hero regarding your use of your Specialties and your action or reaction total makes you the victor.
- 10 XP when you use a questionable MEDICAL, SCIENCE, or TECH asset or resource to support a team member or you refrain from supporting a team member with your Specialties at a critical moment.

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History

Born a mutant with ape-like features and limbs, Henry "Hank" McCoy, codenamed Beast, was the founding member of the X-Men. Already mentally gifted, he studied biochemistry and genetics under Professor Xavier and eventually became the X-Men's resident science expert.

Eventually, Hank left the X-Men to work in the private sector. He made great strides in understanding the nature of human mutation while he was employed by the Brand Corporation. This changed when Hank discovered his boss was stealing classified government documents. Determined to stop the espionage himself, he took an experimental formula to augment his abilities and mask his appearance. His heroics succeeded, but the formula permanently changed him.

Now a blue, furry, simian-like mutant, Hank left the private sector. He returned to superheroics first a member of the Avengers, then the Defenders. He eventually rejoined his original X-Men teammates in X-Factor. During this time he briefly regained his more human appearance, though his body suffered frequent mutations, with effects such as a temporary decrease in intellect and increase in strength. Finally, Beast returned to his blue, furry form and his original home with the X-Men. During his later time with the X-Men, Beast eventually mutated again into his current form—one larger, stronger, and more cat-like.

Personality

Beast's personality has changed wildly based on his current state of mutation. In his more human-looking guise, he tended to be bookish and fairly serious. After he turned himself into a blue-furred creature, he started to joke and wisecrack more to cover up his insecurity he felt in looking less human. In his current furry blue feline form he's a combination of the two—prone to academic musings as well as self-deprecating witticisms and bon mots. In any form, Hank McCoy is a dedicated scientist and a loyal friend.

Abilities & Resources

Beast possesses superhuman strength, durability, endurance, speed, and agility. He is an amazing acrobat and able to use his clawed hands and feet to cling to surfaces and climb walls, though his current cat-like state doesn't possess the same heightened dexterity as his other forms. Beast heals somewhat faster than normal and can emit pheromones attractive to the opposite sex. Beast is also a trained geneticist and biochemist and considered one of the greatest scientific minds in the world.

With the possible exception of Wolverine, no mutant has as diverse a collection of allies as Beast. A founding and long-time member of the X-Men, Beast can count most members of that team as close friends, especially the other founders and their mentor, Professor X. As an Avenger, Beast often found public acceptance even during various periods of anti-mutant hysteria and worked alongside Captain America, Hawkeye, Ms. Marvel, and others. As a Defender, he befriended mystical heroes such as Dr. Strange and the Valkyrie.

Hank's scientific reputation, expertise, and connections allow him access to some of the most advanced laboratories in the world.



BLACK PANTHER

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

KING OF WAKANDA
PEERLESS STRATEGIST
WORLD-CLASS INTELLECT

4
+1 PP

or 8

Power Sets

WAKANDAN TECHNOLOGY

CYBERNETIC SENSES 6

ENHANCED DURABILITY 8

WALL-CRAWLING 6

WEAPON 6

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into a WAKANDAN TECHNOLOGY stunt or step up a WAKANDAN TECHNOLOGY power by +1 until used in an action. Spend 1 PP to use this stunt if opponent's action succeeded.

Limit: *Gear.* Shutdown a WAKANDAN TECHNOLOGY power and gain 1 PP. Take an action vs. the doom pool to recover.

CHOSEN OF THE PANTHER GOD

ENHANCED REFLEXES 8

ENHANCED SENSES 8

ENHANCED STAMINA 8

ENHANCED STRENGTH 8

SFX: *Focus.* In a pool including a CHOSEN OF THE PANTHER GOD die, replace two dice of equal steps with one die of +1 step.

SFX: *Panther Champion.* Before you make an action including a CHOSEN OF THE PANTHER GOD power, move your mental and emotional stress dice to the doom pool and step up the CHOSEN OF THE PANTHER GOD power by +1 for this action.

Limit: *Fit to Rule.* May not spend PP when making reaction rolls during ritual or mystical combat or when facing challenges to your title.

Specialties

ACROBATIC MASTER 10

COMBAT MASTER 10

COVERT MASTER 10

MENACE EXPERT 8

SCIENCE EXPERT 8

TECH EXPERT 8

VEHICLES EXPERT 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

A KING NEEDS A QUEEN

1 XP when you interact with an appropriate character specifically for the purpose of determining her suitability as your queen.

3 XP when you pursue a potential mate beyond your initial advances.

10 XP when you propose to your chosen queen, regardless of whether she accepts or rejects your proposal.

PROTECT MY PEOPLE

1 XP when you declare a character—ally or enemy—as a threat to Wakanda.

3 XP when you take a major step against that threat, such as recruiting a significant ally or joining a team in order to monitor the threat.

10 XP when you eliminate the threat to Wakanda, through diplomacy or force.

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STRESS / TRAUMA

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History

Latest in a long line of warrior-statesmen, T'Challa rules the African nation of Wakanda as their champion and king, the Black Panther. His nation's advanced technology and the world's only abundant source of the mysterious metal Vibranium has meant centuries of isolation and secrecy. This changed when opportunistic fortune hunter, Ulysses Klaw, killed T'Chaka, T'Challa's father and then current Black Panther. Swearing to avenge his father and take his place as the new Black Panther, T'Challa studied and trained, eventually passing the trials of leadership and ascending to the throne.

Deciding a more proactive stance on world affairs was needed to protect his people, T'Challa interacted more with the outside world than his predecessors. First, he allied with the Fantastic Four against Klaw. Later, he became a valued member of the Avengers. He often returned to Wakanda to deal with affairs of state, coup attempts, tribal conflicts, and other issues. However, he eventually left again to aid his allies, monitor external threats to his people, and stay connected to the world. Recent pressure from the United States, as well as a failed invasion of his homeland, has prompted T'Challa to once again focus on Wakandan affairs and to think seriously about the need for an heir to carry on the legacy of the Black Panther.

Personality

Black Panther was born to rule, but he also earned that right. As such, he is confident and used to being heeded, but also doesn't see birthright or destiny as a key element of character. His people's chosen protector, he is always aware of potential threats against Wakanda—even from among his allies and teammates. This often creates a distance between himself and others, as he must always stand vigilant and slightly apart. However, once someone earns his trust, he treats them not just as a friend but family, using all his considerable resources to aid them.

Abilities & Resources

A lifetime of training, as well as the rare herbs involved in the ceremony that made him king, have given Black Panther physical abilities at peak human level. His senses possess animal-like acuity and he is an expert hunter and tracker. T'Challa is a master of various martial arts, an accomplished acrobat, a trained scientist, and a master of stealth and infiltration. He has one of the best tactical minds in the world and is a keen student of human nature. He augments these considerable abilities with numerous weapons and inventions, many using advanced Wakandan technology and Vibranium as key elements.

As King of Wakanda, T'Challa has incredible resources. His people possess vast technological and cultural advancements on par with or exceeding most Western nations. Dora milaje—ceremonial wives-in-training and highly skilled bodyguards—often attend him. He personally counts as friends and allies some of the greatest heroes in the world. Most notable among these are Captain America, his childhood love Storm, and the Fantastic Four. Black Panther can call upon all of his former Avengers allies for aid, though he and Tony Stark sometimes clash ideologically.



BLACK WIDOW

Affiliations

SOLO

10

BUDDY

8

TEAM

6

Distinctions

DAANGEROUS LIAISONS
NATURAL LEADER
RUSSIAN SUPERSPY

4
+1 PP

or
8

Power Sets

RED ROOM CONDITIONING

ENHANCED DURABILITY

8

ENHANCED REFLEXES

8

ENHANCED STAMINA

8

SFX: *Focus.* In a pool including a RED ROOM CONDITIONING die, replace two dice of equal steps with one die of +1 step.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from aging, disease, or psychic attack.

Limit: *Deep Programming.* Earn 1 PP to step up emotional stress inflicted by intelligence agencies and their directors by +1.

Limit: *Killswitch.* When you take emotional trauma, shutdown any RED ROOM CONDITIONING power and gain 1 PP. Recover power when you recover that emotional trauma.

WIDOW'S STING BRACELETS

ELECTRIC BLAST

8

SWINGLINE

8

SFX: *Widow's Bite.* Spend 1 PP to step up ELECTRIC BLAST to D10; step back to 2D6 for subsequent actions. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Gear.* Shutdown WIDOW'S STING BRACELETS and gain 1 PP. Take an action vs. the doom pool to recover gear.

Specialties

ACROBATICS MASTER

10

COMBAT EXPERT

8

COVERT MASTER

10

MENACE EXPERT

8

VEHICLES EXPERT

8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

BLACK OPS BETRAYAL

1 XP when you first use your COVERT Specialty in an action and succeed.

3 XP when you convince a team member to make a painful or difficult choice.

10 XP when you either betray a team member in a critical moment or sacrifice yourself for them.

DEADLY ROMANCE

1 XP when you choose to flirt with another hero.

3 XP when you make a decision or create a circumstance that puts your chosen hero directly in harm's way.

10 XP when you either abandon your chosen hero at a critical moment or sacrifice something you hold dear in order to preserve your chosen relationship.

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STRESS / TRAUMA

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History

Born in Soviet Russia in the late 1920s, orphan Natalia "Natasha" Romanova joined the USSR's Black Widow Program after WWII. The Program created elite female spies and assassins. Subjected to various experiments and years of rigorous training, Natasha eventually gained the title of Black Widow and undertook a mission to kill defecting scientist Anton Vanko and his new boss, famed American industrialist and weapons designer, Tony Stark. Black Widow failed to kill Stark, but stayed in the United States to harass Stark and his heroic identity, Iron Man. Seducing the hero Hawkeye to assist her, Natasha fell victim to her own game, falling for the handsome archer and cutting her ties with her Soviet spymasters.

Defecting to the United States, Black Widow joined S.H.I.E.L.D. She served with the short-lived West Coast super hero group known as the Champions and partnered with both Hawkeye and Daredevil for a time. Eventually she joined the Avengers and even led the group for a time, leaving after the villain Onslaught killed or severely injured most of the team.

Since then Natasha has alternated between working with her fellow heroes and working in the espionage community again. She has even encountered her replacement in the Black Widow program, Yelena Belova, and the two share a fierce rivalry.

Personality

Years of espionage training and work as a sleeper agent have made Black Widow naturally guarded and careful, even with her friends. She is a consummate professional in the field and can be ruthless if needed. Natasha has a romantic side as well, preferring dangerous but idealistic men such as Daredevil and Hawkeye. She is a capable leader, but due to past losses while leading the Avengers, she is reluctant to step into that role again.

Abilities & Resources

The Black Widow Program enhanced Natasha's physique and greatly slowed her aging. Despite being born in the first half of the 20th century, she still appears young and vital. The program's Red Room training honed her skills, and Black Widow is a master of armed and unarmed combat, espionage, tactics, and infiltration. She speaks several languages and is familiar with most intelligence, criminal, military, and insurgent organizations worldwide. In addition to the traditional firearms and weapons she sometimes uses, Black Widow usually wears her Widow's Sting—specially designed bracelets that house a built-in swing-line launcher and electric blaster.

Though her relations with Russia are shaky, Natasha still has some contacts in the former USSR. An ex-Avenger and ex-Champion, she has friends and allies that include Angel, Hercules, Wasp, and Iron Man. She maintains good relations with her former lovers, Hawkeye and Daredevil, and can call on them for aid in a pinch. Her work with S.H.I.E.L.D. means the organization is a potent ally that views her as a vital resource. Her personal friendship with longtime S.H.I.E.L.D. director, Nick Fury, and allied heroes such as Wolverine and Captain America only strengthen this relationship.



CAPTAIN AMERICA

Affiliations

Solo **6**

Buddy **8**

Team **10**

Distinctions

LEAD BY EXAMPLE
MAN OUT OF TIME
SENTINEL OF LIBERTY

4
+1 PP

or

8

Power Sets

SUPER-SOLDIER PROGRAM

ENHANCED DURABILITY **8**

ENHANCED REFLEXES **8**

ENHANCED STAMINA **8**

ENHANCED STRENGTH **8**

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.

SFX: *Last-Ditch Effort.* Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Second Wind.* Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.

Limit: *Patriot.* Earn 1 PP if you step up emotional stress inflicted by government forces or popular opinion by +1.

VIBRANIUM-ALLOY SHIELD

GODLIKE DURABILITY **12**

WEAPON **8**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Ricochet.* Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD and gain 1 PP. Take an action vs. the doom pool to recover gear.

Specialties

ACROBATIC EXPERT **8**

COMBAT MASTER **10**

COVERT EXPERT **8**

PSYCH EXPERT **8**

VEHICLE EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

MENTOR THE HERO

1 XP when you choose to aid a specific hero for the first time.

3 XP when you aid a stressed-out hero in recovery.

10 XP when you either give leadership of the team to your chosen hero or force your chosen hero to resign or step down from the team.

AVENGERS ASSEMBLE!

1 XP when you first lead a team.

3 XP when you defeat a foe without any team member becoming stressed out.

10 XP when you either convince a hero to join a new Avengers team or disband your existing team.

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STRESS / TRAUMA

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History

Born in the early 20th Century in New York City to poor Irish parents, Steve Rogers grew up sickly. Despite his heartfelt desire to aid his country in its struggle against the Axis powers, his frailties disqualified him from active military service. However, his unyielding determination and moral character resulted in his being chosen for the top-secret Operation: Rebirth project. Dr. Abraham Erskine's Super-Soldier process transformed Rogers into a peerless physical specimen—a success that would never be reproduced thereafter, due to Erskine's subsequent murder at the hands of a Nazi spy. Trained and equipped as a spy-busting propaganda asset to counterbalance Germany's Red Skull, Rogers became Captain America. Accompanied by his partner Bucky Barnes, Captain America fought alongside the Sub-Mariner and the original Human Torch as a member of the Invaders.

While trying to stop a rocket weapon of Baron Zemo's, Barnes apparently died and Rogers was lost to the icy waters of the North Atlantic. The Super-Soldier formula put Rogers into a state of suspended animation, while the world thought him dead for decades. Eventually discovered and revived by the Avengers in more recent times, Captain America has had to adapt to a world half a century different than the one that shaped him.

Personality

Captain America is the moral measure against whom most other heroes compare themselves. He is the hero's hero—fearless, selfless, noble, and unyielding. Rogers lives the ideals he represents—they aren't simply a code he espouses and works to uphold. Equality and fairness, justice and liberty for all—these are fundamental to Cap's basic character, not just words, and his every action demonstrates this.

