

MARVEL



CIVIL WAR

FIFTY STATE
INITIATIVE

**HEROIC
ROLEPLAYING**

EVENT SUPPLEMENT



YOU'RE REGISTERED... NOW WHAT?

With the passing of the Superhuman Registration Act comes the formation of the Fifty State Initiative. Tony Stark's grand plan to create a super hero team in every state in the USA. At Camp Hammond, new recruits are lining up to get assigned. Meanwhile, captured villains are given an offer many of them can't refuse—join the Thunderbolts and bring in unregistered superhumans or be locked up in Prison 42. You've made your choice, now it's time to see what you're capable of!

STEP UP THE ACTION

MARVEL HEROIC ROLEPLAYING EVENT SUPPLEMENTS add new options, characters, and story content to the core MARVEL HEROIC ROLEPLAYING EVENT BOOKS. Expand your heroic roster, uncover new adventures, and unleash deadly new threats!

For two to eight players, ages 13 and up. Requires game dice and MARVEL HEROIC ROLEPLAYING OPERATIONS MANUAL (included in BASIC GAME or Premium Event Books).

This Event Supplement Includes:

- Fifty State Initiative:** Spinning out of the Civil War storyline, this supplement finds you at Camp Hammond, where newly-registered rookies train alongside established super heroes to join the best and brightest. Then, see how the bad guys work off their sentences as part of the Thunderbolts. Finally, take a look inside the offices of Heroes for Hire, where you get what you pay for... and more.
- Hero Datalists:** Game play sheets for heroes on the government's side of the Civil War, from the Initiative recruits and Thunderbolts to the mercenary Heroes for Hire and Nextwave!

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CORTEX

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HEROIC™ ROLEPLAYING

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To get the most out of this **CIVIL WAR EVENT SUPPLEMENT**, you need the **CIVIL WAR EVENT BOOK** and a copy of the **OPERATIONS MANUAL** (Included with the **MARVEL HEROIC ROLEPLAYING BASIC GAME** or Premium Edition Event Books).



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EVENT SUPPLEMENT

FS04 **The Initiative**

FS50 **The Thunderbolts**

FS64 **Heroes for Hire**

Based on

Avengers: The Initiative
by Dan Slott
and Stefano Caselli,
Thunderbolts
by Warren Ellis
and Mike Deodato,
Omega Flight
by Michael Avon Oeming
and Scott Kolins,
and *Heroes for Hire*
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MENT



FIFTY STATE INITIATIVE

MARVEL HEROIC ROLEPLAYING Event Supplements provide additional character datafiles, story content, and background material for Event Books. Each Supplement works in tandem with the core Event Book to broaden the play experience and give you, the Watcher, and your players even more options and ideas.

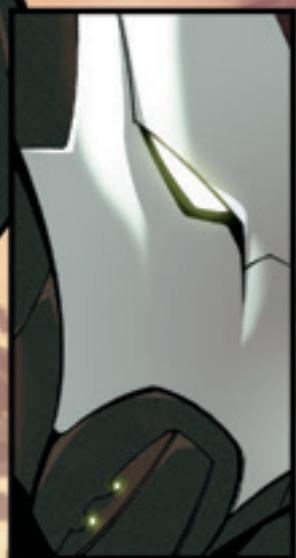
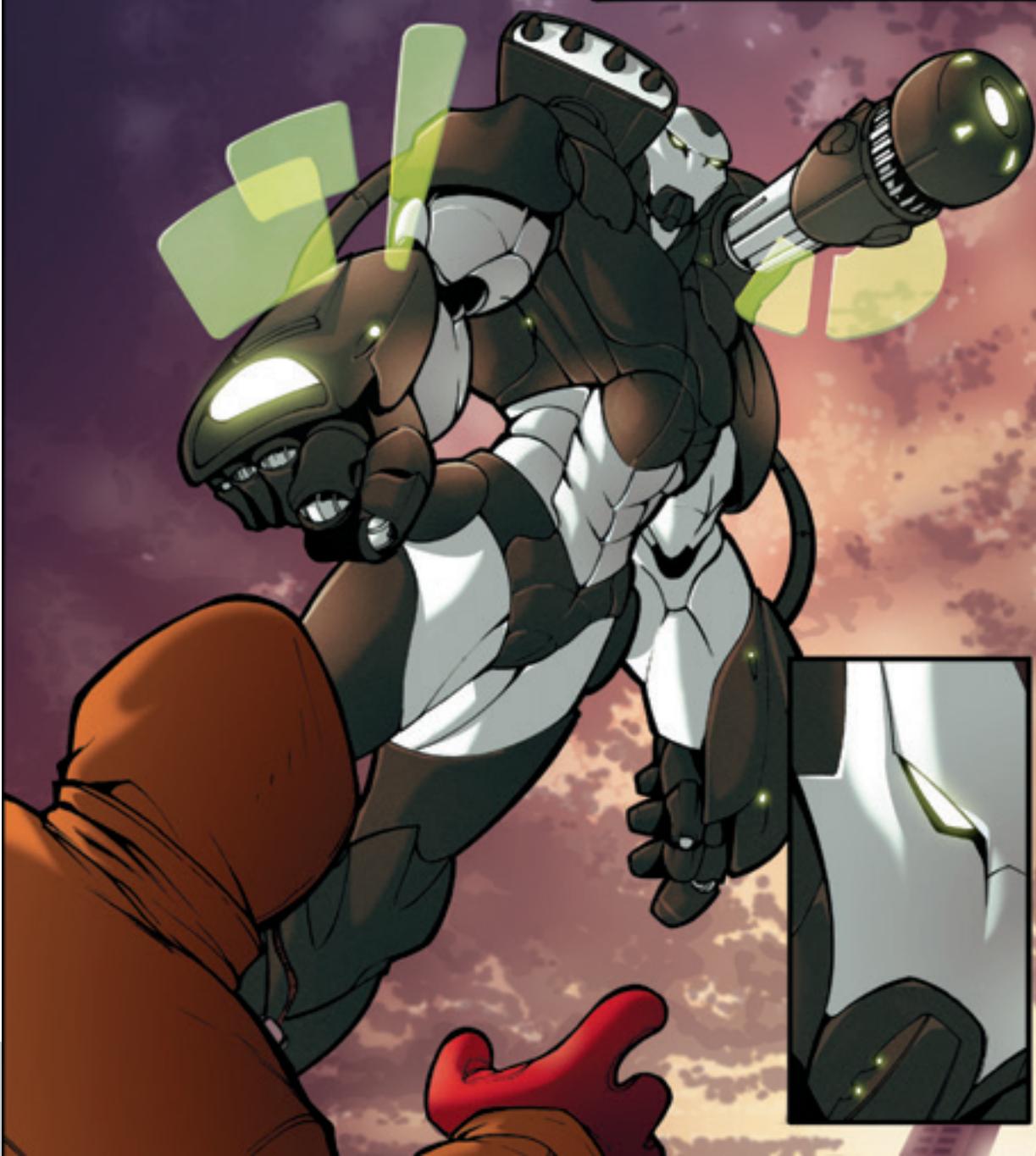
This Event Supplement for the **CIVIL WAR EVENT Book** focuses on the Pro-Registration teams that come about as a result of the Superhuman Registration Act (the **Initiative**), as well as those teams working directly for the government either as deputized agents (the **Thunderbolts**) or independent contractors (**Heroes for Hire**). It builds primarily on the third Act of the Civil War Event, but offers the most value as a follow-up sourcebook and setting for a Pro-Registration outcome for the Event.

Even if your Civil War Event didn't turn out the same as the comic book storyline, this Event Supplement is packed with useful information and datafiles for you to incorporate into your game. From new hero datafiles to a large assortment of Watcher characters—both heroic and villainous—and dozens of story seeds and background, this book can be a springboard for an entirely original Event of your own, dealing with the aftermath of one of Marvel's most contentious crossovers!

STRUCTURE OF THE EVENT SUPPLEMENT

This book presents various teams and organizations for you to use as you see fit. Each chapter serves as both an expansion of the *Civil War Sourcebook* chapter of the **CIVIL WAR EVENT BOOK** and as a supplement to the storyline presented in the three Acts of that book.

- ▶ **The Initiative** introduces the 50-State Initiative and its training base Camp Hammond. It puts the spotlight on several of the new teams that crop up as part of the Initiative, including Omega Flight, Canada's new super team.
- ▶ **The Thunderbolts** showcases the group of former villains and super criminals first introduced in the **CIVIL WAR EVENT BOOK**. Now under the command of Norman Osborn and working off their prison sentences as agents of the government, the Thunderbolts have a lot to prove.
- ▶ **Heroes For Hire** is the mercenary team led by the Daughters of the Dragon, Colleen Wing and Misty Knight. During the Civil War they were hired as independent contractors in the battle against Anti-Registration forces, but their true loyalties may not be to their contracts but to their moral compasses.
- ▶ **Hero Datafiles** includes twenty-eight new characters ready to play, including full game statistics and Milestones. This list includes the members of NextWave, a quirky group of government operatives who bring an entirely different approach; the new recruits of Camp Hammond, ready to prove their worth; the core membership of the Thunderbolts; the Heroes for Hire; and one or two bonus heroes.



THE INITIATIVE

“A super hero team in every State of the Union” was the forty-first item on a list of 101 solutions proposed by Tony Stark, Reed Richards, and Henry Pym following the tragedy of Stamford, CT. The ultimate expression of the intent of the Superhuman Registration Act, the 50-State Initiative coordinates all superhuman activity under the banner of the Commission on Superhuman Activities, with support from S.H.I.E.L.D. Every state hosts its own team, recruited from registered superhumans and trained at Camp Hammond. Once enlisted, Initiative teams act as agents of the U.S. government or, in the case of Omega Flight, deputized agents of the Canadian equivalent of the C.S.A.

Inspired by the Avengers and led by experienced super heroes, the plan for the Initiative is far-reaching. Training started during the Civil War at the S.H.I.E.L.D. base in New Mexico, but moved to Camp Hammond at the conclusion of the conflict. Despite the benefits and offers of training, not every super hero is willing to sign up. There continue to be opponents to any form of government authority or supervision, giving rise to rebel Avengers and vigilante teams that remember the sting of the SHRA’s early Registration efforts. These superhuman individuals appear to be on a collision course with the Initiative in the months ahead.



ALWAYS AN EXCEPTION

In some cases, such as with the **Order** in California, the entire team is recruited, trained, or outfitted by a single individual or affiliated group; this affords them some flexibility but may prove problematic once the whole system is up and running. As the Watcher, you may leave this level of detail up to the players to manage or simply make a decision before the game starts and see what happens. If a group presents itself as more autonomous, it might receive less funding or support from the C.S.A. On the other hand, such as in the case of the Order, your benefactor might be Tony Stark, which brings its own baggage (see page FS30 for more on the Order).

WHAT'S IN THIS CHAPTER

This chapter includes information on several Initiative teams, their members, and operations. It also introduces Camp Hammond as a way for rookie super heroes to make a name for themselves in the Marvel Universe as trainee Avengers, complete with a training Scene and a perilous first mission.

How you use this chapter depends on how—or if—your Civil War Event ended. Obviously, if the Anti-Registration forces won the day, any government plan to train and recruit super heroes may be quite different than the one that followed the Civil War in the mainstream Earth-616 universe.

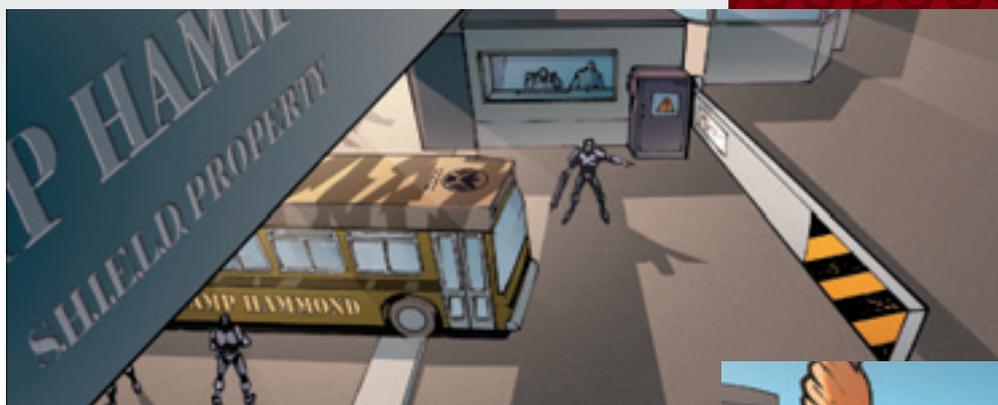
INITIATIVE BASES

Initiative team headquarters are set up around the nation as each team is assembled. These facilities vary in size and function based on the needs of their respective teams, but share a few things in common. They have computer systems tied into **STARK'S SATELLITE ARRAY**, giving rapid response alerts at all times. This includes access to a **CENTRAL DATASPINE** of criminal records, government projects, and forensic tools.

Building on the Project 42 supermax prison system in the Negative Zone, each headquarters has a **NEGATIVE ZONE PORTAL** that allows an Initiative team to make use of the prison as a holding facility for captured villains or threats. The Negative Zone portals also make travel between Initiative bases easier; teams can travel to the Negative Zone and cross a short distance to another team's portal. Provided the access codes are valid, any team can cross the country in minutes if emergencies demand it.

Depending on how each state implements the 50-State Initiative plan, Initiative bases may be staffed by **SUPPORT PERSONNEL** provided by the C.S.A. or hired by local authorities.





CAMP HAMMOND

Named after James Hammond—the original WWII-era Human Torch—Camp Hammond is a training base for newly registered superhumans. Built in the wake of the Civil War, the camp is located in Stamford, Connecticut at the site of the catastrophe that led to mandatory registration of all U.S.-based super-powered beings. Its location serves as a constant reminder of the consequences of the uncontrolled use of powers—instructors never fail to remind recruits of this fact.

While the camp mostly trains newly registered youngsters—drafted by the federal government to join the 50-State Initiative—established super heroes also visit to hone their skills or train new heroes. New recruits undergo basic Avengers training consisting of combat lessons, first aid, and superhuman ethics.

The camp's large enclosed compound features an obstacle course, a firing range, a gymnasium, a subterranean combat simulator, a Cape-Killer barracks, an infirmary, and a jump gate to the Negative Zone which links to Prison 42 and several other sites within the United States. With technology that rivals S.H.I.E.L.D.'s—including equipment like pulse rifles and jet packs—Camp Hammond also contains several hangars, labs, and warehouses filled with **CACHES OF WEAPONS** and **MILITARY VEHICLES**. **QUESTIONABLE SCIENTIFIC EXPERIMENTS** are rumoured to lurk in the subterranean levels.

Camp Hammond is staffed by military, scientific, and administrative personnel including **Henry Peter Gyrich**—Secretary of Superhuman Armed Forces—who provides oversight of the camp's activities. Dr. Henry Pym (AKA **Yellowjacket**) acts as chief administrator while ex-super villain **Baron Von Blitzschlag** heads the science department. **Gauntlet** serves as drill instructor alongside other heroes and registered ex-villains who are hired to teach various subjects, some of whom, like **War Machine** and **Justice**, are included in this book as hero datafiles.



Shadow Initiative
p. FS46

After training, successful recruits earn hero licenses, enter service under the authority of the C.S.A., and go on supervised missions outside of the camp to assist the Avengers. Those who fail training have their powers stripped—usually through technology like S.P.I.N. Tech—and are sent back home. Then there are those very promising recruits that simply vanish without a trace. Though the Initiative’s top leaders continue to deny its existence, these disappearances feed rumours of the **Shadow Initiative**—a secret group of Black Ops heroes drafted from Camp Hammond.

The Scenes provided over the next few pages act as a short epilogue to the Civil War. They can also kick-start a home-grown, post-Civil War Event with new heroes.



HENRY PETER GYRICH

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

HEAVY-HANDED BUREAUCRAT
NOT EASILY INTIMIDATED

Specs

BUSINESS EXPERT 8
MENACE EXPERT 8

CRIME EXPERT 8
TECH EXPERT 8



Gyrich has a long history with super heroes and is despised by many of them, although he really does love his country and wants only to uphold the law and ideals of the US Government. He deals with politicians all day, so the bluster of your average hero won't even raise his blood pressure. He's all business and dedicated to his agenda. That's not to say he can't be manipulated on a mystical or psionic level—he's not superhuman—but it won't be easy to get him to deviate much from his goals.

BARON VON BLITZSCHLAG

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

AMORAL
EX-NAZI GENETICS GENIUS
ZIENCE ÜBER ALLES!

Power Sets

ELECTROSTATIC ENERGY

ELECTRICAL BLAST 6 **ELECTRICAL INFLUENCE** 6

SFX: *Clone Arranger.* When creating cloning-based assets using a **SCIENCE** or **TECH** resource, add a D6 and step up the effect die.

SFX: *Electrical Absorption.* On a successful reaction against an electricity-based action, convert opponent's effect die into an Electrostatic Energy stunt, recover physical stress equal to the opponent's effect die, or step up an Electrostatic Energy power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *I Haf ze Best Zience!* Spend a D6 from the doom pool to step up the effect die on a roll including **SCIENCE MASTER** stunt or resources.

Limit: *Exhausted.* Shutdown any **ELECTROSTATIC ENERGY** power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

MEDICAL EXPERT 8
TECH EXPERT 8

SCIENCE MASTER 10

Werner Von Blitzschlag

Former Nazi scientist and super villain Baron Werner Von Blitzschlag was a lesser-known threat during WWII, fighting heroes such as the Whizzer, Ms. America, and Captain America (Isaiah Bradley). After the war, the US put Blitzschlag's scientific genius to work for them. Now with the Initiative, he relishes getting his hands on the empowered genetics that fuel the next generation of super heroes. Though his electrical powers faded with time, Blitzschlag's twisted mind and lust for scientific experimentation remain strong.



ACTION: TRAINING DAY

You can play this Scene with a group of newly registered heroes or with veterans of the Civil War who want to hone their skills. This Scene is a great introduction to the game for new players.

This Scene pits the heroes against a series of training challenges to determine their hero potential while showcasing their powers and dealing with rookie mistakes.

Frame this Scene by setting a series of Scene Distinctions representing various stages of the training day. For example, there could be an **OBSTACLE COURSE**, a **MARKSMAN CHALLENGE** on the firing range, an **INFILTRATION SIMULATION**, a first aid challenge to treat a **WOUNDED LIFE DECOY MODEL**, or tactical simulations against **COMBAT-BOTS** like **CAPTURE THE FLAG**. You can play the Scene as a montage, with the heroes—alone or in small groups—tackling different challenges at the same time. Heroes beat each challenge by targeting Scene Distinctions set at **D8**, rolling against each Distinction by adding its die rating to the doom pool, and using their effect dice to eliminate the trait. See Targeting Assets, Complications, and Other Traits on page OM54 of the **OPERATIONS MANUAL**.

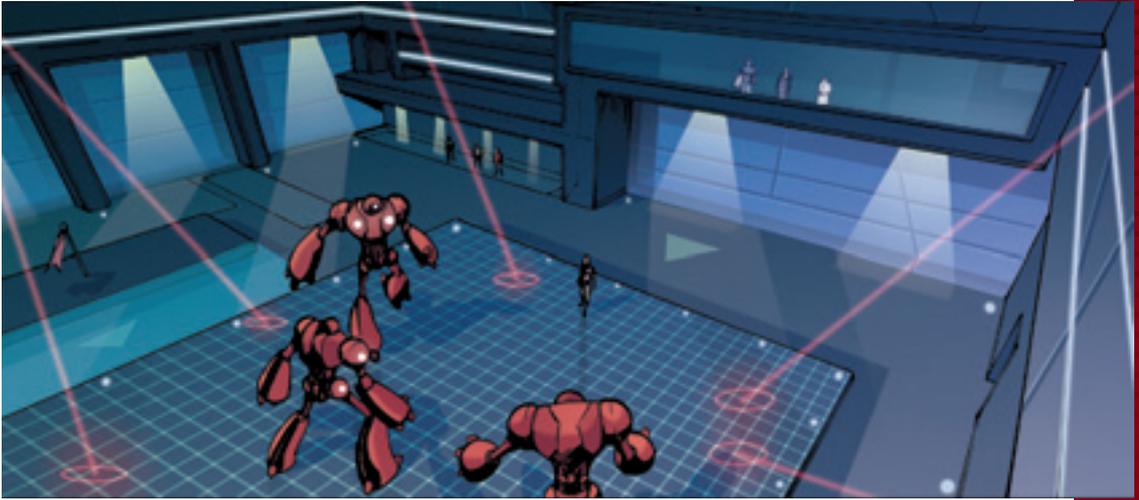
Success at eliminating a trait means that the heroes impressed the instructors and onlookers with their prowess. Stepping down a trait without eliminating it implies significant success that might help a teammate—for example, a hero facing the combat-bots may inflict minor damage, making them less effective. A failed action means the hero passed the challenge without breaking any records.

As the doom pool grows, create alarming complications that make matters worse for the heroes. **BUILDINGS ON FIRE**, **MORTALLY WOUNDED RECRUITS** or **STAFF, SCREAMING CIVILIANS**, and **BERSERK COMBAT-BOTS** are examples of what could happen when powers go awry.

If the doom pool grows significantly, heroes may want to grandstand and lower it by targeting specific dice. **Gauntlet**—the camp’s drill instructor—hates grandstanding with a passion and will inflict stress on showboating heroes by screaming at them, or worse.