Abilities & Resources

Operation: Rebirth transformed Rogers into the pinnacle of physical perfection. Captain America's body operates at the maximum of human physical potential, giving him levels of strength, endurance, and agility that would shame world-class athletes. His body also makes him effectively immune to poison, disease, and fatigue. In addition, he is highly trained in all aspects of military and tactical skill, and his close-quarter combat skills combine with his physical abilities to make him one of the single best hand-to-hand fighters alive. Rogers possesses extensive battlefield experience and years working in the intelligence community, and he is a natural leader with virtually unmatched powers of inspiration.

Captain America wears a scale-mail uniform of sophisticated anti-ballistic materials and carries a circular shield. This shield is one-of-a-kind—the accidental alloying of steel and Vibranium—practically indestructible and known to dampen kinetic energy impact entirely. In addition to using it defensively, Rogers has mastered its use as a throwing weapon.

Steve Rogers is a "champion level" S.H.I.E.L.D. agent with effectively unlimited security clearance and access to S.H.I.E.L.D. facilities, equipment, and personnel surpassed only by Director Nick Fury. He uses customized vehicles such as a high-tech van and a heavily modified motorcycle, both gifts from the Black Panther's people. Rogers is particularly close to fellow hero the Falcon and to S.H.I.E.L.D. agent Sharon Carter. Cap's reputation, particularly among the superhuman community, is unmatched—no other figure commands the degree of respect and loyalty among heroes that he does.



COLOSSUS

Affiliations

SOLO **6**

BUDDY **8**

TEAM **10**

PP
□

Distinctions

IRONCLAD LOYALTY
QUICK TO ANGER
RUSSIAN FARMBOY

4
+1 PP

or

8

STRESS / TRAUMA

P

4

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8

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12

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4

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12

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8

10

12

XP

□

Power Sets

ORGANIC STEEL TRANSFORMATION

GODLIKE DURABILITY **12**

GODLIKE STRENGTH **12**

SUPERHUMAN STAMINA **10**

SFX: *Area Attack*. Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Invulnerable*. Spend 1 PP to ignore physical stress or trauma results unless caused by electromagnetic attacks.

SFX: *Take the Hit*. Spend 1 PP to take physical stress intended for a nearby ally or friend.

Limit: *Conscious Activation*. While stressed out, asleep, or unconscious, shutdown ORGANIC STEEL TRANSFORMATION. Recover ORGANIC STEEL TRANSFORMATION when you recover that stress or wake up. If you take physical trauma, shutdown ORGANIC STEEL TRANSFORMATION until you recover that trauma.

Limit: *Heavy Metal*. On a magnetic or Vibranium attack, or while swimming, change any ORGANIC STEEL TRANSFORMATION power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

Limit: *Mutant*. Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

COMBAT EXPERT **8**

MENACE EXPERT **8**

PSYCH EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

HEROIC SELF-SACRIFICE

1 XP when you first use your *Take the Hit* SFX.

3 XP when you allow another hero to talk you out of a dangerous course of action.

10 XP when you either sacrifice yourself for your allies or find you're the last hero standing.

RETURN TO THE MOTHERLAND

1 XP when you first draw on your Russian heritage.

3 XP when you make your Russian heritage the central issue of a confrontation or conflict.

10 XP when you either deny your Russian heritage completely or abandon your friends for Russia.



History

Born on the Ust-Ordynski Collective in Russia, Piotr Rasputin grew up a dutiful son and a responsible worker on his family's farm. His mutant abilities manifested when he rescued his younger sister Illyana from a runaway tractor. Soon after, Charles Xavier recruited him to join the second generation of X-Men, whose first mission was rescuing the previous team from the living island of Krakoa.

His tenure with the X-Men taught Rasputin how to control his powers and introduced him to many good friends and his long-time love, Kitty Pryde. It also pushed him into a life where he has lost many loved ones and discovered uncomfortable truths about his family, his brother, and his homeland.

After his sister died from the mutant-targeted Legacy Virus, Colossus sacrificed his own life in order to disseminate the cure. Denizens of the alien Breakworld secretly stole his body and resurrected him during their experimentation. His friends have only recently discovered that he is alive, after spending the last couple of years believing him dead.

Personality

Piotr Rasputin is a simple and caring soul often forced into violent situations. He is shy, trusting, and somewhat guileless, though capable of tremendous rage when he sees his friends hurt or innocents suffer. He is also selfless, bravely putting himself in harm's way time and time again to protect those weaker than himself. He prefers to hide his deeper emotions behind a stoic exterior, although his artistic talents provide an outlet for his friends to appreciate.

Given the tumultuous events of the past few years, particularly his death and resurrection, he has an even greater appreciation for the fragile joys of love and life. As a result, he has recently resumed his one-time relationship with Kitty Pryde.

Abilities & Resources

Colossus possesses the ability to transform his body into a form of organic steel of immense density and toughness. This adds height to his already prodigious frame and more than doubles his weight. While in metal form he has tremendous superhuman strength and is almost invulnerable. Environmental conditions seem to have little effect in this form, though rapid shifts between extreme heat and cold can harm him. He neither appreciably tires nor needs to breathe, eat, or drink, until he returns to mere flesh. The presence of the "anti-metal" variation of Vibranium causes Colossus to revert to his human form.

As a member of the X-Men, Rasputin has received significant training in combat and teamwork. He normally takes a front-line position in any team action and works especially well alongside Wolverine, with whom he has mastered the "Fastball Special," which involves bodily throwing Wolverine at an opponent. Of course, he also has access to the vehicles, extensive facilities, and other resources of the team.



CYCLOPS

Affiliations

Solo **6**

Buddy **8**

Team **10**

PP
□

Distinctions

I DON'T HAVE TIME FOR THIS TACTICAL GENIUS UNCOMPROMISING

4
+1 PP

or

8

STRESS / TRAUMA

Power Sets

OPTIC BEAM

FORCE BLAST **10**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into an OPTIC BEAM stunt or step up FORCE BLAST by +1 until used in an action. Spend 1 PP to use this stunt if opponent's action succeeded.

SFX: *Ricochet.* Step up or double FORCE BLAST die against a single target. Remove highest-rolling die and add an additional die to your total.

SFX: *Versatile.* Replace FORCE BLAST die with 2D8 or 3D6 on your next roll.

Limit: *Ruby-Quartz Visor.* Earn 1 PP and either change FORCE BLAST into a complication or shutdown FORCE BLAST. Take an action vs. the doom pool to recover.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

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12

XP

□

Specialties

COMBAT EXPERT **8**

COSMIC EXPERT **8**

COVERT EXPERT **8**

TECH EXPERT **8**

VEHICLE MASTER **10**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

TO ME, MY X-MEN

1 XP when you first lead a team including more mutants than non-mutants.

3 XP when you defeat a foe without any team member becoming stressed out.

10 XP when you either lead your team to victory over mutant issues or disband them in the face of persecution.

ROMANTIC TRAGEDY

1 XP when you choose to express your affection for another mutant hero.

3 XP when you turn down aid in order to be alone with your chosen hero in a perilous situation.

10 XP when you either watch your chosen hero take d10 or more trauma or break off your relationship in order to save them.



History

Oldest son of USAF Major Christopher Summers, young Scott Summers barely survived the Shi'ar attack that took his parents from him. Attempting to save his life, his mother strapped him into the only parachute onboard and pushed him and his younger brother Alex from their father's burning plane. Orphaned and hospitalized, Scott became a ward of the state, which separated him from his brother and shuttled him from home to home. As he grew older, Summers' mutant abilities emerged and caused him trouble until Professor Charles Xavier rescued him and became the boy's teacher and father figure.

As "Cyclops," Scott Summers was a member of the first class of X-Men trained by Xavier. He has remained loyal to Xavier's dream, if not the man himself, at great cost over the years, through two marriages and a revolving roster of X-Men. Eventually he emerged from Xavier's shadow to take a leadership position, in charge not only of the X-Men but also of the school bearing Xavier's name.

Personality

Cyclops behaves like the stern and no-nonsense leader he believes he needs to be. He has no real life outside of his responsibilities, sacrificing his personal needs to his perceived duties time and again. Selfless, he is devoted to safeguarding mutantkind from all threats and proving they can coexist with mankind.

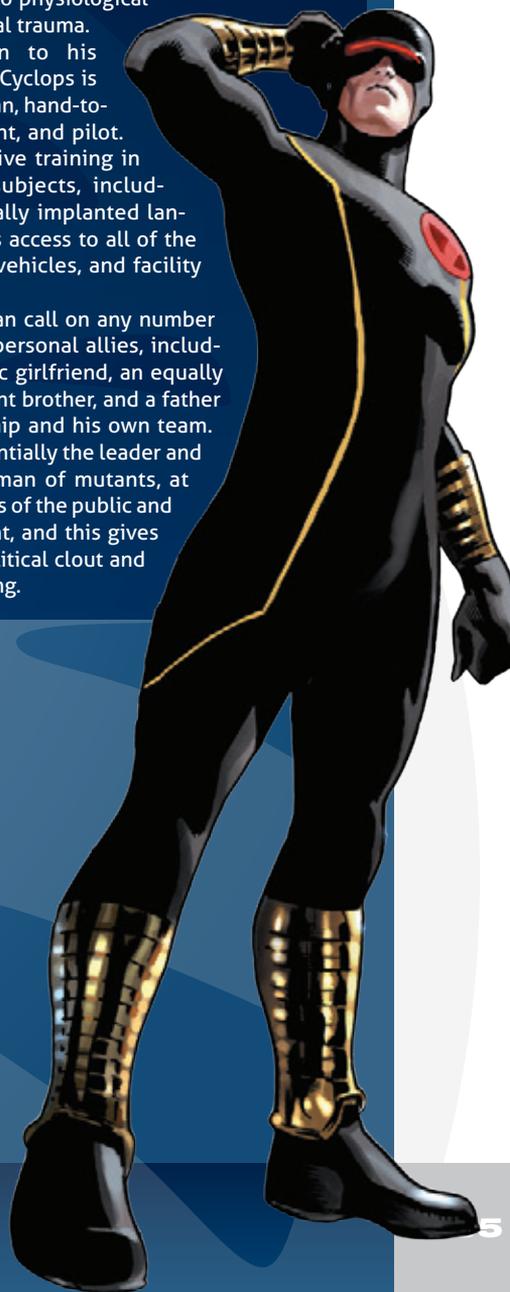
Summers has lost the love of his life, Jean Grey, more than once, he has developed an antagonistic relationship with his former mentor, and he's seen enemies become friends and friends become enemies. Even his current girlfriend, Emma Frost, used to be a mortal foe. Fostering his sense of self-reliance has left him with serious trust issues, and on an emotional level, he is very, very alone. Worse, he sees even this condition as necessary for his situation.

Abilities & Resources

Scott Summers is an alpha-level mutant whose eyes act as apertures to an extra-dimensional source of energy. This energy emits in beam form whenever his eyes are open and can only be filtered safely by ruby quartz lenses. Powerful enough to blast easily through reinforced materials and knock aside heavy vehicles, the beam manifests as concussive force rather than heat or radiation. The visor Summers wears gives him precise control over the beam's size, intensity, and scatter—and he is an expert marksman with his innate attack. Cyclops is immune to the effects of his own blast—even his closed eyelids are sufficient to block its release—and the energy powers of his brother Alex, AKA Havok. However, he cannot control the energy itself; without the visor it bursts from his eyes. It's unclear whether this lack of control is due to physiological or psychological trauma.

In addition to his mutant power, Cyclops is a gifted tactician, hand-to-hand combatant, and pilot. He has extensive training in a variety of subjects, including telepathically implanted languages. He has access to all of the X-Men's tech, vehicles, and facility resources.

Summers can call on any number of teams and personal allies, including a telepathic girlfriend, an equally powerful mutant brother, and a father with a spaceship and his own team. Cyclops is essentially the leader and public spokesman of mutants, at least in the eyes of the public and the government, and this gives him certain political clout and cultural standing.



DAREDEVIL

Affiliations

SOLO

10

BUDDY

8

TEAM

6

Distinctions

BLIND JUSTICE
MAN WITHOUT FEAR
PROTECTOR OF HELL'S KITCHEN

4
+1 PP

or 8

Power Sets

BILLY CLUB

ENHANCED DURABILITY

8

SWINGLINE

6

WEAPON

6

SFX: *Rebound.* Step up or double WEAPON die against a single target. Remove highest-rolling die and add an additional die to your total.

SFX: *Grapple.* Add D6 and step up effect die +1 when inflicting a complication on a target.

Limit: *Gear.* Shutdown BILLY CLUB and gain 1 PP. Take an action vs. the doom pool to recover gear.

HYPERSENSES

ENHANCED REFLEXES

8

ENHANCED STAMINA

8

SUPERHUMAN SENSES

10

SFX: *Focus.* In a pool including a HYPERSENSES die, replace two dice of equal steps with one die of +1 step.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from attacks targeting sight or vision.

SFX: *Radar Sense.* Spend 1 PP to add SUPERHUMAN SENSES (or step up by +1 if already in your pool) and reroll all dice when taking an action.

Limit: *Overstim.* Shutdown a HYPERSENSES power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

ACROBATIC MASTER

10

COMBAT EXPERT

8

COVERT EXPERT

8

CRIME MASTER

10

MENACE EXPERT

8

PSYCH EXPERT

8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

OUT IN THE OPEN

1 XP when you first tell a hero that you're not Daredevil.

3 XP when you go into action as Daredevil without your mask.

10 XP when you either join a team in spite of your identity crisis or refuse to join a team because of it.

DEVIL IN THE DARK

1 XP when you first inflict stress on a foe who cannot see you.

3 XP when your allies first confront you about your methods or you challenge another ally's methods.

10 XP when you choose to inflict physical trauma on a foe who has inflicted stress on you and at least one ally, or you choose to redirect stress from that foe as emotional stress and allow yourself to be stressed out.

PP

STRESS / TRAUMA

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XP

XP

XP

History

Young Matt Murdock's life changed forever the day he pushed a blind man out of the way of a speeding truck. A container filled with radioactive liquid from that truck struck Matt, destroying his sight but enhancing his other senses to superhuman levels. Growing up blind in New York City's crime-ridden Hell's Kitchen, he was determined not to let his situation hinder him. He trained his body at the gym and his mind in the classroom. The blind martial artist, Stick, taught Matt to master his enhanced senses and hone his fighting skills.

Eventually, Matt became a top law student, and his future looked bright, until the mob murdered Matt's father, prizefighter "Battlin' Jack" Murdock, for refusing to throw a fight. Unable to get justice in the courts, Matt donned a costume and took down the killers as "Daredevil, the Man Without Fear." After this tragedy, Matt devoted his life to the pursuit of justice, both in the courtroom and on the streets of Hell's Kitchen. As Daredevil he has fought numerous criminals and killers, chief among them the Kingpin's mob, the master assassin Bullseye, and the villainous ninja cult known as the Hand. As Matt Murdock, he has become a crusading attorney aiding the defenseless.