If you frame a challenge with combat-bots, customize their traits—such as Affiliations, Distinctions, and powers like **STRENGTH** and **SPEED**—to fit the scenario. Some challenges—like the **INFILTRATION SIMULATION**—may require additional traits like **ENHANCED SENSES**. Create as many forms of combat-bots as you need, either singly or in mobs. In a **CAPTURE THE FLAG** scenario, you can use the following squad of combat-bots:





COMBAT-BOTS

Squad of Low Threat, High Speed Combat-Bots

Affiliations **TEAM**

8 8 8

Distinctions **AVENGERS DATABASE**

TRAINING PROGRAM

COMBAT-BOT TRAITS

Power Sets

BLASTER 6

ENHANCED SPEED 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

Limit: *Mob Cohesion.* Defeat TEAM dice (with D10 stress) to reduce squad.

The Scene ends when all Scene Distinctions and complications have been dealt with. If the doom pool reaches **2D12**, Henry Peter Gyrich stops all training and gives a furious tongue lashing about the dire consequences of the undisciplined use of powers.

OPTIONS WITH TRAINING DAY

The following options can help you make this Scene more challenging or turn it—and the following ones—into a more developed Event.

- ▶ Not all Scene Distinctions need to be set at **D8**—adjust the level of difficulty to the heroes' power level. You can also break some Scene Distinctions like the **OBSTACLE COURSE** into a series that heroes must beat sequentially.
- ▶ Hydra and A.I.M. agents may have infiltrated and sabotaged the Camp—dealing with an **OBSTACLE COURSE** that has **LIVE ANTI-PERSONNEL MINES** can make things a bit hairier.



ACTION: THE HYDRA TERROR CARRIER

Shortly after the end of the Civil War, Hydra launches an attack on the President of the United States. You can play this Scene as a follow up to Training Day with drafted recruits or with any heroic team that is part of—or has been hired by—the Initiative.

In the chaotic wake of the Civil War, Hydra teleports one of its Terror Carriers—a flying fortress bearing several squadrons of Hydra fighter jets—to strike at the U.S. President in his secondary residence in Texas. Faced with the President's refusal to evacuate, a great number of flying heroes from the Avengers and other Initiative teams are scrambled to intercept Hydra's strike force. The heroes are among those mobilized to defend the Commander-in-Chief.

In order to intercept the Hydra raid quickly enough, heroes are directed to use a nearby portal to the Negative Zone and fly through to a portal opening in Texas. However, people traveling through this nightmarish dimension get assailed by negative emotions and dark thoughts, awakening inner demons.

The Zone is the doom pool made manifest. Using a **NEGATIVE ZONE** Scene Distinction added to the doom pool and the *Area Attack* SFX, the Zone takes action against each hero, assaulting them with despair and doubt. Play on the fears and weaknesses detailed in each hero's datafile as you describe the emotional attack. Heroes who fail to resist the assault take emotional stress.

A vast aerial battlefield greets the heroes when they arrive in Texas. While several heroes from other teams are already there, a **Squadron of Hydra Fighters** engages the newly arrived heroes:



INITIATIVE QUARTERMASTER

Heroes without flight or ranged powers are given Avengers-issue jet packs and pulse rifles for one Action Scene. This grants the following Power Set, which can also be unlocked for 10 XP if the hero wants to keep it as routine equipment.

AVENGERS-ISSUE INTERVENTION KIT

PULSE RIFLE 8

SFX: *Burst.* Against a single target, step up or double a PULSE RIFLE die. Remove the highest rolling die and use three dice for your total.

Limit: *Gear.* Shutdown an AVENGERS-ISSUE INTERVENTION KIT power to gain 1 PP. Take an action vs. the doom pool to recover that power.

SUBSONIC FLIGHT 8



SQUADRON OF HYDRA FIGHTERS

Affiliations

TEAM

8 8 8

Distinctions

FAST
FURIOUS

Power Sets

JET TECH

BLASTERS 8

SUPERSONIC FLIGHT 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

Limit: *Squadron Cohesion.* Defeat TEAM dice (with D10 stress) to reduce squad.

As the battle progresses and the Terror Carrier sends out reinforcements (see below), feel free to reorganize the fighters into different formations. Unless the heroes create assets to join other teams or unlock special help, assume that they're focused on their own part of the battle.

A powerful **FORCE SHIELD D12** prevents almost anything from penetrating the Terror Carrier. Once heroes have engaged the fighters, the leaders order all hard-hitting heroes to overload the shield by attacking it relentlessly. Striking it with an effect die that's lower than its die rating has no effect. A successful attack with an effect die of equal size or more steps the shield back one step.

To reflect the efforts of other heroes beyond those of your players' group, step back the force shield's rating by one at the start of every action order.

The Terror Carrier doesn't take direct actions in this Scene but it can do the following:

- ▶ **Launch fighters!** Right before the Squadron of Hydra Fighters takes an action, you can spend a D6 from the doom pool to add more fighters to the Scene, stepping up the Team multiplier by one. By spending a D10 from the doom pool you can add another Squadron of Hydra Fighters.
- ▶ **Shoot them down!** At the start of the action order, spend a doom die to roll the doom pool plus **BLASTER BATTERIES D10** and the *Area Attack* SFX against heroes to inflict physical stress.
- ▶ **Reroute power to shields!** At the end of the action order, spend a doom die. Replace the **FORCE SHIELD's** current rating with that of the spent die.

The Scene ends when the Terror Carrier's **FORCE SHIELD** is eliminated. At this point, all heroes converge on the carrier and bring it down before it crashes into the President's ranch. If the doom pool reaches **2D12** before the shields are eliminated, it manages to destroy the ranch, possibly with dire consequences for the superhuman community.

HYDRA TERROR CARRIER

Affiliations

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

Distinctions

FLYING FORTRESS
HAIL HYDRA!
LIMITED MANEUVERABILITY

Power Sets

TERROR CLASS CARRIER ARSENAL

BLASTER BATTERIES 10 **CARRIER DECK** 8
GODLIKE DURABILITY 12 **SUBSONIC FLIGHT** 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Fleet Formation.* Only uses Buddy or Team Affiliation if in formation with other Carriers. Otherwise, always uses Solo.

SFX: *Fortified Shield.* Until **GODLIKE DURABILITY** has been shutdown, spend a doom die to cancel an effect die of the same size targeting a **HYDRA TERROR CARRIER** trait.

SFX: *Launch Fighters.* Until **CARRIER DECK** has been shutdown, spend a doom die to add more fighters to the Scene, stepping up a Squadron of Hydra Fighters **TEAM** multiplier by one. Spend D10 doom to add another Squadron of Hydra Fighters.

SFX: *Reroute Power to Shields.* If **GODLIKE DURABILITY** is stepped back or shutdown, spend a doom die to recover power to the level of that doom die.

Limit: *Large Scale Threat.* Defeat an Affiliation die for each D12 physical stress effect die applied to Hydra Terror Carrier or step back a power trait for each D8 applied.



Specs

COMBAT EXPERT 8 **VEHICLE EXPERT** 8

OPTIONS WITH THE HYDRA TERROR CARRIER

If the heroes want a more hands-on approach to this Scene and get directly involved in taking down the Terror Carrier, consider the following:

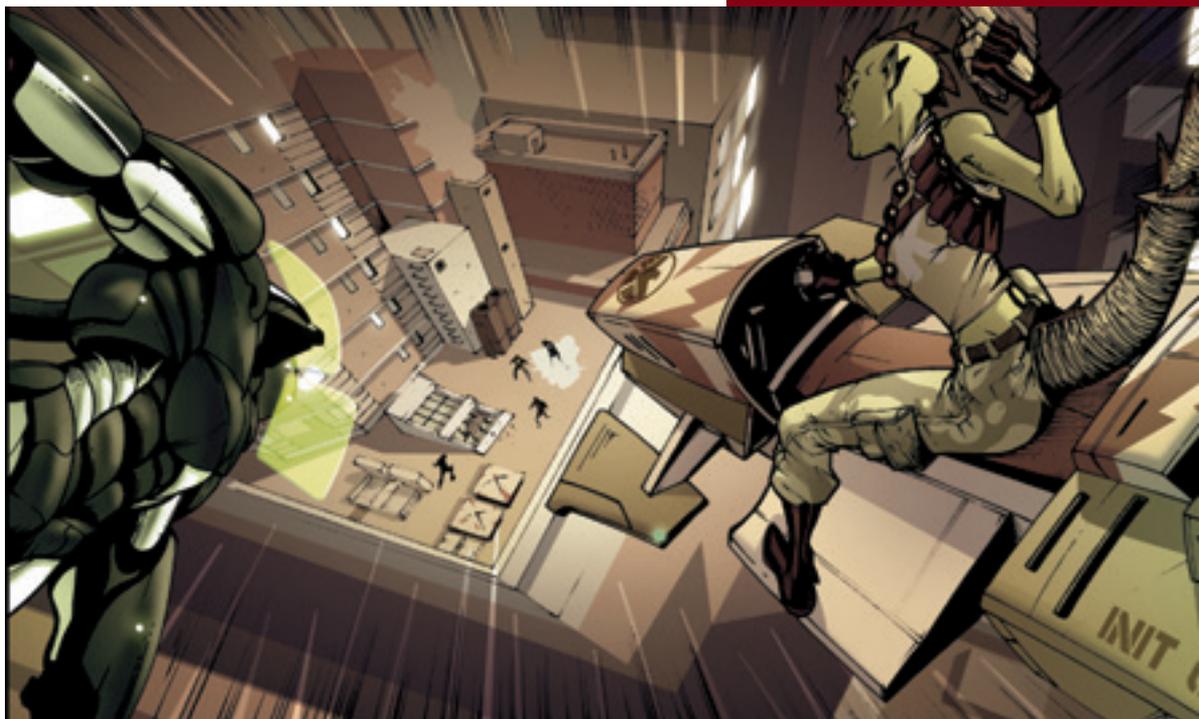
- ▶ It's much easier to take the carrier out of commission from inside than trying to smash it to pieces. Heroes may attempt to sneak in the ship by succeeding at an action using **TELEPORT** or **INTANGIBILITY** through the **FORCE SHIELD**. Once inside, they'll have to deal with **HYDRA AGENTS** and **AUTOMATED SECURITY SYSTEMS** to sabotage the **CARRIER DECK**, take over the ship's **BRIDGE**, or even destroy the ship's **FLIGHT** ability.
- ▶ Use the Hydra Terror Carrier datafile to make it an active Watcher character.



PLAYING ON...

After the last Action Scene, the recruits have likely proven their hero potential. While their training may still be incomplete, the heroes begin to gain the attention of factions both inside and outside of Camp Hammond.

- ▶ **Henry Peter Gyrich** sends the heroes against some of the more notable heroes that are still dodging Registration. You could frame Scenes where the new, younger heroes are sent to hunt down heroes that were played in the Civil War Event.
- ▶ **Hydra** and **A.I.M.** are spending considerable resources to infiltrate the camp with agents. They are willing to secure the cooperation of new heroes through services rendered to them and their family or downright blackmail.
- ▶ If the young heroes were impressive, Gyrich swears them to secrecy and drafts them into his **Shadow Initiative**. It does exist, and this black ops team does what no other team can do. If they thought taking down a flying fortress was hard, they're in for one wild ride.



FOCUS ON: THE GREAT LAKES CHAMPIONS

The history of the Great Lakes Champions (AKA Great Lakes X-Men, AKA Great Lakes Avengers) isn't one of the most auspicious stories in the Marvel Universe. Founded by would-be hero Mr. Immortal—whose sole power was the ability to not die—the GLC have been considered second-stringers at best and outright jokes at worst.

With the outbreak of Civil War, the GLC were some of the first heroes to line up for Registration, finally earning themselves a degree of legitimacy as part of the 50-State Initiative.

Mr. Immortal—the man who is better at surviving fights with super villains than winning them—still leads the current roster. **Big Bertha**—a fashion model who can become superhumanly strong and tough by spontaneously generating tremendous amounts of body fat—provides the group's muscle, while **Flatman** is extraordinarily flat and stretchy. **Doorman** possesses a Darkforce-based ability to turn his own body into a shadowy door, allowing the team to walk through any obstacle; he's also the new "Angel of Death" for the cosmic entity Oblivion. **Squirrel Girl** once defeated Doctor Doom. Yes, the real Doctor Doom.

Events featuring the Great Lakes Champions can go in any number of directions. You might aim for a slapstick tone, playing up the slightly ridiculous nature of some of the members' powers; to represent the barely-controlled chaos, let the doom pool climb to truly absurd sizes.

You could also go for a "little fish in a big pond" vibe. As the Civil War grinds on—and the attentions of the A-list super heroes are consumed—the GLC gets a chance to step up and tackle some big-league threats and finally make a name for themselves. Whatever direction you take them in, don't neglect the human element—there's a lot of poignancy to be had in playing characters whose extraordinary powers don't exactly shake the foundations of the earth.

BIG BERTHA

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

BAWDY BRAWLER
A FORCE FOR GOOD
SUPERMODEL

Power Sets

IMMENSE SIZE

GROWTH 8 **SUPERHUMAN DURABILITY** 10

SUPERHUMAN STRENGTH 10

SFX: *Second Wind.* Before making an action including an IMMENSE SIZE power, spend a doom die the same size or larger than current physical stress to recover it and step up the IMMENSE SIZE power for this action.

Limit: *Exhausted.* Shutdown any IMMENSE SIZE power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Specs

BUSINESS EXPERT 8 **COMBAT EXPERT** 8

Ashley Crawford

Ashley Crawford is an internationally famous supermodel, known for her beauty and perfect figure. Refusing offers from many major modeling companies, she instead chose to use her secret mutant powers for good. She is the financial backer of the misfit team of Great Lakes Champions.

Able to increase her mass and bulk to great sizes as Big Bertha, she throws her weight around the battlefield with devastating results.



DOORMAN

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

I'M DEAD ALREADY
I'VE GOT THAT SOMEWHERE IN HERE
THE LIVING PORTAL

Power Sets

AGENT OF OBLIVION

BLADES OF MIDNIGHT 8 **INTANGIBILITY** 10

SUPERHUMAN DURABILITY 10

SFX: *Death Sense.* When an ally becomes stressed out, spend D6 from the doom pool to interrupt the action order immediately and perform a single action that directly aids the stressed out ally.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from poison, disease, or fatigue.

Limit: *Portent of Doom.* If a pool includes an AGENT OF OBLIVION power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

DARKFORCE DOORWAY

INTANGIBILITY 10 **TELEPORT** 10

SFX: *Unleashed.* Step up or double any DARKFORCE DOORWAY power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Specs

COSMIC EXPERT 8 **MENACE MASTER** 10
MYSTIC EXPERT 8

DeMarr Davis

DeMarr Davis joined the Great Lakes Avengers as a founding member. With the gloomiest of personalities on the team, he finds himself embarrassed at times by his teammates. Doorman was killed in battle with the villain Maelstrom, but was resurrected by Oblivion, a cosmic abstract who represents Death. Doorman was given the powers of Deathurge, the previous agent of the entity.



FLATMAN

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

CARD SHARK
DOCTOR OF, YOU KNOW, STUFF
NOT MR. FANTASTIC

Power Sets

I CAN STRETCH, TOO

STRETCHING 10 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN REFLEXES 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Grapple.* When inflicting an entangling complication on a target, add a D6 and step up the effect die.

SFX: *Bounce Back.* Step up or double any I CAN STRETCH, TOO power for one action. If the action fails, shutdown I CAN STRETCH, TOO. Spend a doom die to recover that power.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
SCIENCE EXPERT 8

Dr. Val Ventura

Dr. Val Ventura is the second-in-command of the Great Lakes Champions, leading the team into battles across Wisconsin and the Midwest. Though he is capable of forming nearly any shape, he appears to be incapable of forming his body into a 3-dimensional shape. Flatman has recently accepted and revealed that he's gay to the other members of the team, something that has surprised none of them. The team changed their name from the Great Lakes Avengers to the Great Lakes Champions after Flatman won the annual Super Heroes Poker Tournament.



MISTER IMMORTAL

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

DYIN' IS WHAT I DO BEST!
FOUNDING (GREAT LAKES) AVENGER
I'M THE ONLY ONE LEFT

Power Sets

IMMORTAL

ENHANCED ENDURANCE 8 **ENHANCED DURABILITY** 8
GODLIKE STAMINA 12

SFX: *Damn It, I'm Dead Again.* When you are stressed out from physical stress, you may choose to die. If you do, step up the lowest die in the doom pool. Come back to life without physical stress or trauma at the beginning of the next Scene or activate an opportunity to come back to life earlier.

Limit: *This Is Getting Annoying.* Change any IMMORTAL power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Specs

ACROBATICS EXPERT 8 **BUSINESS MASTER** 10
COMBAT EXPERT 8

Craig Hollis

From an early age, Craig Hollis had a special friend. Deathurge, the agent of Oblivion, would appear to him and encourage him to do incredibly dangerous things. Every time, Hollis would return to life. Once he was an adult, he decided to use his powers for good, and formed the Great Lakes Avengers. He has given his life for the team multiple times, doing whatever is necessary to save the day, even when it leads to his death. Again.



SQUIRREL GIRL

Affiliations

SOLO 8
BUDDY 6
TEAM 10

Distinctions

CHIPPER PERSONALITY
THE SLAYER OF ALL THAT BREATHES
UNIVERSALLY LOVED

Power Sets

SQUIRRELY

ENHANCED REFLEXES 8 **ENHANCED STRENGTH** 8
LEAPING 8 **SQUIRREL CONTROL** 10
WALL-CRAWLING 8

SFX: *Claws.* Step back the highest die in an attack action pool to add a D6 and step up TYPE stress inflicted.

SFX: *I Win!* Activate an opportunity and spend 2D10 from the doom pool to end a scene (as per OM17) with Squirrel Girl as the victor.

Limit: *So Sleepy!* Shutdown any SQUIRRELY power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

TIPPY-TOE AND FRIENDS!

A MASS OF FUR AND TEETH 6 6 6

SFX: *Squirrels!* Activate an opportunity and spend a D6 from the doom pool to add a D6 to A MASS OF FUR AND TEETH for the rest of the scene.

SFX: *They're Everywhere!* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

Limit: *Tippy-Toe, NO!* A MASS OF FUR AND TEETH may be targeted individually or by *Area Attack* SFX. D8 physical stress inflicted removes a die from A MASS OF FUR AND TEETH power. Recover A MASS OF FUR AND TEETH power after a Transition Scene.

Specs

COMBAT MASTER 10 **PSYCH EXPERT** 8
TECH MASTER 10 **VEHICLES EXPERT** 8

Doreen Green

Doreen Green is a bubbly, happy teenager, who inconceivably has bested some of the mightiest heroes and villains in the world. With the ability to speak to and control any squirrel in the vicinity, she overwhelms her opponents, who have included Iron Man, Doctor Doom, Thanos, and others. She is a darling of the media, who fawn over her combat prowess and her delightful personality.



FOCUS ON: THE LIBERTEENS

The Liberteens drew their inspiration from the World War II-era Liberty Legion. The old group—which included heroes like the Patriot, Whizzer, and Jack Frost—defended the U.S. during the war; the Liberteens defend Pennsylvania as the state’s Initiative team today.

Their leader, **The Revolutionary**, jumps into battle with a saber and pistol. The other members of the group consider him a prude. **Whiz Kid** is the group’s speedster. **Ms. America** brings the classic set of flight, invulnerability, and super strength to the table. **Blue Eagle** flies using blue wings and shoots twin handguns to incapacitate enemies. **2-D**’s flat, malleable body lets him stretch and wrap up enemies, but doesn’t do much to improve his puns. **Hope**’s body of living diamond makes her tough and durable. **Iceberg**’s bulky ice form also comes with super strength.

During the Liberteens’ first encounter with a super villain, they prevented **Flag-Smasher** and the radical group ULTIMATUM from destroying the Liberty Bell. This first outing was highly successful, showed tight teamwork, and got them good press. Their battle acumen makes them a very promising team and standouts among the Initiative. It remains to be seen how they’ll hold up against tougher opposition.

With the exception of The Revolutionary, the team members like to drink and party, even if they risk being kicked out. They’re still teenagers, and their judgment on the battlefield doesn’t necessarily match up to the choices they make in their personal lives.

2-D

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

SMART KID
STRETCHED TO THE LIMIT
VERY PUNNY

Power Sets

FLATTER THAN FLAT

ENHANCED REFLEXES 8 **STRETCHING** 10
SUPERHUMAN DURABILITY 10

SFX: Area Attack. Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: Grapple. When inflicting an entangling complication on a target, add a D6 and step up the effect die.

SFX: Rebound. Step up or double any FLATTER THAN FLAT power for one action. If the action fails, shutdown FLATTER THAN FLAT. Spend a doom die to recover that power.

Limit: Exhausted. Shutdown any FLATTER THAN FLAT power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

COMBAT EXPERT 8 **SCIENCE EXPERT** 8
TECH EXPERT 8

Drawing inspiration from Thin Man, a member of the Liberty Legion, 2-D is able to flatten his body to incredible extremes, as well as stretching himself to great lengths. He’s always ready with a joke to entertain his teammates.



BLUE EAGLE

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

EAGLE-EYED
ITCHY TRIGGER-FINGER
SOARING JUSTICE

Power Sets

ARTIFICIAL WINGS

SUBSONIC FLIGHT 8 **ENHANCED REFLEXES** 8

SFX: *Focus.* If a pool includes an ARTIFICIAL WINGS power, replace two dice of equal size with one stepped-up die.

Limit: *Gear.* Shutdown ARTIFICIAL WINGS to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover ARTIFICIAL WINGS.