Daredevil's life has been full of trials and tragedy. He has loved and lost many times, most notably ex-secretary Karen Page and the Greek assassin Elektra. The Kingpin has targeted him and his loved ones several times, nearly destroying the hero's sanity and reputation. More recently, Daredevil's true identity has leaked to the press, endangering the lives of everyone Matt Murdock holds dear.

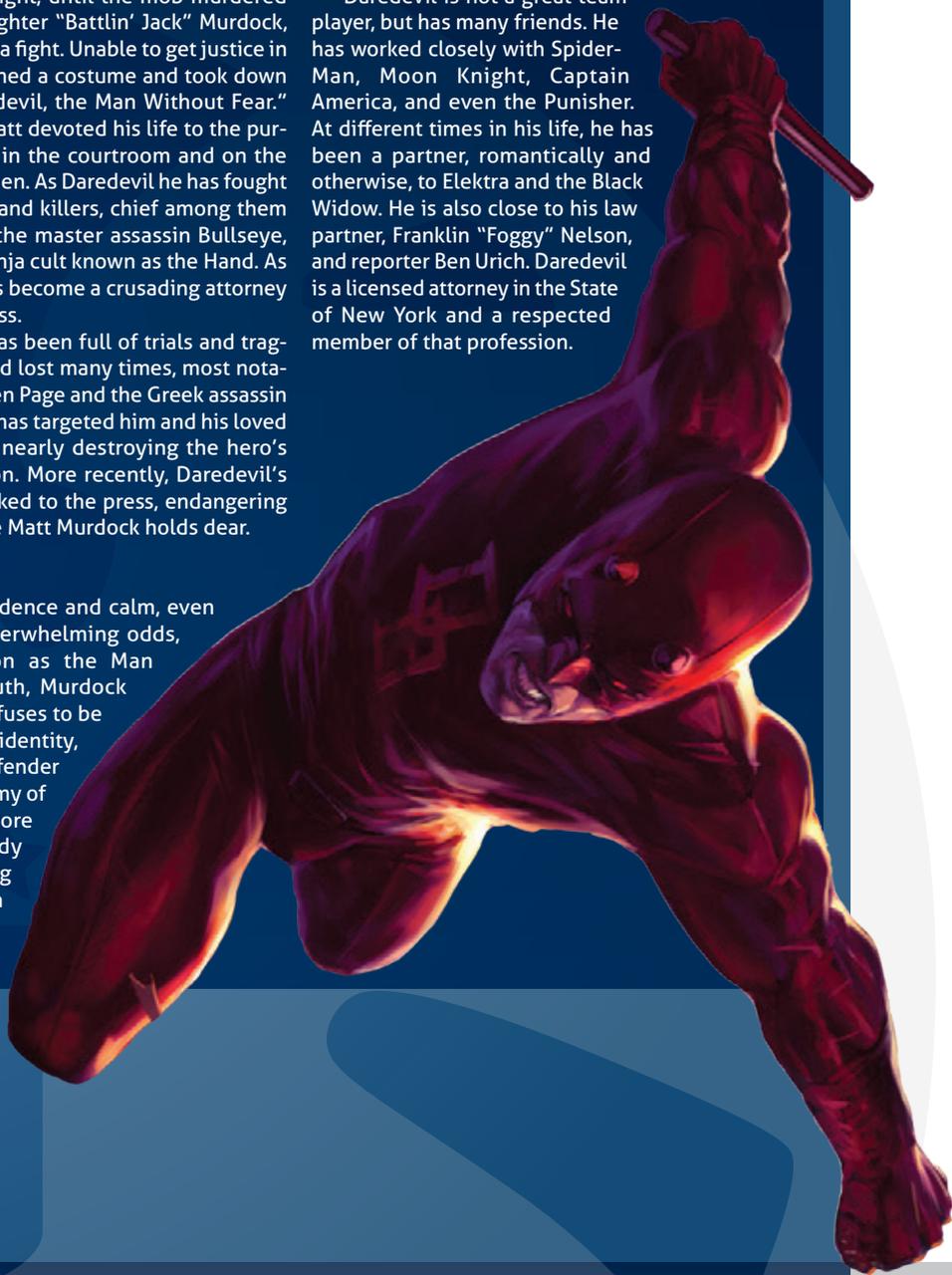
Personality

Daredevil's confidence and calm, even when faced with overwhelming odds, fuels his reputation as the Man Without Fear. In truth, Murdock does feel fear but refuses to be ruled by it. In either identity, he is a passionate defender of the weak and enemy of the corrupt. He is more stoic and less wordy than most, preferring to let his reputation and abilities speak for him.

Abilities & Resources

Daredevil is blind, but compensates with superhumanly heightened senses of smell, touch, hearing, and taste. He also possesses a radar sense that lets him detect objects and people. His senses are acute enough that he can read newsprint by touching it and detect lies by listening to someone's heartbeat. Daredevil is a master hand-to-hand combatant, trained in boxing, ninjitsu, and various other martial arts. He is an incredible acrobat and uses a specially designed billy club equipped with a swingline. As Matt Murdock, he is one of the world's most gifted defense attorneys.

Daredevil is not a great team player, but has many friends. He has worked closely with Spider-Man, Moon Knight, Captain America, and even the Punisher. At different times in his life, he has been a partner, romantically and otherwise, to Elektra and the Black Widow. He is also close to his law partner, Franklin "Foggy" Nelson, and reporter Ben Urich. Daredevil is a licensed attorney in the State of New York and a respected member of that profession.



EMMA FROST

Affiliations

SOLO 

BUDDY 

TEAM 

PP


Distinctions

CRIMINAL PAST
ICY CONFIDENCE
ONE STEP AHEAD OF YOU


+1 PP

or



STRESS / TRAUMA

Power Sets

OMEGA-CLASS TELEPATH

MIND CONTROL 

PSYCHIC BLAST 

PSYCHIC RESISTANCE 

TELEPATHY 

SFX: *Area Attack*. Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Multipower*. Use two or more OMEGA-CLASS TELEPATH powers in your dice pool, at -1 step for each additional power.

SFX: *Psychic Healing*. Add TELEPATHY die to your pool when helping others to recover stress. Spend 1 PP to recover your own or another's mental stress or step back your own or another's mental trauma by -1.

Limit: *Mutant*. Earn 1 PP when affected by mutant-specific Milestones and tech.

DIAMOND BODY

ENHANCED STRENGTH 

GODLIKE STAMINA 

SUPERHUMAN DURABILITY 

SFX: *Invulnerable*. Spend 1 PP to ignore physical stress or trauma results unless caused by mystical attacks.

Limit: *Mutually Exclusive*. Shutdown OMEGA-CLASS TELEPATH to activate DIAMOND BODY. Shutdown DIAMOND BODY to recover OMEGA-CLASS TELEPATH.

Limit: *Mutant*. Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

BUSINESS MASTER 

CRIME EXPERT 

PSYCH MASTER 

SCIENCE EXPERT 

TECH EXPERT 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

HELLFIRE LEGACY

1 XP when you give a hero or villain your word.

3 XP when you either break your word to that hero or keep your word to that villain.

10 XP when you either prove to that hero that breaking your word helped them or prove to that villain that keeping your word hurt them.

PEDAGOGUE

1 XP each time you aid a chosen student in using their powers.

3 XP when your chosen student betrays or inflicts stress on you.

10 XP when you sacrifice or shutdown your powers, wealth, or reputation for a student, or vice versa.

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12

XP




History

The Frost family does not reward weaklings. Emma Frost's father raised strong-willed and ruthless daughters, but a disappointingly fragile son. Seeing the brother she loved cruelly used as yet another of her father's object lessons, Emma finally walked away from her family, determined to make her way alone. On her own she learned hard lessons about life that honed her native aggression and ruthlessness even further. Combined with her mutant telepathic abilities, her brutal and ambitious nature eventually earned her a seat as the White Queen, helping Sebastian Shaw seize control of the Hellfire Club from their murderously anti-mutant predecessors. As a member of the Club's ruling council, she fought against the X-Men on numerous occasions.

Emma also channeled her ambition into molding and teaching new generations of mutants. After watching too many of her charges die—first in her own school and later on Genosha—she experienced a change in her attitudes and eventually came to Xavier's school for a second chance and emotional sanctuary. In her time teaching at the school, she's proven a valuable asset to the X-Men; she's also developed a strong romantic relationship with the widowed Scott Summers (Cyclops).

Personality

Emma Frost is not a nice person. She is domineering, manipulative, ruthless, sometimes cruel, and far less encumbered by the moral scruples she perceives as hampering her teammates. Frost carries a monumental case of survivor's guilt—not only has she watched most of the students she's been responsible for die, she also helplessly witnessed first-hand the death of millions in Genosha. This changed her in ways she doesn't yet have the emotional tools to accept fully. While she has come a lot closer to the side of the angels while working with the X-Men, she retains most of the ice queen persona that helped her survive in her life before Xavier's school. She is still trying to find a stable equilibrium between her own nature and the role she's chosen to play in her new environment, and there have been a few stumbles along the way.

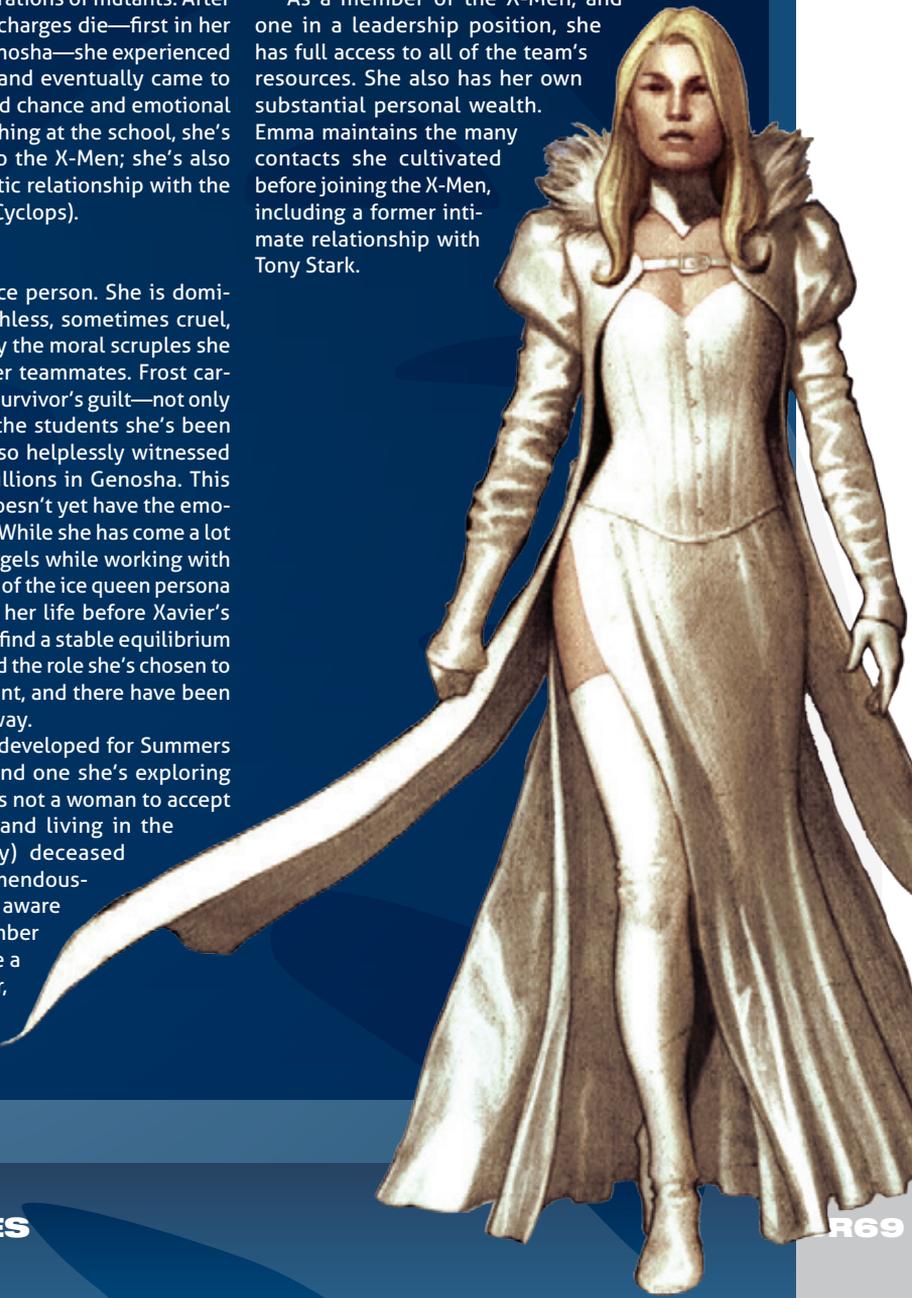
The deep love she has developed for Summers is a new feeling for her, and one she's exploring with great caution. Emma is not a woman to accept second place gracefully, and living in the shadow of the (currently) deceased Jean Grey rankles her tremendously. Frost also remains quite aware that Kitty Pryde and a number of her other teammates are a long way from trusting her, regardless of her bond with Summers or her actions with the team thus far.

Abilities & Resources

Frost is a powerful and highly skilled telepath. She can read minds, project her own thoughts, manipulate perceptions, induce pain, control thoughts and actions, and so on. She developed a secondary mutation during the annihilation of Genosha: the ability to transform her body mass into organic diamond. In her diamond form, she gains immense strength and durability with no loss in mobility or flexibility, but she loses access to her telepathic powers while in that form.

Even without her mutant abilities, Emma is a master manipulator. She's fully aware of her great beauty and shameless in exploiting it and any emotional weaknesses her insight into human psychology might reveal. Emma is also an electronics expert and capable businesswoman.

As a member of the X-Men, and one in a leadership position, she has full access to all of the team's resources. She also has her own substantial personal wealth. Emma maintains the many contacts she cultivated before joining the X-Men, including a former intimate relationship with Tony Stark.



HUMAN TORCH

Affiliations

Solo 

Buddy 

Team 

Distinctions

HOTHEADED HERO
NEVER GROWS UP
SHAMELESS FLIRT

 or 
+1 PP

Power Sets

FLAME ON!

FIRE MASTERY 

FLAME BLAST 

SUPERSONIC FLIGHT 

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Fiery Body.* On a successful reaction against a physical attack action, inflict physical stress with your effect die at no PP cost or step up +1 for 1 PP.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from fire, heat, or cold.

SFX: *Multipower.* Use two or more FLAME ON! powers in your dice pool, at -1 step for each additional power.

SFX: *Nova Flame.* Step up or double your FLAME ON! powers for that Scene, or spend 1 PP to do both. Take second-highest rolling die of each subsequent action or reaction as physical stress.

Limit: *Extinguished.* Shutdown all FLAME ON! powers vs. flame-retardant attack and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

COSMIC EXPERT 

TECH EXPERT 

VEHICLES EXPERT 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

DANGEROUS LOVE

1 XP when you choose to flirt with a non-heroic Watcher character.

3 XP when your heroic activities put your chosen character in danger, or your commitment to your chosen character puts your team in danger.

10 XP when your involvement with your chosen character changes them irreversibly, or you break off your relationship in order to protect your chosen character.

CELEBRITY DISTRACTIONS

1 XP when you take up an activity that involves significant time away from the rest of your team.

3 XP when the demands of your chosen activity conflicts with your team responsibilities.

10 XP when you either abandon your team for your chosen activity at a critical moment or abandon your chosen activity in order to help your team at a critical moment.

PP


STRESS / TRAUMA

P











M











E











XP


History

Joining his big sister Sue on an experimental space flight, young Johnny Storm gained fantastic powers after cosmic rays bombarded their ship. The four crewmembers became the Fantastic Four, with Johnny's fire-based powers leading him to take the name "The Human Torch." The Fantastic Four became one of Earth's most prominent super hero teams and the Human Torch one of Earth's most famous heroes.

Johnny's life since becoming a hero has been full of adventure and opportunity. He's traveled the cosmos with the Fantastic Four, been a race car driver for a time, and watched his girlfriend Frankie Raye become Nova, the Herald of Galactus. He worked briefly as an actor and a firefighter, finished college, engaged in various solo heroics, and even married the Skrull Lyja while she was disguised as the Thing's then ex-girlfriend, Alicia Masters. Through it all, Johnny has kept his cheerful attitude, though his impulsive nature and penchant for practical jokes have sometimes annoyed his teammates. Despite often seeming immature and irresponsible, the Human Torch has helped save the world many times over and is a beloved member of the Fantastic Four.

Personality

The Human Torch loves being a super hero. He dates supermodels, pals around with various costumed heroes, and fights evil with a daredevil attitude and youthful exuberance. Recently confronted about his tendency to shirk "boring" responsibilities, he is slowly becoming more mature and adult. He still loves pranks and jokes, with teammate the Thing a favorite target. Johnny loves his sister Sue and the other members of the Fantastic Four dearly, and would do anything to aid them.

Abilities & Resources

The Human Torch can project fire from any part of his body. He can use this power to hurl fiery blasts, engulf his entire body in flames, and make shapes composed of fire. He can even "sculpt" flames, allowing him to form decoys of himself. His fiery aura protects him from projectiles and allows him to fly. He can extinguish part of it in order to safely carry passengers or objects and still fly. He can control fire as well, using it to create cages, rings, and other shapes. His body is fireproof, and he can absorb nearby fire and heat at will. The Human Torch can even voluntarily overload himself, creating a "Nova Flame" that is much hotter and more powerful than Johnny normally projects, but doing this exhausts him quickly. In addition to his powers, Human Torch is an experienced race car driver and mechanic.

As a member of one of Earth's most famous super hero teams, Johnny Storm has a lot of friends and allies. Chief among them are his teammates and family. He is especially close to his sister Sue Storm, the Invisible Woman, and he and the Thing have a brotherly rivalry going back years. Johnny has also become good friends with Iceman and Spider-Man—heroes close to his own age—who better understand his attitudes and impulsive behavior than most. Despite his well-deserved reputation as a hothead, the Human Torch can still call on many heroes for assistance, especially fellow New York-based ones such as previous members of the currently defunct Avengers.



INVISIBLE WOMAN

Affiliations

Solo **6**

Buddy **8**

Team **10**



Distinctions

COMPASSIONATE
IMPLACABLE WILL
SOUL OF THE TEAM

4 or **8**
+1 PP

STRESS / TRAUMA

Power Sets

FORCE PROJECTION

FLIGHT **6**

FORCE BLAST **10**

GODLIKE DURABILITY **12**

INVISIBILITY **12**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Force Constructs.* When using FORCE PROJECTION to create assets, add D6 and step up effect die by +1.

SFX: *Multipower.* Use two or more FORCE PROJECTION powers in your dice pool, at -1 step for each additional power.

SFX: *Reactive Power.* Spend 1 PP to add a FORCE PROJECTION power to another character's dice pool before they roll a reaction. If that character takes physical stress, take D6 mental stress.

SFX: *Force of Will.* When using GODLIKE DURABILITY in your dice pool, redirect physical stress to mental stress at no cost. Redirect effect dice targeting your FORCE PROJECTION assets to yourself as mental stress. Spend 1 PP to step back either redirected stress by -1.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown FORCE PROJECTION. Recover FORCE PROJECTION when you recover that stress or wake up. If you take mental trauma, shutdown FORCE PROJECTION until you recover that trauma.

Specialties

COSMIC EXPERT **8**

COVERT EXPERT **8**

PSYCH MASTER **10**

SCIENCE EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

INDEPENDENT

1 XP when you stand up to another hero.

3 XP when you prove one of your decisions was best for your team.

10 XP when you stress out the last foe in an Action Scene, or another character acknowledges your assistance was essential in saving the day.

EMOTIONAL CENTER

1 XP when you first use your *Reactive Power* SFX in a Scene.

3 XP when you help another hero recover stress inflicted in a Scene in which you were present.

10 XP when you either accept membership on a team that includes a hero you have helped recover or turn down an offer of membership unless that hero is excluded.



History

The children of a successful Long Island physician, Susan Storm and her brother Johnny lost their parents to a car accident. Their mother died from her crash injuries, and their father spiraled into guilt-fueled self-destruction after failing to save his wife. Moving to California to live with her aunt, Sue met Reed Richards when he stayed as one of her aunt's boarders. She would meet him again years later and start a relationship with him. That relationship was strong enough that she was able to convince Richards to allow her and her brother on board on the fateful spaceflight that gave all of them super-human abilities.

As a member of the Fantastic Four, Sue initially proved a convenient hostage or stumbling block. Over time, as her powers and confidence grew, that changed dramatically. By the time Susan Storm became a happily married Susan Richards and mother to young son Franklin, she was a vital member of the team. After an emotionally grueling experience under Psycho-Man's control, a newly confident Sue, now aware that the extent of her powers was much greater than previously thought, changed her codename from "Invisible Girl" to "Invisible Woman."

Susan is the mother of two extraordinary children, Franklin and Valeria. She is unique among her peers for the additional distinction of juggling active motherhood alongside her responsibilities as a costumed hero.

Personality

The Invisible Woman is often referred to as the soul of the Fantastic Four. Her strong will and immutable emotional core anchors the team through practically any challenge. Over time she has grown from a shy young girl to a powerful and self-confident woman with established leadership abilities and the respect of the super hero community. She also acts as the conscience and voice of wisdom to her husband when his motives or actions are buried under blind logic and over-rationalization. Despite a long-held attraction to Namor the Sub-Mariner, Sue remains utterly loyal to her husband and her family.

Abilities & Resources

In the early years of the Fantastic Four, Susan's abilities seemed limited to bending light around her or others, making her or her targets invisible to the naked eye. As time passed, it became apparent that this was only one aspect of her power to generate a force-field malleable to her will. This field can protect her from attack, expand outward in domes or spheres to protect others, or simply be formed into a number of crude—but practically indestructible—geometric shapes for uses ranging from ramps and movable platforms to bludgeoning ranged attacks. Given her level of control, this force-field projection is highly versatile and potentially quite dangerous.

Even the team's enemies have more than once acknowledged that the Invisible Woman is probably the most powerful member of her team.

Sue has access to all of the Fantastic Four's facilities and equipment, as well as the significant goodwill and reputation bestowed on her and her teammates by New York City and the world.



IRON FIST

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

INDIFFERENT BILLIONAIRE
LIVING WEAPON OF K'UN-LUN
YOUNG DRAGON

 or 
+1 PP

Power Sets

HEART OF SHOU-LAO

ENHANCED REFLEXES 

ENHANCED SPEED 

ENHANCED STAMINA 

ENHANCED STRENGTH 

SFX: *Iron Fist.* Double or step up ENHANCED STRENGTH for one action. If that action fails, shutdown ENHANCED STRENGTH. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Chi Focus.* In a pool including a HEART OF SHOU-LAO die, replace two dice of equal steps with one die of +1 step.

SFX: *Chi Healing.* Add ENHANCED STAMINA to your dice pool when helping others to recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma by -1.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown HEART OF SHOU-LAO. Recover HEART OF SHOU-LAO when you recover that stress or wake up. If you take mental trauma, shutdown HEART OF SHOU-LAO until you recover that trauma.

Specialties

ACROBATIC MASTER 

BUSINESS EXPERT 

COMBAT MASTER 

COVERT EXPERT 

MYSTIC EXPERT 

PSYCH EXPERT 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

IMMORTAL WEAPON

1 XP when you use your COMBAT or MYSTIC Specialties to aid another hero.

3 XP when you first defeat an opponent in a BUDDY situation using your *Iron Fist* SFX.

10 XP when you either nominate another hero as your replacement and give up your title or defeat another hero to prove your status as the true Iron Fist.

HOSTILE TAKEOVER

1 XP when you use your BUSINESS EXPERT in a conflict.

3 XP when you exploit another character's business holdings or resources.

10 XP when you choose to either seize another character's business assets or surrender your own to them.

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STRESS / TRAUMA

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XP



History

Years ago, Daniel Rand's father found the legendary city of K'un-Lun. Saving the life of the city's ruler, Wendell Rand stayed in K'un-Lun for a time before desiring to return to the United States. Years later, Wendell took his son Daniel, his wife Heather, and his friend and business partner, Harold Meachum, on a journey back to K'un-Lun. When Meachum betrayed them, Daniel's parents died and he survived only due to the timely intervention of agents of K'un-Lun. Seeing the boy's need for focus and desire for vengeance, the city's ruler Yü-Ti directed the famed martial arts master Lei Kung the Thunderer to train the boy.

Danny Rand trained in K'un Lun, eventually defeating the dragon Shou-Lao and gaining the power of the Iron Fist, the city's protector and champion. Returning to the United States, Iron Fist avenged his father and took over the family business, Rand International. He also met hero-for-hire Luke Cage, AKA Power Man. The two became unlikely friends and partners, working together as freelance super heroes for years. Eventually the two dissolved their business partnership but not their friendship. Danny then wandered the world, seeking enlightenment and resolving various issues with his troubled past.

Recently, Iron Fist has returned to the United States once more. When the identity of Daredevil, Danny's long-time friend and fellow hero, leaked to the public, Iron Fist stepped into the vigilante's identity for a time to help out.

Personality

Iron Fist is disciplined, motivated, and idealistic. He seeks an enlightened existence through meditation, spiritual exploration, and the study of martial arts. Not that he doesn't like to have fun—he has a romantic streak, and though somewhat stiff and naïve in his early days, years spent hanging with Luke Cage have given Danny street smarts and a sharp sense of humor.

Abilities & Resources

Trained to be the current Immortal Weapon for the fabled city of K'un-Lun, Iron Fist is one of the world's greatest martial artists. He has mastery over his body's internal energies, or chi. Danny can channel this energy to heal, augment his physical and mental abilities, and transform each hand "like unto a thing of iron," making them capable of delivering devastating blows. His abilities also extend his life and grant him exceptional resistance to disease and toxins, though these can still affect him and weaken his chi. Danny is also a shrewd businessman, accomplished acrobat, and trained investigator.

As the current Immortal Weapon of K'un-Lun, Iron Fist can draw upon the resources and secret knowledge of that fabled hidden city. Danny also runs his family's multinational corporation, Rand International, though its fortunes rise and fall. Iron Fist is a long-time partner and best friend of Luke Cage and has many connections in the super hero community. Chief among these allies are Daredevil and the Daughters of the Dragon, Colleen Wing and Misty Knight. Misty and Danny have a long romantic history, though the two are currently not together.



IRON MAN

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

BILLIONAIRE PLAYBOY
CUTTING EDGE TECH
HARDHEADED FUTURIST

4
+1 PP

or
8

Power Sets

POWERED ARMOR

CYBERNETIC SENSES 6

ENHANCED REFLEXES 8

SUPERHUMAN DURABILITY 10

SUPERHUMAN STRENGTH 10

SFX: *Boost.* Shutdown highest-rated WEAPONS PLATFORM or POWERED ARMOR power to step up another POWERED ARMOR power by +1. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Power Surge.* Shutdown highest-rated power to gain 1 PP. Take an action vs. the doom pool to recover.

WEAPONS PLATFORM

MISSILES 6

REPULSORS 8

SUPERSONIC FLIGHT 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *EMP.* Target multiple tech-based opponents. Add a D6 or step up the lowest die in the doom pool by +1 for each target and add them to a dice pool including REPULSORS. Return added dice to doom pool and shutdown WEAPONS PLATFORM. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Unibeam.* Step up or double REPULSORS on your next roll, or spend 1 PP to do both, then shutdown REPULSORS. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Charged System.* Shutdown highest-rated power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

BUSINESS MASTER 10

SCIENCE EXPERT 8

TECH MASTER 10

VEHICLE EXPERT 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

DEMON IN THE BOTTLE

1 XP when you are in a situation where you are expected to consume alcohol.

3 XP when you lie to a teammate about your drinking or when you give a teammate good reason to believe you've been drinking again.

10 XP when you drink yourself into a stupor or check yourself into rehab.

BLEEDING EDGE TECH

1 XP when you first shutdown a power.

3 XP when you've shutdown all the powers in the POWERED ARMOR power set, or you recover your WEAPONS PLATFORM power set after using your EMP SFX.

10 XP when you choose to abandon your armor or defeat a villain with all powers shutdown.

PP
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STRESS / TRAUMA

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XP
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History

Much like his father before him, Tony Stark was born into privilege and wealth that shaped him into both a jaded, cynical playboy and a successful industrialist. His worldview changed when he was grievously wounded and taken captive while touring a war-torn area where Stark Industry weapons were being tested. From parts his captors wanted made into weapons, Tony cobbled together the first Iron Man suit and used it to escape. His eyes now opened by his first-hand knowledge of the bloody and violent legacy behind his family's wealth, as well as by witnessing the death of the man who helped him build the suit, Stark had a change of soul. He turned the same focus he had previously used to build his family's business toward helping humanity directly with the same technology.

As Iron Man, Stark was a founding member of the Avengers. He has helped support the team either personally or financially during its many incarnations. Though his personal problems have occasionally forced him from the team, as well as cost him multiple businesses and multiple fortunes, he has always rebuilt and eventually returned to his allies in the good fight.