DUAL PISTOLS

WEAPON 8

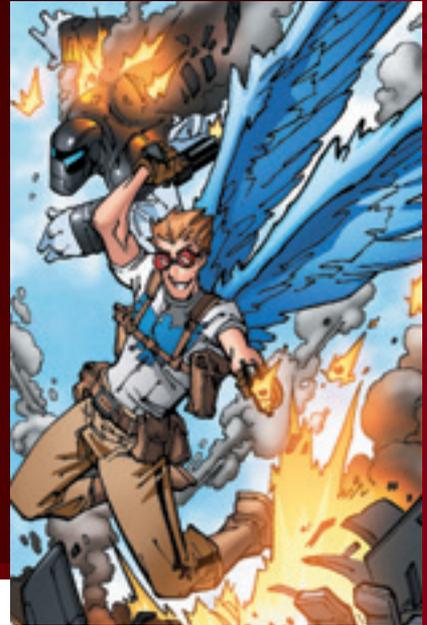
SFX: *Open Up.* Step up or double WEAPON die for one action. After that action, step back WEAPON. Activate an opportunity to recover WEAPON.

Limit: *Gear.* Shutdown DUAL PISTOLS to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover DUAL PISTOLS.

Specs

COMBAT EXPERT 8 **CRIME EXPERT** 8

Working in the same vein as the Liberty Legion's Red Raven, Blue Eagle swoops in, wings spread, ready to deal out American justice to the foes of liberty.



HOPE

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

DIAMONDS ARE FOREVER
HEAVY HITTER
IMMOVABLE

Power Sets

DIAMOND BODY

ENHANCED STAMINA 8 **ENHANCED STRENGTH** 8

GODLIKE DURABILITY 12

SFX: *Hard.* Double a DIAMOND BODY power for your next roll, then step back that power. Spend a doom die to recover the power.

SFX: *Invulnerable.* Spend a doom die to ignore physical stress or trauma unless caused by mystical attacks.

Limit: *Weak Spot.* Change any DIAMOND BODY power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

COMBAT EXPERT 8

Inspired by Blue Diamond, a hero from the World War 2 team The Liberty Legion, Hope's powers allow her to turn her body to diamond, protecting her from harm.



ICEBERG

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

CHILL OUT, MAN!
COOL AS ICE CREAM
HARD PARTIER

Power Sets

ICE FORM

ICE MASTERY 10 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STRENGTH 10

SFX: *Chilly.* When inflicting an ice or cold-based complication on a target, add a D6 and step up the effect die.

SFX: *Versatile.* Split ICE MASTERY into 2D8 or 3D6.

Limit: *Feel the Heat.* Shutdown all ICE FORM powers vs. heat or fire attacks to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8

Taking inspiration from the Liberty Legion's Jack Frost, Iceberg's massive size and incredible strength hide his carefree attitude.



MS. AMERICA

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

ALL-AMERICAN GIRL
FORMER BEAUTY QUEEN
MEAN RIGHT HOOK

Power Sets

PATRIOTIC HERO

SUBSONIC FLIGHT 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10 **SUPERHUMAN STRENGTH** 10

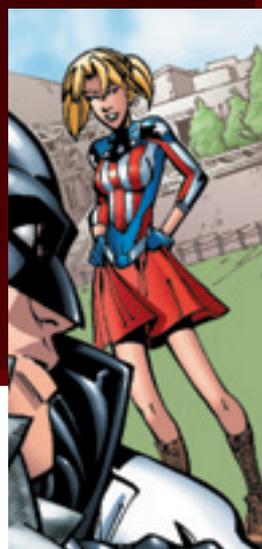
SFX: *Multipower.* Add more than one PATRIOTIC HERO power die to a pool. Step back each PATRIOTIC HERO power die in that pool once for each die beyond the first.

Limit: *Exhausted.* Shutdown any PATRIOTIC HERO power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

COMBAT EXPERT 8

Taking her name and inspiration from one of the few female super heroes of World War 2, Ms. America fights for life, liberty, and the pursuit of those who oppose it.



THE REVOLUTIONARY

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

CONFIDENT LEADER
END TYRANNY!
ON THE STRAIGHT AND NARROW

Power Sets

MASTER DUELIST

ENHANCED DURABILITY 8 **ENHANCED REFLEXES** 8
SWORD 8

SFX: *Focus.* If a pool includes a MASTER DUELIST power, replace two dice of equal size with one stepped-up die.

Limit: *Disarmed.* Shutdown SWORD to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

COMBAT MASTER 10

Inspired by the Patriot, the Revolutionary leaps into battle with a cutlass and shades, fighting the foes of freedom. A natural leader, he is at the forefront of the Initiative's new Liberteens team.



WHIZ KID

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

FORMER LAW FIRM COURIER
SYMPATHETIC
THREE STEPS AHEAD

Power Sets

SPEEDSTER

SUPERHUMAN REFLEXES 10 **SUPERHUMAN SENSES** 10
SUPERHUMAN SPEED 10

SFX: *Counterattack.* On a reaction against a physical attack action, inflict physical stress with the effect die. Spend a doom die to step it up.

SFX: *Versatile.* Split SUPERHUMAN SPEED into 2D8 or 3D6.

Limit: *Exhausted.* Shutdown any SPEEDSTER power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

COMBAT EXPERT 8

CRIME EXPERT 8

Inspired by the World War 2 hero Whizzer, Whiz Kid moves at incredible speeds, previously working for Goodman, Lieber, Kurtzburg and & Hollaway, a law firm specializing in superhuman law in New York City.



FOCUS ON: OMEGA FLIGHT

Canada's premier super-team, Alpha Flight, is no more. The energy-absorbing mutant **Michael Pointer** involuntarily killed the entire team. Only Dr. Walter Langkowski—able to shapeshift into the powerful, beastly form of **Sasquatch**—survived; he was unwilling to re-form the team after their tragic end. With the SHRA changing the political climate in the United States, many superhumans fled north of the border, including many villains. Without Alpha Flight, there weren't enough heroes in Canada to deal with these villainous exiles. The Canadian Secret Intelligence Service formed a new team, Omega Flight, to combat this new threat.

Agent Brown of the C.S.I.S. sought out Sasquatch and convinced him to lead Omega Flight. He attempted to recruit **Talisman**, Elizabeth Twoyoungmen, who wields the mystical powers of both her own circlet of power and the medicine pouch passed on from her deceased father, Alpha Flight's previous Shaman. Elizabeth refused to join, preferring to stay as shaman of the Sarcee.

The American government, realizing the problem stemmed from their actions, pledged to lend some U.S. heroes to the cause if the Canadians couldn't fully staff their own team. Through S.H.I.E.L.D., Tony Stark sent Julia Carpenter, **Arachne**, to assist using her spider-like powers. The gung-ho **USAgent**, John Walker, brought his second-rate Captain America act up north. After the Wrecking Crew kidnapped Sasquatch, Talisman agreed to team up with the Americans and met their final member—Michael Pointer, the new **Guardian**. Pointer wears a new uniform created by Reed Richards to contain and channel the energy he absorbs, and he means to make amends for killing Alpha Flight.

The team is already off to a rocky start. Despite saying she won't be an official member, Talisman continues to serve with the team, but objects to Pointer's membership, given that he killed her father. USAgent believes Pointer is an untested hero with a dubious history. It remains to be seen whether the team will hold together long enough to oppose threats to Canada's sovereign soil.



ARACHNE

Affiliations

SOLO 6
BUDDY 8
TEAM 10

Distinctions

DEVOTED MOTHER
PART-TIME HERO
RELUCTANT GOVERNMENT AGENT

Power Sets

PSI-WEBS

ENHANCED DURABILITY 8 **SWINGLINE** 8
WALL-CRAWLING 6 **WEAPON** 8

SFX: *Ensnare.* When inflicting a web-related complication on a target, add d6 and step up the effect die.

SFX: *Web Control.* When creating web-related assets, add d6 and step up the effect die.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown PSI-WEBS. Recover that stress or wake up to recover PSI-WEBS. If emotional trauma received, shutdown PSI-WEBS until trauma recovered.

SPIDER-SERUM

SUPERHUMAN REFLEXES 10 **ENHANCED SENSES** 8
ENHANCED STAMINA 8 **SUPERHUMAN STRENGTH** 10

SFX: *Focus.* If a roll includes a SPIDER-SERUM power, replace two dice of equal size with one stepped-up die.

Limit: *Exhausted.* Shutdown any SPIDER-SERUM power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

ACROBATIC EXPERT 8 **COMBAT EXPERT** 8
COVERT EXPERT 8 **MENACE EXPERT** 8
PSYCH EXPERT 8

Julia Cornwall Carpenter

Given her spider-themed psychic powers as part of a covert government program, Julia Carpenter used them as part of the West Coast branch of the Avengers. The pressure of being an absentee mother and the loss of her powers forced her to retire. Recently she regained her powers but struggled with her duty to the government and her own moral code. Following the Civil War, she has agreed to join the Canadian super hero team, Omega Flight, in return for her daughter Rachel's protection.



GUARDIAN

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

GUILT-RIDDEN
SEEKING REDEMPTION
WEAPON OMEGA

Power Sets

GUARDIAN REGULATOR SUIT

ENERGY BLAST 10 **SUPERHUMAN DURABILITY** 10
SUPERSONIC FLIGHT 10

SFX: *Multipower.* Add more than one GUARDIAN REGULATOR SUIT power die to a pool. Step back each GUARDIAN REGULATOR SUIT power die in that pool once for each die beyond the first.

Limit: *Systems Failure.* Shutdown a GUARDIAN REGULATOR SUIT power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

MUTANT ENERGY COLLECTIVE

MIMIC 12

SFX: *Absorb Power.* When creating a POWER LOSS complication on a target with the *Mutant Limit*, add a D6 and step up the effect die.

Limit: *Mutant Energy Siphon.* MIMIC only works on those with the *Mutant Limit* who have suffered a POWER LOSS complication from a MUTANT ENERGY COLLECTIVE power or SFX. MIMIC-based assets created based on the target's power are limited in size to the POWER LOSS complication affecting the target.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Limit: *Personality Override.* Create a NEW DOMINANT PERSONALITY complication for Guardian to add a die to the doom pool equal to an existing MIMIC-based Asset. Replace Guardian's Distinctions and Specialties with those of the target whose powers were duplicated. Activate an opportunity or remove the complication to recover Guardian's Distinctions and Specialties.

Specs

MENACE EXPERT 8

Michael Pointer

Postal worker Michael Pointer's mutant ability manifested when the Scarlet Witch eliminated most of the world's mutants' powers. Absorbing the energy of all the depowered mutants, Michael became the Collective and went on a rampage that killed thousands, including the superteam Alpha Flight. After Mr. Fantastic designed a suit to regulate Michael's powers and absorbed energies, Michael reluctantly joined the newly formed Omega Flight. Now Michael sports the name and look of the former Alpha Flight leader, Guardian, a constant reminder of a man he killed.