Personality

Tony Stark is a dichotomy. On the one hand, he is a caring humanitarian, a brave and philanthropic soul who works tirelessly for a better world; on the other, he is a womanizer and recovering alcoholic who tries to bury his insecurities and fears in an endless parade of meaningless relationships or at the bottom of a bottle. Stark's towering intellect carries with it a degree of arrogance, and Stark sometimes has trouble grasping why people don't simply see the world as he does. This makes him self-assured in his conclusions, but also hard-headed and more than a bit self-righteous.

Abilities & Resources

A brilliant futurist and engineer, Tony Stark has few intellectual peers, even in a world with minds like Reed Richards and Henry Pym.

As Iron Man he wears a sophisticated suit of powered armor that he constantly upgrades and redesigns to keep at the cutting edge. The full capabilities change over time, but the suit always boasts a combination of force-field reinforced armor, sophisticated sensor suites, flight systems, strength-augmentation, and an array of energy-based weapons such as repulsor blasts fired from its palms and a broad EM-spectrum unibeam unleashed from the suit's chestplate. Custom modifications to specific models include space-worthy suits, stealth suits with advanced EM cloaking abilities, and a large model focused on strength and durability designed to go toe-to-toe with the Hulk.

The Stark fortune is legendary, and Tony's periods of insolvency brief. Whatever their current form, his businesses always give him access to brilliant minds other than his own and usually substantial manufacturing capabilities on a global scale. He also has a loyal circle of friends who have braved terrible challenges for him—

James Rhodes, his former pilot and sometimes bodyguard who wears the War Machine armor; Virginia "Pepper" Potts, his former assistant and lasting close friend; and Harold "Happy" Hogan, his former chauffeur, sometimes bodyguard, and constant confidante.



LUKE CAGE

Affiliations

SOLO 

BUDDY 

TEAM 

PP


Distinctions

COME GET SOME!
HERO FOR HIRE
STREET SMART

 or 
+1 PP

STRESS / TRAUMA

Power Sets

UNBREAKABLE

SUPERHUMAN DURABILITY 

SUPERHUMAN STRENGTH 

SUPERHUMAN STAMINA 

SFX: *Area Attack*. Target multiple opponents. For every additional target, add D6 and keep +1 effect die.

SFX: *Second Wind*. Before you make an action including an UNBREAKABLE power, you may move your physical stress die to the doom pool and step up the UNBREAKABLE power by +1 for this action.

SFX: *Versatile*. Replace any UNBREAKABLE power with 2D8 or 3D6 on your next roll.

Limit: *Difficult Recovery*. Add SUPERHUMAN DURABILITY die to the opposing roll when others try to recover your physical stress.

P






Specialties

BUSINESS EXPERT 

COMBAT EXPERT 

COVERT EXPERT 

CRIME EXPERT 

MENACE MASTER 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

M






Milestones

ON THE JOB

1 XP when you start a Scene working for another hero as an employee.

3XP when you engage with a foe and your employer becomes stressed out.

10 XP when you either quit working for your employer to join a team as an equal or decline to work with a team in favor of staying in the pay of your employer.

SETTLE THE SCORE

1 XP when you declare a villain as an old foe.

3 XP when you inflict trauma on your chosen foe.

10 XP when you forgive your chosen foe, or they beg for your forgiveness and you let them go.

E






XP


History

Framed and imprisoned for a crime he didn't commit, ex-gang member Carl Lucas hoped for a chance at escape or parole. When Lucas volunteered for an experiment in cell regeneration and disease control, a vengeful racist prison guard sabotaged the experiment. Instead of death or injury, the experiment transformed Lucas, giving him superhuman strength and resistance to injury. Using his newfound powers to escape, he changed his name to Luke Cage and became the "hero for hire" known as Power Man. Later, he found a lifelong friend and long-term business partner in fellow hero Iron Fist.

Eventually, Luke cleared his name but chose to put his old life as Carl Lucas behind him and remain Luke Cage. For years, he and Iron Fist worked as partners, often doing heroic jobs for mundane pay. Luke also joined super hero groups such as the Defenders and the Fantastic Four, though usually preferring to assist such teams as needed instead of staying a long-term member.

Over the years, Luke has become a respected member of the super hero community. He's expecting a child with his girlfriend, former super hero Jessica Jones. He now stands shoulder to shoulder with the Earth's mightiest heroes without missing a beat. He rarely goes by Power Man anymore, preferring to face foes as the man he was forced to become and chose to remain, Luke Cage. He's been working as a bodyguard for Matt Murdock since the story broke about the lawyer being the hero Daredevil.

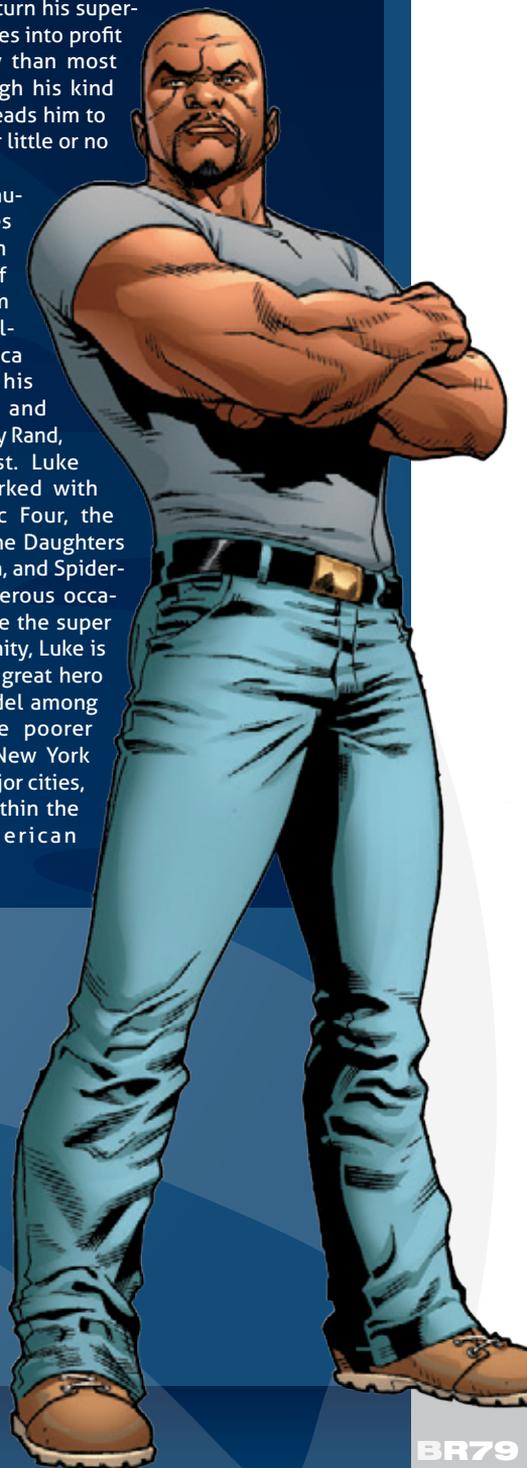
Personality

Luke is an honest, often blunt, strong-willed man. He has the instincts of a street hustler and the heart of a hero. He is extremely devoted to his friends and family, but also cares for his community. He loves "sticking it to The Man" and will go out of his way to fight, embarrass, or confront those who think their power and privilege lets them cheat or abuse others. After all, this is the guy who once flew all the way to Latveria to confront Dr. Doom about an unpaid bill.

Abilities & Resources

Luke Cage is superhumanly strong, and his body tissues have the density and strength of steel, making him highly resistant to injury. He also recovers from injury more quickly and completely than a normal human. Cage is a trained combatant, using a mix of street brawling and martial arts training learned from his friend Iron Fist and others. Cage is also an experienced businessman, able to turn his superhuman abilities into profit more readily than most heroes, though his kind heart often leads him to take cases for little or no money.

Luke has numerous allies he can call on for aid. Chief among them are his girlfriend, Jessica Jones, and his best friend and partner, Danny Rand, AKA Iron Fist. Luke has also worked with the Fantastic Four, the Defenders, the Daughters of the Dragon, and Spider-Man on numerous occasions. Outside the super hero community, Luke is considered a great hero and role model among many of the poorer sections of New York and other major cities, as well as within the African-American community.



MISTER FANTASTIC

Affiliations

Solo **6**

Buddy **8**

Team **10**

Distinctions

ABSENT-MINDED PROFESSOR
BOUNDLESS CURIOSITY
FAMILY MAN

4
+1 PP

or

8

Power Sets

HYPERELASTICITY

ENHANCED REFLEXES **8**

ENHANCED SPEED **8**

STRETCHING **10**

SUPERHUMAN DURABILITY **10**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.

SFX: *Grapple.* Add d6 and step up effect die +1 when inflicting a complication on a target.

SFX: *Rebound.* Step up or double STRETCHING die against a single target. Remove highest-rolling die and add an additional die to your total.

SFX: *Versatile.* Replace STRETCHING die with 2D8 or 3D6 on your next roll.

Limit: *Exhausted.* Shutdown any HYPERELASTICITY power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

COSMIC MASTER **10**

MEDICAL EXPERT **8**

SCIENCE MASTER **10**

TECH MASTER **10**

VEHICLES EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

FOR SCIENCE!

1 XP when you reveal a new stunt associated with your MEDICAL, SCIENCE, or TECH Specialties.

3 XP when you successfully eliminate a threat by targeting it with your MEDICAL, SCIENCE, or TECH Specialties.

10 XP when you either ignore a critical situation in order to finish a project or abandon a critical project in order to help a family member or teammate.

GUILT-RIDDEN

1 XP the first time an ally takes stress from a Watcher character in a Scene that you are in.

3 XP when your recovery of your emotional stress involves your admission of your own guilt.

10 XP when you either quit a team in order to save them or your team is defeated by a foe you have brought to them.

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STRESS / TRAUMA

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History

Brilliance runs in the Richards family. Before he mysteriously disappeared, Nathaniel Richards amassed a fortune through his scientific expertise and patents. He left that fortune to his son Reed, a genius who showed himself his father's worthy successor at a young age. After accumulating numerous degrees and academic distinctions, Reed ultimately turned the family fortune toward his dream of advancing humanity's spaceflight capabilities. When the government threatened to shut down the program, Reed took reckless action. Alongside his college friend and pilot, Ben Grimm, and with the Storm siblings, Sue and Johnny, rounding out a minimal crew, Richards launched a prototype spacecraft employing an experimental drive and shielding. Fate intervened and the ship's crew experienced high levels of unidentified exotic cosmic rays. Crash landing back on Earth, Reed discovered that their exposure to those energies had changed all four of them. They were now superhuman, and his best friend was trapped within a monstrous form.

Rather than risk them being considered as freaks and outcasts from humanity, Richards instead worked to brand them as heroes in the public eye. Their open identities, philanthropic works, and, above all, their exciting adventures and explorations as the "Fantastic Four" cemented that image firmly in the world's awareness.

Over the years, Reed has taken the fruits of his genius and turned them into a business enterprise with deep enough pockets to fund the Fantastic Four's most exotic explorations and adventures. He divides his time between going on these adventures, representing his team and family to the world as the most commonly seen "face" of the Fantastic Four, and performing the research and invention that ultimately finances the team. Reed has one other set of responsibilities—he and Susan Storm eventually married and had children, so Reed is unusual among his peers as he must also juggle marriage and fatherhood alongside his other roles.

Personality

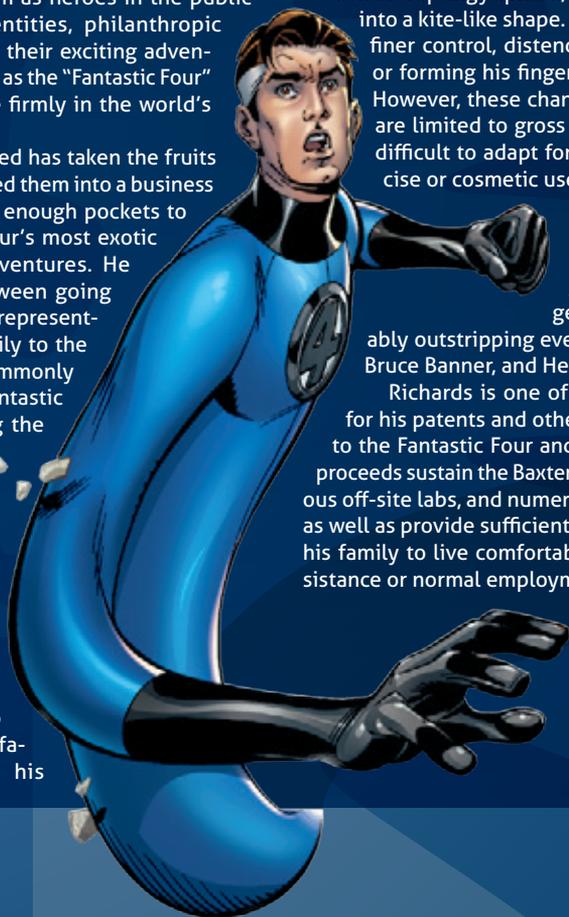
Reed Richards is driven by a limitless scientific curiosity—he is always learning, always inventing, always exploring new avenues of research. Richards is unaccustomed to failure, so the results of Reed's spaceflight experiments, which stripped his loved ones of a normal life and condemned his best friend to carry a monster's face, haunt Richards constantly. That guilt makes him overly protective of his family and pushes him harder into tireless scientific exploration, to expand his knowledge of *everything*—just so he never makes such a mistake again. Reed wants to be a loving husband, a doting father, and a faithful friend, but his obsessive scientific pursuits sometimes cause him to neglect the very family and friends he is trying to protect.

Abilities & Resources

Mr. Fantastic possesses an elastic form down to the cellular level. He can reshape his body mass into numerous shapes and stretch his extremities over a thousand feet. He can contort his body into a lengthy coil or a springy sphere, or even flatten himself into a kite-like shape. He can also exert some finer control, distending his facial features or forming his fingers into makeshift tools. However, these changes to shape and form are limited to gross morphology, making it difficult to adapt for disguise or other precise or cosmetic uses.

Even without his powers, Reed Richards is arguably the single greatest scientific genius on Earth, noticeably outstripping even his peers Tony Stark, Bruce Banner, and Henry Pym.

Richards is one of the four shareholders for his patents and other revenue sources tied to the Fantastic Four and their discoveries. The proceeds sustain the Baxter Building facilities, various off-site labs, and numerous advanced vehicles, as well as provide sufficient funds for Richards and his family to live comfortably without outside assistance or normal employment.



MS. MARVEL

Affiliations

SOLO **8**

BUDDY **6**

TEAM **10**

PP
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Distinctions

HOMELAND SECURITY HERO
STRUGGLING IDENTITY
TAKE-CHARGE ATTITUDE

4 or **8**
+1 PP

STRESS / TRAUMA

Power Sets

KREE GENETICS

ENERGY BLAST **8**

SUPERHUMAN DURABILITY **10**

SUBSONIC FLIGHT **8**

SUPERHUMAN STAMINA **10**

SUPERHUMAN STRENGTH **10**

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a KREE GENETICS stunt or step up a KREE GENETICS power by +1 for your next action. Spend 1 PP to use this stunt if opponent's action succeeded.

SFX: *Multipower.* Use two or more KREE GENETICS powers in your dice pool, at -1 step for each additional power.

SFX: *Second Wind.* Before you make an action including a KREE GENETICS power, you may move your physical stress die to the doom pool and step up the KREE GENETICS power by +1 for this action.

Limit: *Overload.* Shutdown a KREE GENETICS power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

COMBAT EXPERT **8**

COSMIC EXPERT **8**

COVERT EXPERT **8**

PSYCH EXPERT **8**

VEHICLES EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

BINARY ACTIVATION

1 XP when you first use your *Energy Absorption* SFX in a Scene.

3 XP when you use your *Energy Absorption* SFX to aid another hero followed by activating your Limit.

10 XP when you choose to either defeat an opponent using a D12 asset created by *Energy Absorption* SFX and *Multipower* SFX, or defeat an opponent with all KREE GENETICS powers shutdown.

IDENTITY CRISIS

1 XP when you first take mental or emotional stress.

3 XP when you either ask to join a new team or turn down an offer to join one.

10 XP when you either abandon your heroic identity to return to civilian life or when you leave your current occupation to be a full-time hero.

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History

Born the daughter of a father that wouldn't accept women as the equal of men, Carol Danvers worked hard to change his attitude. She dreamed of becoming an astronaut one day, traveling from world to world. Finally fed up with her father's blindness regarding her abilities, she left home after high school and joined the Air Force, ready to prove herself to the world. She became an accomplished pilot and eventually joined military intelligence, where she also excelled as a spy, working on missions alongside people like Ben Grimm and Logan.

She left the USAF to take a job as security head for NASA. There she became involved in one of the many covert fronts for the Kree-Skrull War, allying herself with the Kree hero Mar-Vell. Exposed to a Kree device designed to alter reality, Carol found her body modified into a half-Kree superhuman form and took the name "Ms. Marvel." Continuing encounters with superhumans and aliens made her job untenable. Finally forced to leave NASA, she wrote a tell-all book that propelled her into the world of journalism. As Ms. Marvel, she worked alongside a number of heroes and teams, eventually joining the Avengers after helping them fight Ultron. Later, circumstances pushed her to distance herself from the Avengers, and the mutant Rogue stole Carol's powers and memories, leaving Ms. Marvel for dead. Working with the X-Men to regain what she had lost, she fell victim to the alien Brood, who mutated her into a cosmic-level energy channeler. After a stint as "Binary," wandering the cosmos alongside the Starjammers, she returned to Earth, exhausting her cosmic powers to save Earth's sun.

Without her Binary powers, Carol was back to being *merely* superhuman, and she operated for a time under the name "Warbird." She returned to the Avengers for a while, fighting her way through a bout with alcoholism brought on by her many emotional traumas. She left the team to take a position in Homeland Security, but again returned to fight the Scarlet Witch, whose assault resulted in the team disbanding.

Personality

Ms. Marvel has spent a good portion of her life fighting through a series of insecurities. She tends to overcompensate, and while she doesn't grandstand unnecessarily, she may take unwise risks or impulsive actions to prove herself to those around her. The victim of multiple emotional and psychic violations, she also tends to lead with her fists, projecting a buffer of violence between her and anything she perceives as a threat. When in doubt in a situation, she will generally default to her military training and the mindset it conditioned.

Abilities & Resources

Danvers has gone through more than one set of superhuman abilities during her career. Currently, she possesses a respectable degree of superhuman strength and durability. She can also fly, emit powerful energy discharges, and both absorb and channel ambient electromagnetic energy to amplify her other abilities.

Aside from her powers, Ms. Marvel is a highly trained combatant and an accomplished military officer, spy, and pilot. Also, Carol has friends, associates, and contacts everywhere—she has worked with the Avengers, the Defenders, the X-Men, S.H.I.E.L.D., alongside a number of individual heroes, and at varying times has been a member of the military, the intelligence community, and Homeland Security.



SENTRY

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

FORGOTTEN HISTORY
GOLDEN GUARDIAN OF GOOD
PHOBIC

4
+1 PP

or 8

Power Sets

POWER OF A MILLION EXPLODING SUNS

LIGHT MASTERY 10

SUPERHUMAN DURABILITY 10

SUPERHUMAN SENSES 10

SUPERHUMAN SPEED 10

SUPERHUMAN STRENGTH 10

SUPERSONIC FLIGHT 10

SFX: *Multipower.* Use two or more POWER OF A MILLION EXPLODING SUNS powers in your dice pool, at -1 step for each additional power.

SFX: *Unleashed.* Step up or double any POWER OF A MILLION EXPLODING SUNS power for one action. If that action fails, add a die to the doom pool equal to the power die you unleashed.

Limit: *Growing Dread.* Count 1s and 2s on dice as opportunities when using a POWER OF A MILLION EXPLODING SUNS power.

Limit: *Evil Rises.* When the doom pool includes at least 2D12 or when Sentry takes emotional or mental trauma, activate THE VOID.

THE VOID

The Void is Bob's monstrous alter ego. It uses the doom pool for all actions and opposes the heroes and other characters, preying on their darkest fears and shapeshifting rapidly into dark and terrible forms. While manifested, the Void's dice may be targeted like a mob's dice; the Void does not take stress, but successful actions against it may reduce the doom pool. The Void may use any of Bob's SFX but does not use any of his Affiliation, Distinction, or Specialty traits. The Void continues to grow in power if the doom pool also grows. If the doom pool is reduced to two dice, the Void dissipates, but is not truly destroyed.

Specialties

COMBAT EXPERT 8

COSMIC EXPERT 8

PSYCH EXPERT 8

TECH EXPERT 8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

HOW THE MIGHTY HAVE FALLEN

1 XP when you first use your powers again.

3 XP when you refrain from using your powers when another hero asks for your help.

10 XP when you either leave the battlefield to avoid activating the Void or accept an offer to join a team after activating the Void.

WHEN YOU GAZE INTO THE VOID...

1 XP when you first fail an action using your *Unleashed* SFX.

3 XP when your *Growing Dread* Limit first adds a D10 or larger to the doom pool.

10 XP when you either first activate the Void and aid in defeating it or you activate the Void and sacrifice yourself to prevent it from harming others.

PP
□

STRESS / TRAUMA

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XP

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History

Robert Reynolds is the greatest hero nobody knows. Transformed into the super-powered Sentry by an experimental serum, Reynolds worked with the greatest heroes of Earth as friends and equals for years. He was Mr. Fantastic's best friend, calmed the Hulk's rampages, and helped make Peter Parker a famous photographer. All of these wonderful things he did while constantly on guard against his arch-enemy, a terrifyingly powerful being known as the Void.

Then it all went wrong. The Sentry discovered the Void was actually the dark part of his own psyche, and as the hero grew in power and popularity, his enemy grew along with him. Eventually the Void threatened to destroy the whole world and the Sentry's powers could only make him stronger. So to save the world, he forced everyone to forget him and all of his deeds. Robert Reynolds went from the beloved hero of an age to an overweight, depowered, troubled, everyday guy who could not remember his own glorious achievements. Deprived of power due to the Sentry's sacrifice, the Void stood defeated.

Years later, Reynolds began to remember. He became a hero again. However, as fellow heroes and the public remembered him, the Void began to return. Rediscovering his own connection to his arch-nemesis, the Sentry and the heroes of Earth were able to defeat the Void once more. This time, Reynolds stayed the Sentry, though he remained unknown to the world at large. Recently, the Sentry has come to believe he has murdered his wife and asked S.H.I.E.L.D. to imprison him on the Raft. Today he sits in his cell, wallowing in guilt and afraid to use even a sliver of his powers.

Personality

The Sentry is a self-sacrificing, stalwart hero trapped by his own fears, anxieties, and the crippling realization that his powers fuel a monster inside him. He is trapped between a desire to do good and the fear of unleashing the Void on the world. As a result he is often nearly catatonic and suffers from periodic but crippling agoraphobia. He is very careful about using his powers, often staying out of fights or exercising only a fraction of his might.

Abilities & Resources

The Sentry's potential power is almost unlimited, being described as "equal to that of a million exploding suns." He is superhumanly strong and fast, and nearly invulnerable. He can fly, raise the dead, read minds, rearrange matter, and project powerful energy blasts. He can elevate these powers to nearly unimaginable levels at will, though doing so runs the risk of empowering the Void and creating a menace even the Sentry cannot stop. Without his powers, the Sentry is nothing special. In fact, he's kind of a mess.

The Sentry used to be known by and friends with nearly every hero in the Marvel Universe.

He was the best friend of Mr. Fantastic, a trusted companion of the Hulk, and a beloved ally of many others.

Since making everyone forget about him, Sentry is fairly alone. He has few allies and no friends to speak of.



SHADOWCAT

Affiliations

Solo **6**

Buddy **10**

Team **8**

Distinctions

GIRL NEXT DOOR
SPIRITED
WHIZKID

4
+1 PP

or

8

Power Sets

PHASING

AIRWALKING **6**

INTANGIBILITY **10**

SFX: *Disruption.* When including INTANGIBILITY as part of an attack action against tech-related targets, add D6 and step up effect die +1.

SFX: *Reactive Power.* Spend 1 PP to add a PHASING power to another character's dice pool before rolling. If that character takes physical stress, take D6 mental stress.

SFX: *Versatile.* Replace INTANGIBILITY die with 2D8 or 3D6 on your next roll.

Limit: *Phantom.* Earn 1 PP and change INTANGIBILITY into a complication when you take physical trauma. Recover that trauma to recover power.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

LOCKHEED THE DRAGON

FIRE BLAST **8**

FLIGHT **6**

SFX: *Hot Hot Hot!* Step up or double FIRE BLAST for one action, then step back to 2D6. Recover power by activating an opportunity or during a Transition Scene.

SFX: *To the Rescue.* If Kitty is stressed out, spend 1 PP to have Lockheed remove her from the Scene.

Limit: *Unexplainable Absence.* Earn 1 PP if you have LOCKHEED THE DRAGON shutdown for the remainder of the Scene.

Specialties

ACROBATICS EXPERT **8**

COMBAT EXPERT **8**

COSMIC EXPERT **8**

COVERT EXPERT **8**

SCIENCE EXPERT **8**

TECH EXPERT **8**

VEHICLES EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

IN OVER YOUR HEAD

1 XP when you first use your *Reactive Power* SFX.

3 XP when you first add one of your own stress dice to one of your own action rolls.

10 XP when you stress out a villain on an action roll not using your INTANGIBILITY power die.

HEAD OVER HEART

1 XP when you profess your interest in a chosen hero.

3 XP when you talk your chosen hero out of a dangerous course of action.

10 XP when you either break off your relationship because your chosen hero risked their life (or others) for yours, or you convince your partner to break it off with you.

PP
□

STRESS / TRAUMA

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XP
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History

A genius and computer prodigy whose mutant abilities manifested when she was thirteen years old, Katherine "Kitty" Pryde joined the X-Men despite interference from Emma Frost and the Hellfire Club. The youngest member admitted to the team, she has grown up in a world of costumed heroes, fantastic battles, and travels to alien locales. During those trying years she has matured greatly, adapting to the many extreme and exotic experiences with great aplomb.

She helped S.H.I.E.L.D. and worked with the New Mutants while proving to Professor Xavier she should retain her place in the X-Men proper. During a period of time when she thought the X-Men were dead, Kitty joined another group of heroes, Excalibur.

At Emma Frost's request, Kitty returned to the Xavier school as a teacher and potential safeguard against Frost returning to her villainous old ways. Early in her new tenure, she discovered her on-again, off-again boyfriend Colossus alive again, after believing him to be dead for the previous two years. They are exploring a return to their previous relationship.

Personality

Kitty is strong-willed to the point of occasionally being headstrong. Her natural self-confidence has grown through surviving multiple near-death experiences, enduring possession by ninja ghosts, resisting attempted demonic corruption from an inherited soulsword, and facing the loss of friends and loved ones. She is precocious, witty, and charming, though her exuberant and snarky sense of humor can grate occasionally on her teammates. Kitty is also extremely loyal to those people she considers her friends, regardless of circumstances or practical demands.

Abilities & Resources

Shadowcat can render her body intangible, phasing out of synch with physical matter around her. This lets her walk through walls and even slowly walk on air itself. She can extend this effect to those she touches, rendering them intangible while she remains in contact with them. When passing through objects with active electrical fields, her phasing interferes destructively, shorting out electrical devices with often pyrotechnic side-effects. While phased, she is immune to most violence directed at her, with the exception of some disruptive energy emissions. On occasions where her abilities have been pushed beyond her normal limits, or when her normal control has been interfered with (by magic or other phasing powers), she has remained trapped in an intangible state for a period of time.

Even without her powers, Kitty is an impressive individual. A genius-level intellect, she has exceptional aptitude in computer science, mechanics, and electronics. Her combat training is extensive, including a considerable background in Japanese martial arts, thanks to previous possession by the ghost of the ninja master Ogun. She speaks several languages, has professional-level dance training, and shares an empathic connection with her "pet," the miniature alien dragon Lockheed.



SPIDER-MAN

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

FRIENDLY NEIGHBORHOOD HERO?
WISECRACKER

WITH GREAT POWER COMES GREAT RESPONSIBILITY

 +1 PP

or



Power Sets

SPIDER-POWERS

ENHANCED SENSES 

ENHANCED STAMINA 

SUPERHUMAN REFLEXES 

SUPERHUMAN STRENGTH 

WALL-CRAWLING 

SFX: *Spider-Sense.* Spend 1 PP to add ENHANCED SENSES (or step up by +1 if already in your pool) and reroll all dice on a reaction.

SFX: *Second Wind.* Before you make an action including a SPIDER-POWERS power, you may move your physical stress die to the doom pool and step up the SPIDER-POWERS power by +1 for this action.

SFX: *Spider-Tracer.* Spend 1 PP or use an effect die to create a TRACED complication for a target. You may track that target anywhere until the complication is removed or ENHANCED SENSES is shutdown.

Limit: *Exhausted.* Shutdown any SPIDER-POWERS power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

WEB-SLINGING

ENHANCED DURABILITY 

SWINGLINE 

WEAPON 

SFX: *Grapple.* Add d6 and step up effect die by +1 when inflicting a web-related complication on a target.