SASQUATCH

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

BODY OF THE GREAT BEAST
ESTEEMED PHYSICIST
EX-FOOTBALL STAR

Power Sets

TANARAQ FORM

ENHANCED REFLEXES 8 **GODLIKE STRENGTH** 12
LEAPING 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Mighty Blow.* Spend a doom die to double GODLIKE STRENGTH for one action.

SFX: *Regeneration.* Spend a doom die equal to physical stress to recover stress and step back physical trauma.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown TANARAQ FORM. Recover that stress or wake up to recover TANARAQ FORM. If emotional trauma received, shutdown TANARAQ FORM until trauma recovered.

Limit: *Great Beast Possession.* Move emotional stress to the doom pool and replace EX-FOOTBALL STAR and ESTEEMED PHYSICIST Distinctions with ANCIENT EVIL and PRIMORDIAL CUNNING. Replace SCIENCE MASTER, MEDICAL EXPERT and TECH EXPERT Specialties with MYSTIC MASTER. Recover by shutting down TANARAQ FORM.

Specs

COMBAT EXPERT 8 **SCIENCE MASTER** 10
MEDICAL EXPERT 8 **TECH EXPERT** 8
MENACE EXPERT 8

Walter Langkowski

Ex-Green Bay Packer and successful physicist Walter Langkowski experimented with gamma radiation, opening a portal allowing the mythical Great Beast Tanaraq to possess and transform him. As Sasquatch, Walter is a long-standing member of the Canadian super-team Alpha Flight and a respected hero. He's had many ups and downs, including being trapped in the female body of his teammate Snowbird temporarily. The recent deaths of the rest of Alpha Flight have left him lonely, devastated, and vulnerable.



TALISMAN

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

MYSTIC HERITAGE
SACREE SHAMAN
SPIRITUAL CONDUIT

Power Sets

CORONET OF ENCHANTMENT

ENHANCED SENSES 8 **FLIGHT** 6
MASTER SORCERY 10 **MYSTIC BLAST** 8
SUPERHUMAN DURABILITY 10 **TELEPORT** 10

SFX: *Absorption.* On a successful reaction against a magic attack action, convert opponent's effect die into a CORONET OF ENCHANTMENT stunt or step up a CORONET OF ENCHANTMENT power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: *Medicine Bag.* Spend a doom die to create a MYSTIC resource without needing an opportunity. If creating a resource using an opportunity or during a transition, step up that resource.

SFX: *Spirit Mastery.* Spend a D6 from the doom pool in a roll including CORONET OF ENCHANTMENT power to step up effect die when creating spirit-based assets or complications.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown CORONET OF ENCHANTMENT. Recover that stress or wake up to recover CORONET OF ENCHANTMENT. If mental trauma received, shutdown CORONET OF ENCHANTMENT until trauma recovered.

Limit: *Weakened Conduit.* Step back a CORONET OF ENCHANTMENT power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

MEDICAL EXPERT 8 **MYSTIC EXPERT** 8

Elizabeth Twoyoungmen

Daughter of famed mystic and Alpha Flight member Shaman (Michael Twoyoungmen), Elizabeth Twoyoungmen gained mystic powers from an artifact she discovered at an archeological dig site. Becoming the magical Talisman, Elizabeth is a powerful conduit and manipulator of spiritual forces. She joined Alpha Flight, but was not with the team when most of them were recently killed. These deaths, including her father's, shook Elizabeth deeply, which may be the source of recent weakening of her powers.



USAGENT

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

EX-SOLDIER
TEMPERAMENTAL
UNCOMPROMISING PATRIOT

Power Sets

SUPER-PATRIOT

ENHANCED DURABILITY 8 **ENHANCED REFLEXES** 8
SUPERHUMAN STAMINA 10 **SUPERHUMAN STRENGTH** 10

SFX: *Charge!* Step or double any SUPER-PATRIOT power for an action, then step back that power. Activate an opportunity to recover.

SFX: *Second Wind.* Before making an action including a SUPER-PATRIOT power, spend a doom die the same size or larger than current physical stress to recover it and step up the SUPER-PATRIOT power for this action.

Limit: *Patriot.* Step up emotional stress taken from government officials, popular opinion, or being compared to Captain America to step up the lowest die in the doom pool or add a D6 doom die.

VIBRANIUM SHIELD

SUPERHUMAN DURABILITY 10 **WEAPON** 8

SFX: *Shield Throw.* Step up or double WEAPON for one action. If the action fails, shutdown VIBRANIUM SHIELD. Activate an opportunity to recover.

Limit: *Gear.* Shutdown VIBRANIUM SHIELD to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover VIBRANIUM SHIELD.

Specs

ACROBATIC EXPERT 8 **COMBAT EXPERT** 8
MENACE EXPERT 8

John F. Walker

Former soldier John Walker became the hero Super-Patriot after undergoing the augmentation process of the nefarious Power Broker. Chosen to briefly replace Steve Rogers as Captain America, with the hero Battlestar as his partner, Walker later became the government operative USAgent. He has since worked with Captain America and the Avengers. Walker's harsh, aggressive attitude has won him few friends, but his allies don't question his physical power or conviction.



FOCUS ON: THE ORDER



Not technically a part of the Initiative, the Los Angeles team called the Order started as a social experiment by Tony Stark. The recruits didn't have any superhuman abilities until Hank Pym and other scientists developed viral genomech payloads to replicate powers. Membership in the Order lasts only one year—the human body can't handle the artificial powers longer.

Stark chose members of the Order because of their fame and philanthropy. Their ranks include actors and ex-athletes, leading some to refer to them as the "super hero version of American Idol." Members are meant to symbolize greatness both in power and integrity—their power sets specifically correspond to the Greek pantheon, and there's a morality clause in their contracts. The membership of the team rotates as members reach their one-year limit or fail to live up to the job; after their first mission, four members—**Avona**, **Corona**, **Maul**, and **Pierce**—were decommissioned after they went drinking in public.

Pepper Potts, who runs the team remotely, is the group's Hera. Though he rarely gets involved in the group's daily affairs, **Tony Stark** is their Zeus. To manage their public image, they employ **Kate Kildare** of Hestia Public Relations.

Former actor Henry Hellrung, code-named **Anthem**, is the Apollo and field leader of the current group, wielding the powers of a supercell thunderstorm. The team's Poseidon is the super-strong and tactically-minded **Heavy**, Dennis Murray, who must wear a special suit filled with colloidal fluid to breathe. James Wa—the Hermes of the Order—was a baseball and track star until he lost his legs in a car crash. Wearing prosthetics, he calls himself **Calamity**, after his old baseball nickname.

The remaining members replaced the washed-out four from the first group. **Veda**, the actress Magdalena Marie, creates golem-like soldiers from organic materials that surround her. Sgt. Michael Fields, a paraplegic, pilots a heavy artillery suit as **Supernaut**. Teen idol Becky Ryan became **Aralune**, able to shapeshift into anything she can imagine. **Mulholland Black** kept her own name, and uses her psychic ability to tap into the collective unconscious of Los Angeles to create kinetic energy.

A group that plays as the Order could include heroes from all walks of life, as long as they have the potential to be strong symbols. They could be prominent non-powered characters given powers for the first time. Or, like Mulholland Black, some of them might be superhumans who lost their powers and got the opportunity to get them back through the Order.

ANTHEM

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

DOING THE NEXT RIGHT THING
FORMER ALCOHOLIC CELEBRITY
UNCERTAIN LEADER

Power Sets

SUPERCELL THUNDERSTORM

ELECTRICAL BLAST 10 **SUBSONIC FLIGHT** 8
WEATHER MASTERY 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Unleashed.* Step up or double any SUPERCCELL THUNDERSTORM power for one action. If the action fails, step back that power. Spend a doom die to recover that power.

SFX: *Versatile.* Split WEATHER MASTERY into 2D8 or 3D6 on your next roll.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown SUPERCCELL THUNDERSTORM. Recover that stress or wake up to recover SUPERCCELL THUNDERSTORM. If Mental Trauma is received, shutdown SUPERCCELL THUNDERSTORM until trauma is recovered.

Limit: *Exhausted.* Shutdown any SUPERCCELL THUNDERSTORM power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

COMBAT EXPERT 8 **CRIME EXPERT** 8
PSYCH EXPERT 8

Henry Hellrung

Henry Hellrung was a successful actor, playing Tony Stark in a television version of The Avengers. When he descended into alcoholism, his career came to a crashing halt. He was hand-picked by Tony Stark to become part of the Initiative after Henry was Tony's sponsor in Alcoholics Anonymous. Henry was given the powers of a supercell thunderstorm, and a new lease on life.



ARALUNE

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

FORMER TEEN POP STAR
UNREALISTIC BODY IMAGE
WHATEVER YOU WANT TO BE

Power Sets

METAMORPH
MIMIC 10 **SHAPESHIFTING** 10
SUBSONIC FLIGHT 8

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from physical or energy attacks.

SFX: *Multipower.* Add more than one METAMORPH power die to a pool. Step back each METAMORPH power die in that pool once for each die beyond the first.

Limit: *Exhausted.* Shutdown any METAMORPH power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

ACROBATIC EXPERT 8 **COMBAT EXPERT** 8

Rebecca "Becky" Ryan

As a child, Becky Ryan participated in beauty pageants, before becoming a pop star. Struggling with overbearing parents as well as bulimia, she jumped at the chance to become a super hero, no longer forced to be who others want her to be. Now able to gain any power she can imagine, she happily embraces her role as a super hero within the 50 State Initiative.



CALAMITY

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

BRILLIANT ENGINEER
FORMER STAR ATHLETE
MOST LIKELY TO SUCCEED

Power Sets

SUPER-SPEED

ENHANCED STAMINA 8 **FLIGHT** 6
SUPERHUMAN REFLEXES 10 **SUPERHUMAN SPEED** 10

SFX: *Burst of Speed.* Against a single target, step up or double a SUPER-SPEED die. Remove the highest rolling die and use three dice for the total.

SFX: *Strike Zone.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

Limit: *Exhausted.* Shutdown any SUPER-SPEED power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

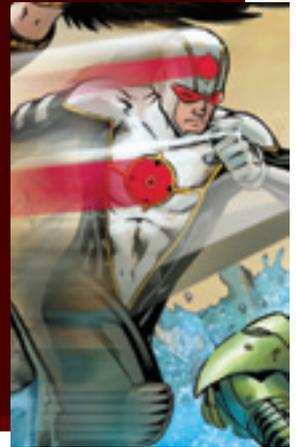
Limit: *Overspent.* Change any SUPER-SPEED power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

BUSINESS EXPERT 8 **COMBAT EXPERT** 8
TECH MASTER 10

James Wa

The son of a Japanese baseball player, James Wa found himself carrying on his father's dream in California. In college, James was a track and field star, gaining great accolades, until the day a drunk driver struck him. James lost his legs, then pursued a degree in engineering. He invented new prosthetic limbs, making him a millionaire. Now able to travel at Mach 3, James is a proud member of The Initiative.