SFX: *Web Constructs.* When creating web-related assets, add d6 and step up effect die by +1.

Limit: *Exhausted.* Shutdown WEB-SLINGING to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

ACROBATIC MASTER 

COMBAT EXPERT 

COVERT EXPERT 

PSYCH EXPERT 

SCIENCE EXPERT 

TECH EXPERT 

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

TEAM PLAYER

1 XP when you give support to another hero not already on your team.

3 XP when you confront a team member about your place on the team.

10 XP when you either walk away from your team or join it at a cost to your family.

DEADLY FOES OF SPIDER-MAN

1 XP when you declare a villain as an old foe.

3 XP when you take trauma from your chosen foe.

10 XP when you forgive your chosen foe, or they beg for your forgiveness and you let them go.

PP


STRESS / TRAUMA

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XP



History

Raised by his Uncle Ben and Aunt May, science prodigy Peter Parker grew up shy and bookish. He had trouble making friends and was something of a social outsider in his school. When he was fifteen years old, Peter went on a school field trip, during which an irradiated spider bit him. The radioactive venom somehow caused a series of mutations that gave the boy superhuman abilities.

Attempting to earn money to help his financially struggling family, Parker donned a costume and tried his hand as a small-time television celebrity. Thinking himself too important because of his newfound fame, Peter ignored the chance to stop a thief escaping the studio one day, only to return home later to find that a burglar had murdered Uncle Ben. Hunting the burglar down, Parker discovered the killer was the man he had chosen to ignore earlier. Consumed by guilt, and having his future celebrity career curtailed by a set of critical editorials published by J. Jonah Jameson's *Daily Bugle*, Peter began a checkered career as the costumed vigilante Spider-Man. He eventually put Jameson's animosity to good use by making a living as a news photographer selling to the *Bugle* and specializing in photos of his alter ego.

Peter eventually graduated college and developed a strong relationship with girlfriend Mary Jane Watson, a romance that evolved into a happy, if problematic, marriage. Leaving his work with Jameson behind him, Parker used his science credentials to become a teacher, while continuing to fight the good fight as Spider-Man, no matter the personal cost.

Personality

Peter Parker is a courageous and good-hearted man driven by crushing guilt and an unshakeable moral core. The death of Uncle Ben taught him that with great power comes great responsibility. He is the everyman—mortal, fallible, and often subject to the cruel whims of fortune—who nevertheless gives his all to fight and bleed for his conscience. Spider-Man hides his fears and uncertainty in battle under an incessant torrent of wisecracks and taunts.

Abilities & Resources

Spider-Man possesses superhuman strength, agility, and reflexes, as well as a sixth sense attuned to danger. An attraction field based around his palms and the soles of his feet enables him to cling to most surfaces and even climb them.

Despite having extraordinary powers, Peter frequently has to rely on his exceptional scientific acumen. Among other applications, Parker has used his innate genius to fashion a pair of "web-shooters" that spray a short-duration chemical adhesive of his own devising. He has learned to use this so-called "webbing" to form swing lines or nets, and even to spin together solid structures, such as small barriers or parachutes.

Spider-Man notably lacks the wealth of material resources many other heroes have, though he does have the respect of a number of those he's worked alongside. Parker has a small circle of contacts through the *Daily Bugle* (such as reporter Phil Urich), as well as the emotional support of his wife Mary Jane and his Aunt May. Other than his powers and intellect, though, Parker normally has little else to rely on besides pure gumption and blind luck.



SPIDER-WOMAN

Affiliations

SOLO **8**

BUDDY **6**

TEAM **10**

Distinctions

ALLURING
PRIVATE INVESTIGATOR
S.H.I.E.L.D. SUPER-AGENT

4
+1 PP

or

8

Power Sets

BIO-ELECTRIC METABOLISM

FLIGHT **6** SUPERHUMAN STAMINA **10**

VENOM BLAST **8**

SFX: *Immunity*. Spend 1 PP to ignore stress, trauma, or complications from toxins, radiation, or disease.

SFX: *Pheromones*. Add D6 and step up effect die by +1 when using any powers to inflict mental stress.

Limit: *Uncontrollable*. Change any BIO-ELECTRIC METABOLISM power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

SPIDER-POWERS

ENHANCED SENSES **8** SUPERHUMAN REFLEXES **10**

SUPERHUMAN STRENGTH **10** WALL-CRAWLING **6**

SFX: *Second Chance*. Spend 1 PP to reroll when using any SPIDER-POWERS power.

Limit: *Exhausted*. Shutdown any SPIDER-POWERS power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

ACROBATIC EXPERT **8** COMBAT EXPERT **8**

COVERT MASTER **10** MENACE EXPERT **8**

MYSTIC EXPERT **8** PSYCH EXPERT **8**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

BETRAYAL OF TRUST

1 XP when you convince another hero to buddy up with you.

3 XP when you abandon that buddy in the middle of a fight.

10 XP when you either choose to betray your buddy to keep S.H.I.E.L.D. status or give up your S.H.I.E.L.D. status in order to rescue your buddy.

BLAST FROM THE PAST

1 XP when you declare a hero or villain to be an old foe or flame.

3 XP when you either deal emotional stress to your old flame or deal physical stress to your old foe.

10 XP when you either give up something important to be with your old flame or forgive your old foe.

PP
□

STRESS / TRAUMA

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History

To save his daughter's life from uranium poisoning, Jonathan Drew transformed her. He conducted experiments that super-charged young Jessica Drew's metabolism, giving her a variety of superhuman powers. Jessica grew up on Wundagore Mountain among the High Evolutionary's New Men, until Hydra recruited and brainwashed her to be a living weapon and assassin codenamed Arachne. Hydra sent her to attack S.H.I.E.L.D. and its director, Nick Fury. Fury managed to break Jessica's conditioning and turn the confused young woman against her villainous masters. Seeking redemption and her own destiny, Jessica became the sensational Spider-Woman.

As Spider-Woman, Jessica has had many strange adventures, highs, and lows. She has encountered monsters, murderous madmen, and magicians. She has worked with everyone from Captain America to the Thing. A run-in with the sorceress Morgan Le Fay resulted in Jessica's apparent death, but her spirit and body were later reunited. After her resurrection, her powers became erratic and unreliable, and she gave up her costumed identity, instead working with her friend Lindsay McCabe as a private investigator. During this time, various others took up the mantle of Spider-Woman, but Jessica eventually regained her abilities and took up her heroic identity once again.

Since then, Spider-Woman has struggled to find a place, both in her normal life and in the superhuman community. She recently rejoined S.H.I.E.L.D. She also rejoined Hydra, who actually restored her powers, and is now working as a personal double agent for S.H.I.E.L.D.'s spy-master, Nick Fury.

Personality

Spider-Woman is a mix of strength and confusion. Her willpower, intellect, and compassion make her a good teammate and companion. However, complications with her powers and her unusual history make it hard for her to get close to others and form meaningful attachments. She is particularly guarded when first meeting people, concerned that any strong feelings are the result of her pheromone-based powers. This makes Spider-Woman seem mysterious and unapproachable, but those who gain her trust and friendship quickly find a devoted hero and loyal friend.

Abilities & Resources

Spider-Woman possesses superhuman strength, agility, and stamina. Her enhanced metabolism makes her immune to poisons and disease, as well as giving her the ability to build up and generate bio-electric "venom blasts" and cling to walls. These powers also super-charge her pheromones, making reactions to her—positive and negative—much more intense than usual. Spider-Woman is a skilled covert operative, investigator, and hand-to-hand combatant, having received training from both S.H.I.E.L.D. and Hydra. Her costume and enhanced physique allow her to glide on air currents.

Spider-Woman has an eclectic mix of allies. She has worked closely with the Shroud, Tigra, Werewolf by Night, and several heroes with ties to the espionage community like Ms. Marvel, Wolverine, and Nick Fury. Her friend and ex-partner, Lindsay McCabe, is one of the few relatively normal people she knows. As both a S.H.I.E.L.D. and Hydra agent she has access to the resources of those organization, subject to authorization from her superiors.



STORM

Affiliations

SOLO **8**

BUDDY **6**

TEAM **10**



Distinctions

CLAUSTROPHOBIC
MERCURIAL
STRONG-WILLED LEADER

4 or **8**
+1 PP

STRESS / TRAUMA

Power Sets

GODDESS OF THE STORM

ELECTRICAL BLAST **10**

ENHANCED REFLEXES **8**

ENHANCED SENSES **8**

ENHANCED STAMINA **8**

PSYCHIC RESISTANCE **8**

SUBSONIC FLIGHT **8**

WEATHER SUPREMACY **12**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.

SFX: *Emotional Link.* Add a die to the doom pool equal to your current emotional stress to add that emotional stress die to a pool including a GODDESS OF THE STORM power.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from extremes of temperature or electricity.

SFX: *Multipower.* Use two or more GODDESS OF THE STORM powers in your dice pool, at -1 step for each additional power.

Limit: *Emotional Tempest.* Change any GODDESS OF THE STORM power into a complication and recover emotional stress equal to that power's die size. Activate an opportunity or remove the complication to recover the power.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

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Specialties

COMBAT EXPERT **8**

COSMIC EXPERT **8**

COVERT EXPERT **8**

CRIME EXPERT **8**

MYSTIC EXPERT **8**

PSYCH EXPERT **8**

[You may convert Expert d8 to 2D6, or Master d10 to 2D8 or 3D6]

Milestones

MY PLACE IN THE WORLD

1 XP when you aid a hero for the first time.

3 XP when you either ask to join a new team or turn down an offer to join one.

10 XP when you either accept leadership of a team or leave your current team.

WHIRLWIND OF EMOTIONS

1 XP when you first use your *Emotional Link* SFX.

3 XP when you first activate your *Emotional Tempest* Limit.

10 XP when you either apologize for injuring a teammate with your powers or leave the battlefield rather than apologize.

XP





History

Descended from a line of African priestesses but born in New York City, Ororo Munroe moved with her parents to Cairo when she was just an infant. After a building collapse killed her parents and left her trapped in the rubble for days, the young girl found herself alone on the streets at the age of five. Surviving as a thief and pickpocket for many years, she left the city and traveled into the African wilderness at the age of twelve.

On her journey she met, saved, and romanced the young Wakandan Prince, T'Challa. Harsh elements and harsher people nearly meant her death on several occasions. During this time her mutant abilities surfaced, and young Ororo discovered she could control the weather. She eventually reached her ancestral home in Kenya, where her mother's tribe took her in and, due to her powers, worshipped her as a living goddess.

Years later, Professor Xavier recruited Ororo for a new team of X-Men. Given the codename "Storm," the young mutant at first was distant and struggled to fit in. However, over the years, Storm became a valued member of the X-Men and eventually leader of multiple incarnations of the team. Shaped by tragedies such as temporarily losing her powers and encountering terrible foes such as the Brood and the Shadow King, Storm has emerged triumphant, a regal leader of Earth's most prominent band of mutant heroes.

Personality

Once shy and naïve, Storm has grown into a confident, witty, and strong-willed leader. She loves and respects nature, finding solace and comfort in the wilderness during dark times. She values her friends and teammates highly, seeing them as her family and fiercely defending them from all threats. However, being worshipped as a goddess during her youth left an impression, and Storm does not take challenges to her authority well. Due to the childhood trauma surrounding her parents' death, Storm suffers from severe claustrophobia.

Abilities & Resources

Storm has the mutant ability to control the weather. She can create storms, call down lightning, and even fly by summoning strong winds to carry her. Heightened emotional states can cause her powers to run rampant, meaning she must be careful to control her feelings. Storm also has latent mystical potential, inherited through her mother and going back generations.

Storm is an experienced adventurer, gymnast, and thief. She speaks multiple African dialects and is surprisingly skilled in hand-to-hand combat, particularly knife-fighting.

Storm is a veteran member of the X-Men and can call on the team for aid, particularly her close friends Shadowcat, Wolverine, Nightcrawler, and Colossus. She was romantically involved with the mutant super-inventor Forge and once led the subterranean mutants known as the Morlocks—she can still count both as allies, despite some tensions. Storm's Wakandan prince, T'Challa, grew up to become the Black Panther, hero and king of Wakanda. The two still hold a special place in each other's hearts, though only time will tell what will come of their longstanding attraction.



THING

Affiliations

SOLO **6**

BUDDY **10**

TEAM **8**



Distinctions

**IT'S CLOBBERIN' TIME!
I'M A MONSTER!
WOTTA REVOLTIN' DEVELOPMENT**

4 or **8**
+1 PP

STRESS / TRAUMA

Power Sets

ROCKY ORANGE HIDE

GODLIKE DURABILITY **12**

GODLIKE STRENGTH **12**

ENHANCED STAMINA **8**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add D6 to your pool and keep +1 effect die.

SFX: *Collateral Damage.* Instead of spending 1 PP, add D6 to the doom pool to create a ROCKY ORANGE HIDE stunt.

SFX: *Haymaker.* Double GODLIKE STRENGTH for an action, then add second-highest rolling die from that action to the doom pool.

SFX: *Invulnerable.* Spend 1 PP to ignore physical stress or trauma unless caused by mystical attacks.

Limit: *Moody.* Earn 1 PP and step up emotional stress caused by doubt, guilt, or self-worth by +1.

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Specialties

COMBAT EXPERT **8**

COSMIC EXPERT **8**

PSYCH EXPERT **8**

VEHICLES MASTER **10**

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

THE HEART OF A PRINCE

1 XP when you first use your powers to give a support asset to an ally.

3 XP when you either take trauma to save a non-combatant or convince an opponent to attack you rather than a non-combatant.

10 XP when you either sacrifice yourself for your allies or fight until you're the last hero to fall.

FEET OF CLAY

1 XP when you activate your *Moody* Limit.

3 XP when you take offense when none is offered.

10 XP when you either leave your team due to your monstrous appearance or allow others to convince you to join a team in spite of your appearance.



History

A street tough turned ace pilot, Ben served as pilot on the famous space flight that bombarded its crew with cosmic rays and created the super-team known as the Fantastic Four. The most physically altered by the accident, Ben became a being of orange rocky skin and amazing might. Calling himself "the Thing," Ben became one of the world's most recognizable super heroes.

Ben has been "cured" of his inhuman appearance before, but he always reverts back to it out of necessity or some twist of fate. He's traveled the cosmos, worked with numerous heroes, and even found love a few times. He's left the Fantastic Four periodically, only to return to the team he sees as his true family. The Thing's brawls with various villains and powerful menaces are legendary. He's gone toe-to-toe with everyone from the Hulk to the Champion of the Universe. In the latter matchup, the Thing's dogged determination and refusal to quit saved the whole planet from destruction. The hero's battle cry of "It's Clobberin' Time!" is welcomed by allies and feared by enemies. No one ever forgets Ben Grimm, the ever-lovin' blue-eyed Thing.

Personality

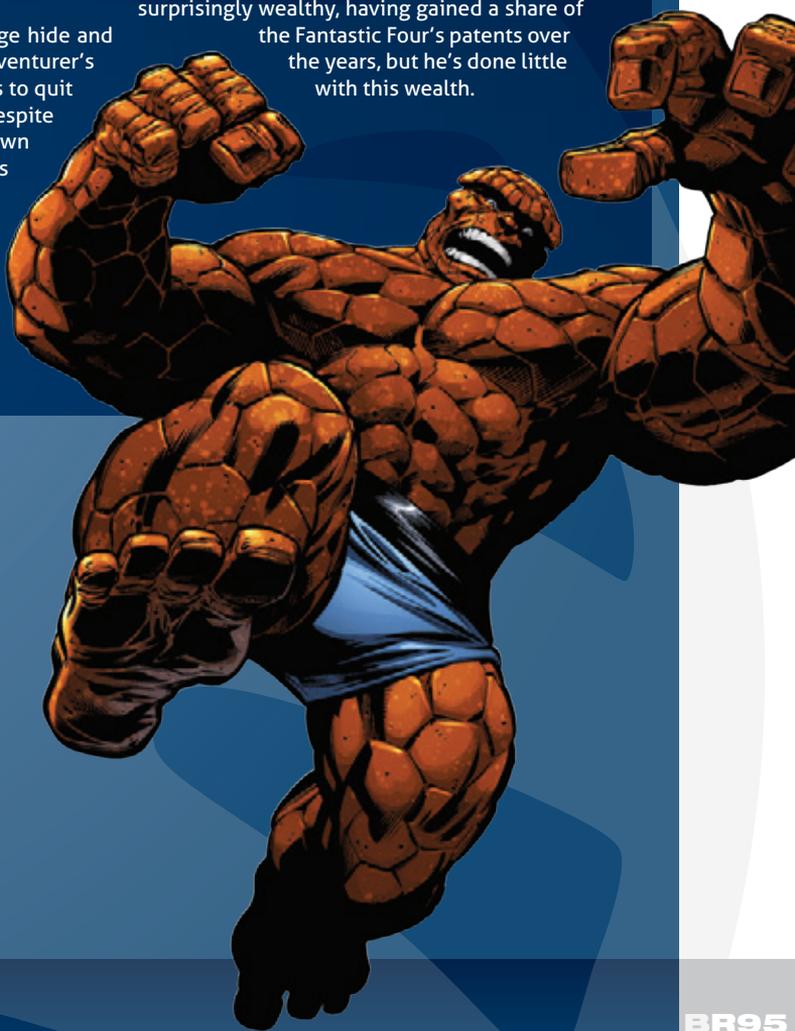
Underneath the Thing's rocky orange hide and gruff attitude is a hero's heart and adventurer's spirit. He's loyal and brave, and refuses to quit even in the face of impossible odds. Despite his inherent goodness, the Thing's own disgust at his inhuman appearance is his key weakness. On some level he cannot bring himself to believe he isn't the monster he appears to be. This makes him try even harder to be a good and decent person, but it often makes him angry and deeply wounded by any rejection, real or imagined.

Abilities & Resources

The Thing's orange rocky skin is incredibly durable. He is capable of withstanding amazing punishment, such as being knocked through several buildings by a devastating blow, only to emerge slightly woozy and very annoyed. He's one of the stronger heroes in the Marvel Universe, capable of lifting great weights and slugging it out with giant monsters and other menaces.

The Thing is an experienced brawler and pilot. He can fly nearly anything and is at home in the middle of a scrap. No scientist, he has nevertheless become familiar with many alien races and strange phenomena from his adventures with the Fantastic Four.

The Fantastic Four aren't just the Thing's friends—they're his family. The Thing has teamed up with nearly every hero on Earth—and beyond—at some time or another. He's worked closely with the likes of Spider-Man, Ms. Marvel, Captain America, and also with little-known heroes such as the Aquarian and Skull the Slayer. His good reputation means he can even call upon resources from organizations like S.H.I.E.L.D. occasionally. He has a longstanding and sometimes troubled romance with blind sculptor Alicia Masters, whom he loves dearly. The Thing is surprisingly wealthy, having gained a share of the Fantastic Four's patents over the years, but he's done little with this wealth.



WOLVERINE

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

I'M THE BEST THERE IS AT WHAT I DO
 MASTERLESS SAMURAI
 MYSTERIOUS PAST

4
+1 PP

or 8

Power Sets

FERAL MUTANT

ENHANCED REFLEXES

8

ENHANCED STRENGTH

8

GODLIKE STAMINA

12

SUPERHUMAN SENSES

10

SFX: *Berserk*. Borrow a die from the doom pool for an attack action. Step up the doom die by +1 and return to the doom pool.

SFX: *Focus*. In a pool including a FERAL MUTANT die, replace two dice of equal steps with one die of +1 step.

SFX: *Healing Factor*. Spend 1 PP to recover your physical stress and step back your physical trauma by -1.

Limit: *Mutant*. Earn 1 PP when affected by mutant-specific Milestones and tech.

WEAPON X PROGRAM

ADAMANTIUM CLAWS

10

PSYCHIC RESISTANCE

10

SFX: *Adamantium Skeleton*. On a successful reaction against an edged or blunt attack action, either convert opponent's effect die into a WEAPON X PROGRAM stunt or step back effect die by -1 and inflict as physical stress. Spend 1 PP to use this stunt if opponent's action succeeded.

SFX: *Fearsome*. Add d6 and step up effect die by +1 when using WEAPON X PROGRAM powers to inflict emotional stress.

SFX: *Immunity*. Spend 1 PP to ignore telepathy or mind control.

Limit: *Heavy Metal*. On a magnetic attack or while swimming, change any WEAPON X PROGRAM power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

Limit: *Toxic Metal*. If GODLIKE STAMINA is shutdown, take D10 physical stress at the beginning and end of every Action Scene.

Specialties

COMBAT MASTER

10

COVERT MASTER

10

CRIME EXPERT

8

MENACE MASTER

10

VEHICLE EXPERT

8

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

...AND WHAT I DO ISN'T VERY NICE

1 XP when you first choose to inflict physical stress in a Scene.

3 XP when another hero rebukes you for your violence or you threaten another hero with violence.

10 XP when you kill someone in front of innocents or recover from your berserker rage in front of innocents without having inflicted trauma on anyone.

OLD FRIENDS, OLD ENEMIES

1 XP when you declare someone an old ally or foe.

3 XP when you aid your old ally in a buddy situation or deal trauma to your old foe.

10 XP when you declare your old ally is now an enemy or vice versa.

PP

STRESS / TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP

4

6

8

10

12

XP



History

James Howlett was born sickly to wealthy parents in late 19th Century Canada. Abuse, betrayal, lost love, murder, and the manifestation of his mutant abilities led young James to flee his ruined home with his first love, a girl named Rose. Eventually he lost Rose as well and fled into the wilderness to live with a pack of wolves.

Leaving the forest after a time, James spent decades having a series of strange and half-remembered adventures. Under the name Logan, he fought in World War II, met Captain America, and worked for various intelligence services. Later he came to the attention of the Weapon X program, which was attempting to make the perfect assassin and killing machine. The program bonded Adamantium to Logan's skeleton and bone claws, making them unbreakable. The process also broke Logan's mind, causing his memories to fragment and reverting him to an animal state. He wandered the Canadian wilderness until Heather and James MacDonald Hudson found him. The couple helped restore his sanity and recruited him for Canada's Department H.

As Department H's operative, Logan took the name Wolverine. He fought the Hulk, worked with Alpha Flight, and went on various missions until Charles Xavier recruited him for the X-Men. Wolverine stayed with the X-Men for years, leaving periodically in attempts to find peace or put together the fractured memories of his past. He is currently with the X-Men, but becoming a bit restless working only with one team.

Personality

Wolverine is gruff, blunt, but extremely loyal and passionate. He combines the code of a samurai warrior with the instincts and impulses of a predator. Wolverine is often protective of younger, less experienced heroes and teammates, but he never coddles them, preferring to help them grow and advance through "tough love." Wolverine isn't proud of his berserker rages and past activities as an assassin and killer, but he isn't drowning in shame either. Instead, he accepts what he is, expects others to do the same, and tries to use those skills and experiences for good.

Abilities & Resources

Wolverine possesses uncanny stamina and recuperative abilities. This healing factor allows him to recover from terrible wounds, rendering him functionally immune to poisons and diseases, and greatly retarding his aging. His skeleton and natural bone claws are bonded with Adamantium; this makes them unbreakable and the claws hyper-sharp, capable of cutting through nearly anything. Wolverine also has enhanced physical abilities and heightened senses.

In addition to his powers, Wolverine has several lifetimes of training and experience. He speaks multiple languages and is a trained spy, soldier, and assassin. He has mastered various forms of combat, particularly unarmed ones and those using bladed weapons. He is an expert woodsman and tracker—skills augmented by his mutant senses.

Though he can't remember all of it, Wolverine has been there and done that. There are few superhumans in the Marvel Universe he hasn't fought with or against—often both. In particular, he has worked closely with Spider-Man, Nick Fury, Captain America, and Spider-Woman. He is surprisingly close to fellow X-Men member Shadowcat and spent years in love with teammate Jean Grey and in rivalry with her longtime beau, Cyclops. He has numerous contacts in the intelligence community and extensive criminal contacts centered around the Southeast Asian island of Madripoor.



Name:

Affiliations

SOLO

BUDDY

TEAM

PP

Distinctions



or



+1 PP

STRESS / TRAUMA

Power Sets

	<input type="checkbox"/>		<input type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>

SFX/Limits:

	<input type="checkbox"/>		<input type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>

SFX/Limits:

Specialties

	<input type="checkbox"/>		<input type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>
	<input type="checkbox"/>		<input type="checkbox"/>

[You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones

1 XP when...
3 XP when...
10 XP when...

1 XP when...
3 XP when...
10 XP when...

P



M



E



XP

GLOSSARY OF GAME TERMS

- Act:** A chunk of time involving multiple Scenes, all of it leading up to some pivotal point or moment.
- Action:** Rolling dice to achieve a desired outcome. Opposed by a reaction.
- Action order:** The order in which the characters act, determined by the situation and then by the players.
- Activate an opportunity:** Spending a PP or a doom die to gain a benefit from an opponent's opportunity (roll of 1 on the dice).
- Attack action:** An action taken to inflict stress or a complication on a target character or trait.
- Affiliations:** Three traits—SOLO, BUDDY, and TEAM—that embody a hero's comfort level, capability, and confidence with others or alone.
- Asset:** A beneficial effect die that can be added to a hero's dice pool.
- Complication:** A problematic effect die that is added to an opposing dice pool.
- Datafile:** Sheet with everything you need to know about your hero and the traits—powers, significant backgrounds, abilities, and so on—that you can use in the game.
- Dice pool:** A collection of dice from various traits on your hero's datafile that support or help to achieve a goal.
- Distinction:** A trait that represents defining backgrounds, personality traits, or catchphrases that summarize important facets of the hero's outlook and approach to life.
- Doom dice:** Dice in the doom pool.
- Doom pool:** The pool of dice the Watcher uses in place of PP to add to the heroes' opposition and activate additional threats, challenges, and situations.
- Effect die:** A die from your roll not included in your total, and used to create an asset, complication, or stress.
- Event:** A single, over-arching storyline, incorporating several Acts and many Scenes.
- Experience Points (XP):** Earned by hitting triggers in Milestones and used to unlock datafile updates, gain new traits and resources, or trigger interesting developments in the story.
- Extraordinary success:** When your action total is 5 or more points higher than your opponent's reaction total.
- Framing a Scene:** Establishing who is present in a Scene and where they are.
- Hitting the trigger:** Completing the requirements on a Milestone to get an XP award.
- Limit:** Restriction on a Power Set that helps the player generate PP.
- Major character:** Usually an antagonist of the player heroes, created using the same rules hero datafiles are created with.
- Milestone:** A guide to the sorts of decisions the hero should make or seek out during play.
- Minor character:** Usually a secondary villain or hero in the current Event, with limited datafiles.
- Mob:** Anywhere from two to a dozen or more individual Watcher characters that act and behave as a unit.
- Opportunity:** Any die that comes up a 1 in a roll.
- Panel:** A moment in the Scene, usually encompassing a single character's action or effort to do something.
- Plot Point (PP):** The currency of play; earned by investing in the story or taking risks; spent to enhance your hero's actions, activate opportunities rolled by the Watcher, and more.

Power Set: A thematic collection of super-powers, special effects (SFX), and Limits on those powers.

Power trait: A trait in a Power Set that represents a standard super-power.

Push: Adding a D6 to your dice pool.

Reaction: Rolling a dice pool in response to an action.

Recovery action: Rolling dice to attempt to recover from stress or trauma more quickly.

Resource: A stunt linked to a Specialty representing contacts, knowledge, or tools.

Scene: A period of time centered on a single conflict or situation.

Scene Distinction: Traits put on a Scene by the Watcher; they may help or hinder the heroes.

Shutdown: When you can't use a power trait or Power Set until the recovery condition is met.

Specialty: A trait that represents skills, contacts, knowledge, and training beyond the level of an average person. Each Specialty is rated at either Expert or Master.

Specialty character: Sometimes referred to as a mook, thug, or minion, very often nameless and without much more than a handful of traits.

Special effects (SFX): Personalized tricks that individualize Power Sets to suit a hero.

Step: The difference between consecutive sized dice, such as the difference between a D4 and D6. The difference between a D4 and a D8 is two steps, and so on.

Step back: Switch out a die for one with fewer sides.

Step up: Switch out a die for one with more sides.

Stress: Negative traits gained as a result of conflict; can be emotional, mental, or physical.

Stress out: When a kind of stress (emotional, mental, or physical) exceeds D12; the character can't take any actions until stress is recovered.

Stunt: A D8 push die that's thematically linked to a hero's Power Set or Specialty.

Support action: Using your action to try to help another hero, usually by creating an asset.

Total: A measure of how much effort your hero has put forward, usually the sum of two dice in your dice pool.

Traits: Powers, significant backgrounds, abilities, and so on.

Transition Scene: A Scene that represents a break in the action, when the heroes can plan, establish resources, and recover from stress and trauma.

Trauma: Persistent negative traits that result from being stressed out.

Trigger: A specific element of a Milestone that earns you XP for meeting the conditions it sets.

Watcher: Player responsible for maintaining the coherent universe around the super heroes through knowledge of the rules and the Event and by playing Watcher characters.

Watcher characters: The super villains, helpful allies, innocent bystanders, and others that inhabit the game and which are played by the Watcher.

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