HEAVY

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

HERO TRAINER
NAVY TACTICIAN
RELENTLESS

Power Sets

CONTAINMENT SUIT
ENHANCED STAMINA 8 **SUBSONIC FLIGHT** 8
SUPERHUMAN DURABILITY 10 **SUPERHUMAN STRENGTH** 10

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from lack of air or airborne pathogens and toxins.

SFX: *Poseidon's Power.* Against a single target, step up or double a CONTAINMENT SUIT die. Remove the highest rolling die and use three dice for the total.

SFX: *Versatile.* Replace SUPERHUMAN STRENGTH die with 2D8 or 3D6 on your next roll.

Limit: *Containment Breach.* Shutdown a CONTAINMENT SUIT power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

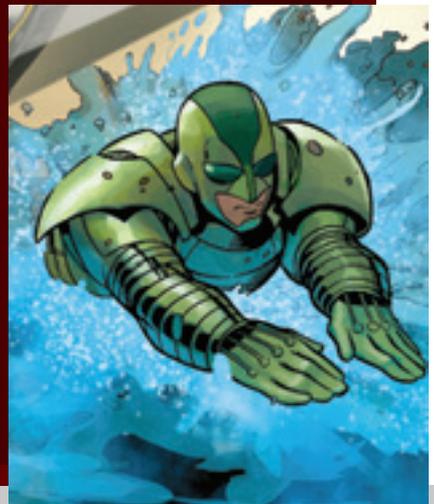
Limit: *Tech Dependency.* If one or more CONTAINMENT SUIT powers are shutdown, step up physical stress or add D6 physical stress to add a die to the doom pool equal to your new physical stress.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8
PSYCH EXPERT 8 **VEHICLES EXPERT** 8

Dennis Michael Murray

Assigned to protect Tony Stark, Navy Warrant Officer Dennis Murray was left quadriplegic after an explosion. Although Stark survived, Murray's career was over. When Stark moved ahead with the Order as California's Initiative team, he recruited Murray and provided him with a special containment suit that allows him full mobility and seismic-level strength. Murray is now the team's field sergeant and training specialist.



HERA

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

ALWAYS INFORMED
MISSION CONTROL
QUICK-THINKING

Power Sets

TELEPRESENCE ENHANCEMENTS

CYBERNETIC SENSES 10 **ENHANCED SENSES** 8

SFX: *Analytical Oversight.* If a pool includes a TELEPRESENCE ENHANCEMENTS power, spend a doom die to reroll.

SFX: *Mainline the Dataspine.* When using a TELEPRESENCE ENHANCEMENTS power to create information-based assets, add a D6 and step up the effect die.

Limit: *Gear.* Shutdown TELEPRESENCE ENHANCEMENTS to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover TELEPRESENCE ENHANCEMENTS.

Specs

BUSINESS EXPERT 8 **PSYCH EXPERT** 8
TECH EXPERT 8

Virginia "Pepper" Potts-Hogan

Pepper Potts started out in the secretarial pool of Stark Industries but swiftly became an essential figure in Tony Stark's life, thanks to her attention to detail and take-no-prisoners professionalism. She married Stark's long-time assistant, chauffeur and bodyguard Happy Hogan, but was recently widowed. When Stark set up the Order in California, he made Pepper his mission specialist, with access to his vast network of satellites and communications hubs. As Hera, Pepper monitors, directs, and supplies objectives and information to the Order's field team from afar.



MULHOLLAND BLACK

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

M-DAY SURVIVOR
REBEL ANGELINO
STREET-TOUGHENED

Power Sets

POWER MALLET

FLIGHT 6 **WEAPON** 8

SFX: *Psychokinetic Fuel.* When using a POWER MALLET power in the same pool as KINETIC BLAST, add a D8 and step up the effect die.

Limit: *Gear.* Shutdown POWER MALLET to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover POWER MALLET.

URBAN PSYCHOKINETIC

KINETIC BLAST 8 **MYSTIC SENSES** 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *L.A. Story.* When using MYSTIC SENSES to create historical or information-based assets, add a D6 and step up the effect die.

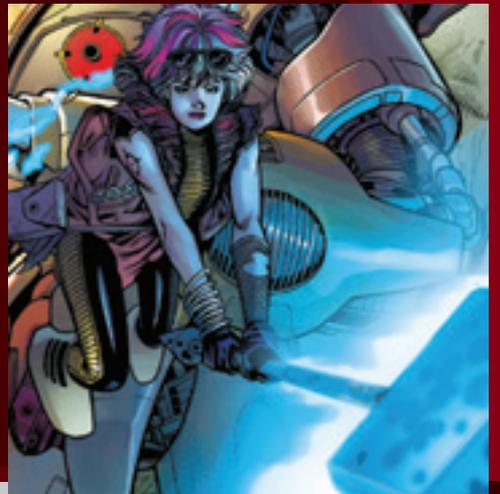
Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown URBAN PSYCHOKINETIC. Recover that stress or wake up to recover URBAN PSYCHOKINETIC. If emotional trauma received, shutdown URBAN PSYCHOKINETIC until trauma recovered.

Specs

CRIME EXPERT 8

Mulholland "Holly" Black

Young mutant Mulholland Black was the daughter of two drug-addicted grunge musicians, orphaned after her parents overdosed. She has an almost mystical connection to the population of any city she is in, picking up on psychic impressions and using it to power her psychokinetic talents. She lost her powers after M-Day, but after signing up to join the Order, she had them restored through nanotechnology and bears a huge hammer with which she can channel her abilities.



SUPERNAUT

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

ONCE A MARINE, ALWAYS A MARINE
PUBLIC SPEAKER
WAR HERO

Power Sets

CYBERNETIC SUIT

SUBSONIC FLIGHT 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STRENGTH 10 **ENHANCED SENSES** 8
WEAPONS SYSTEM 10

SFX: Kill Zone. Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: Weapons Lock. Against a single target, step up or double a WEAPONS SYSTEM die. Remove the highest rolling die and use three dice for the total.

Limit: Lost Signal. Shutdown CYBERNETIC SUIT to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover CYBERNETIC SUIT.

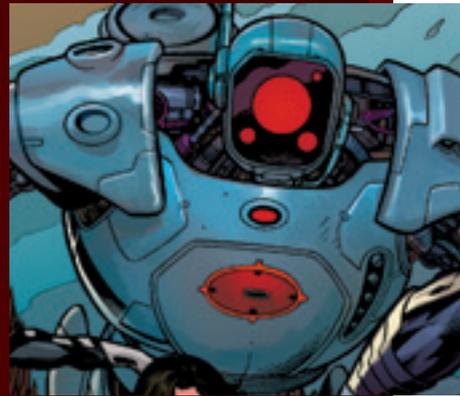
Limit: Neural Feedback. Change any CYBERNETIC SUIT power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

COMBAT EXPERT 8 **TECH EXPERT** 8

Sgt. Milo Fields

While delivering humanitarian aid to Somalia, Sergeant Milo Fields was taken hostage. Once released, his story was made into a film, which glamorized the incident. Milo spoke out against the depiction and was shot in the spine at a rally. When the call went out for civilians to join The Initiative, Milo volunteered, hoping once more to serve his country.



VEDA

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

FORMER ACTION MOVIE STAR
MOTHERLY ATTACHMENT
PHILANTHROPIST

Power Sets

EARTH MOTHER

EARTH CONTROL 8 **ENHANCED SENSES** 8
FLIGHT 6 **GOLEMS** 6 6 6
SUPERHUMAN STRENGTH 10 **SUPERHUMAN DURABILITY** 10

SFX: Arise, My Children. Activate an opportunity and spend a doom die to add a D6 to GOLEMS.

SFX: Feat of Clay. When using an EARTH MOTHER power to create assets, add a D6 and step up the effect die.

SFX: Many Hands Make Light Work. Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: Multipower. Add more than one EARTH MOTHER power die to a pool. Step back each EARTH MOTHER power die in that pool once for each die beyond the first.

Limit: Mob Cohesion. GOLEMS may be targeted individually or by Area Attack SFX. D8 physical stress inflicted removes a die from GOLEMS power. Recover GOLEMS power after a Transition Scene.

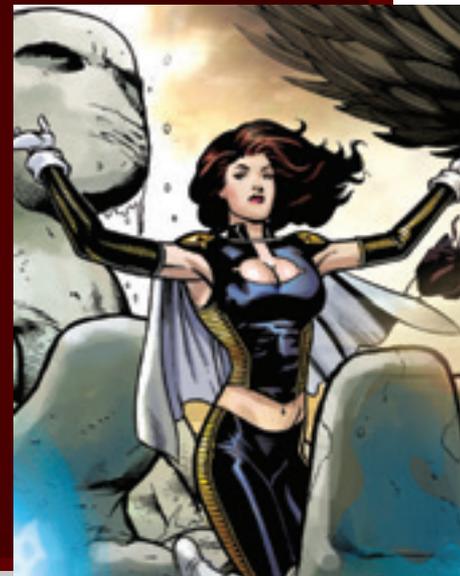
Limit: I Felt That. When a GOLEMS die is removed, step up emotional stress to step up the lowest die in the doom pool or add a D6 doom die.

Specs

BUSINESS EXPERT 8 **COMBAT MASTER** 10

Magdalena "Maggie" Marie Neuntauben

Unable to have children of her own, Maggie Neuntauben pursued a life of charity. She used the money she made from starring in action films to help build orphanages and youth programs. Given the opportunity to become part of The Initiative, she now has the power to summon golems out of any organic matter, thinking of them as her children.





KITSON
WHITE
07

FOCUS ON: PSIONEX

The result of extensive experimentation by the Genetech Corporation to create a new race of superhumans, the members of Psionex have clashed with the New Warriors several times, rebelled against their makers, and skirted the line between hero, villain, and “just trying to get by.”

As former foes of the New Warriors, Psionex have an uncomfortable, if tenuous, connection to the events that kick-started Civil War. The last time they were assembled as a team—though operating on the right side of the law, even if their methods were a little extreme—a young boy died during one of their battles. The parallels with the Stamford tragedy are obvious.

While Psionex was ultimately cleared of responsibility in the child’s death, it was still enough to make them go their separate ways. They would have likely stayed retired, but Baron Zemo and his Thunderbolts captured them and offered a simple choice: join the Thunderbolts or face jail time, either for previous crimes or for refusing to register. Faced with that “choice,” Psionex became an active part of the Thunderbolts and, with the advent of the 50-State Initiative, the official super team of Maryland.

Psionex’s leader, Henrique Gallante, is a young mutant with the ability to channel Darkforce energy and the second to use the name **Asylum**. **Pretty Persuasions** is an exotic dancer named Heidi Franklin; she can amplify others’ desires and manifest a whip formed of raw psionic energy. **Impulse**, a violent, blood-thirsty former gang-member named Dwight Hubbard, was granted enhanced speed, reflexes, and healing powers. **Mathematic**, AKA Thomas Sorenson, can manipulate and project mathematical calculations to disable his enemies or manipulate physical constants. Finally, **Coronary**, former medical student James Sharp, can alter his enemies’ biological functions and even his own crystalline body structure.

Playing an Event focusing on Psionex heroes may slant toward themes like redemption and the past coming back to haunt you. All of the members have made terrible mistakes in their lives and none of them are exactly mentally stable.

ASYLUM

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

GATEWAY TO DARKNESS
I'VE DONE EVIL THINGS
REFORMED VILLAIN

Power Sets

LIVING DARKNESS

DARKFORCE MASTERY 10 **SUPERHUMAN DURABILITY** 10
TELEPORT 10

SFX: *Dark Wrath.* Step back the highest die in an attack action pool to add a D6 and step up emotional stress inflicted.

SFX: *Darkness Grows.* Add more than one LIVING DARKNESS power die to a pool. Step back each LIVING DARKNESS power die in that pool once for each die beyond the first.

SFX: *Your Darkest Fears.* On any successful action that includes both TELEPORT and DARKFORCE SUPREMACY, step up emotional stress inflicted.

Limit: *Growing Dread.* If a pool includes a LIVING DARKNESS power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a D6 doom die.

Specs

COMBAT EXPERT 8 **MYSTIC MASTER** 10

Henrique Manuel Gallante

Raised by alcoholic and abusive parents, Henrique Gallante snapped, manifesting his mutant power of tapping into the Darkforce Dimension. Going on a dangerous rampage, Henrique was known for a time as Darkling, nearly pulling Manhattan into the Darkforce dimension. The heroes of the city stopped him, showing him the error of his ways. Recently however, Henrique accidentally killed a young child by sucking him into the Darkforce, and has turned himself in to authorities.



CORONARY

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

ECO-TERRORIST
MEDICAL STUDENT
SADIST

Power Sets

METABOLIC DISRUPTION
ENHANCED DURABILITY 8 **INTANGIBILITY** 6
METABOLIC CONTROL 10 **SHAPESHIFTING** 6
STRETCHING 8

SFX: *Dangerous.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Healing.* Add METABOLIC CONTROL to a dice pool when helping others recover stress. Spend a doom die to recover your own or another's physical stress or step back your own or another's physical trauma.

Limit: *Breakable.* When you take physical trauma, gain a SHATTERED INTO PIECES complication equal to the trauma taken to add a die to the doom pool equal to the trauma taken.

Limit: *Exhausted.* Shutdown any METABOLIC DISRUPTION power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

CRIME EXPERT 8 **MEDICAL EXPERT** 8

James Sharp

James Sharp was a medical student who turned himself over to Genetech to be experimented on. He was given the power to control the metabolism of himself and others. With his own body, he can change his body mass, shift through walls and stretch to great lengths. In others, he can cause vomiting, muscle spasms and even heart attacks. In a battle against the New Warriors, he was dropped by Namorita and shattered on impact. He has since pulled himself back together, and continues his terrorist ways.



IMPULSE

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

DOUBLE-CROSSER
FORMER GANG MEMBER
SARCASTIC SENSE OF HUMOR

Power Sets

SPEEDSTER

ARM BLADES 6 **ENHANCED STAMINA** 8
SUPERHUMAN REFLEXES 10 **SUPERHUMAN SPEED** 10

SFX: *Multipower.* Add more than one SPEEDSTER power die to a pool. Step back each SPEEDSTER power die in that pool once for each die beyond the first.

SFX: *Poison-Tipped Blades.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Exhausted.* Shutdown any SPEEDSTER power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Limit: *Gear.* Shutdown ARM BLADES to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

COMBAT EXPERT 8 **CRIME EXPERT** 8

Dwight Hubbard

Growing up in a violent gang, Dwight Hubbard agreed to allow Genetech to perform dangerous experiments on him to grant him super-speed. He assisted Psionex in capturing the New Warriors, and soon after escaped Genetech with his teammates. During a battle with Terrax, his spine was shattered, but he has since recovered and runs alongside his old teammates.



MATHEMANIAC

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

ARROGANT
MATHEMATICAL GENIUS
UNIVERSITY STUDENT

Power Sets

NUMBERS, NUMBERS, NUMBERS!

PSYCHIC BLAST 10 **TELEPATHY** 8

SFX: *Overwhelm.* Against a single target, step up or double PSYCHIC BLAST die. Remove the highest rolling die and use three dice for the total.

SFX: *Show Your Math.* Step back the highest die in an attack action pool to add a D6 and step up mental stress inflicted.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown NUMBERS, NUMBERS, NUMBERS! Recover that stress or wake up to recover NUMBERS, NUMBERS, NUMBERS! If mental trauma is received, shutdown NUMBERS, NUMBERS, NUMBERS! until trauma is recovered.

Specs

COSMIC EXPERT 8 **SCIENCE MASTER** 10
PSYCH EXPERT 8

Thomas Sorenson

An M.I.T. college student, Thomas Sorenson agreed to become a part of Genetech's superhuman experiment project. Given psychic powers, Mathemaniac can overwhelm an individual's mind with mathematical facts and formulas, crippling their thought processes. With this power and his mathematical knowledge, Mathemaniac is able to understand the fundamental forces of the universe, performing precise calculations at amazing speeds.



PRETTY PERSUASIONS

Heidi P. Franklin

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

EXOTIC DANCER
FOUL MOUTHED
MENTALLY UNSTABLE

Power Sets

PSYCHIC PLEASURE

MIND CONTROL 10 **PSYCHIC RESISTANCE** 8
PSYCHIC WHIP 8 **TELEPATHY** 10

SFX: *Psychic Weapons.* Step back the highest die in an attack action pool to add a D6 and step up emotional stress inflicted.

SFX: *Someone's Been Naughty.* Spend a doom die to force an opponent to use a Distinction at D4 on their next roll for no PP gain.

Limit: *Exhausted.* Shutdown any PSYCHIC PLEASURE power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
PSYCH EXPERT 8

Heidi Franklin was an exotic dancer, hired by Genetech to undergo a series of experiments that gave her powerful psychic powers. Now able to stimulate the pleasure centers of an individual's brain, she can cripple someone with ecstasy. In addition, she is capable of generating weapons of psychic energy. A cruel and sadistic woman, she derives pleasure from seeing others in pain.





FOCUS ON: THE RANGERS

Until recently, the Rangers were less of a team and more a loose coalition of heroes from across the American Southwest. Even their formation was an accident. During one of Hulk's rampages, Rick Jones sent a distress call meant for the Avengers, but they never received it. Instead, five local super heroes intercepted the call and responded individually.

After the battle—in which the heroes helped Hulk defeat the Corruptor—Texas Twister proposed that the five work together to combat threats to the American Southwest. While they all agreed to the idea, the vast distances between their home bases meant they rarely operated as a team, until the 50-State Initiative recruited them to serve as the official super hero team for the state of Texas.

The original Rangers roster consisted of **Texas Twister**, AKA rodeo performer Drew Daniels, who can psychokinetically generate tornado-force wind. His partner and lover—Victoria Starwin—is **Shooting Star**, whose custom six-shooters fire paralyzing star-shaped bullets. Bonita Juarez as **Firebird** provides long-range support with her pyrokinetic abilities and limited precognition, while **Red Wolf** handles close combat with his superhuman strength and heightened senses, gifts William Talltrees gained from the wolf spirit Owayodata. Finally, Hamilton Slade can call upon the ghosts of his ancestors to possess him as the third **Phantom Rider**—granting him the ability to turn intangible and fly, as well as summon ghostly revolvers, lariats, and a phantom horse called Banshee.

With the Rangers' formal re-activation as the official super hero team for Texas, two new members have joined the group: **Armadillo**, AKA Antonio Rodriguez, is a reformed villain with superhuman strength and durability, as well as massive claws that can shred nearly anything. **Living Lightning**, former Avenger Miguel Santos, can transform himself into sentient electricity, but he has to wear a special containment suit to maintain his solid, human form.

The Rangers are largely untested, a theme to be explored when casting them in an Event. While five of them have known each other for some time, the whole group has never operated consistently as a team. Figuring out how all of their personalities and egos fit together, especially with a former villain like Armadillo in the group, can provide plenty of fodder for stories.

ARMADILLO

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

ANGER ISSUES
MONSTROUS APPEARANCE
TRYING TO MAKE IT RIGHT

Power Sets

ARMORED BODY

BURROWING 8 **SUPERHUMAN DURABILITY** 10
SUPERHUMAN STAMINA 10 **SUPERHUMAN STRENGTH** 10

SFX: *Claws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Invulnerability.* Spend a doom die to ignore physical stress or trauma.

Limit: *Hair-Trigger Temper.* Step up emotional stress from opponents hurling insults or mocking to step up the lowest die in the doom pool or add a D6 doom die.

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. His most recent attempt comes as a result of spending some time incarcerated in the Raft; he has registered under the SHRA and joined the Avengers Initiative program, based in Texas.



FIREBIRD

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

DEVOUT CATHOLIC
PART-TIME HERO
SKILLED COUNSELOR

Power Sets

FIRE GENERATION

FIRE BLAST 10 **FIRE MASTERY** 10
SUPERSONIC FLIGHT 10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Boost.* Shutdown your highest-rated FIRE GENERATION power to step up another FIRE GENERATION power. Spend a doom die to recover that power.

Limit: *Exhausted.* Shutdown any FIRE GENERATION power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

GUARDIAN ANGEL

ENHANCED DURABILITY 8 **ENHANCED SENSES** 8
MAGIC RESISTANCE 10 **SUPERHUMAN STAMINA** 10

SFX: *Immunity.* Spend a D6 from the doom pool to ignore stress, trauma, and complications caused by poison, heat, radiation, disease, or vacuum.

SFX: *Precognition.* If a pool includes a GUARDIAN ANGEL power, spend a doom die to reroll.

Limit: *Spiritual.* Step up emotional stress inflicted by crises of faith to step up the lowest die in the doom pool or add a D6 doom die.

Specs

PSYCH MASTER 10 **MYSTIC EXPERT** 8

Bonita Juarez

Gaining superhuman powers from a radioactive meteorite, Bonita Juarez took the incident as divine intervention and became the super hero Firebird. She helped found the Rangers and later joined the Avenger's West Coast branch, where she had a brief romantic relationship with Henry Pym (Yellowjacket). During this time Bonita went by the name La Espirita, but is now Firebird again. In addition to her powers, Firebird is an impressive counselor, helping various heroes with emotional crises, including even the mighty Thor.



LIVING LIGHTNING

Miguel Santos

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

DEDICATED
PART-TIME HERO
TROUBLED PAST

Power Sets

ELECTRIC PLASMA FORM

ELECTRIC BLAST 10 **ELECTRIC CONTROL** 8
INTANGIBILITY 10 **SPACE FLIGHT** 12
SUPERHUMAN DURABILITY 10

SFX: Absorption. On a successful reaction against an electricity-based action, convert opponent's effect die into an ELECTRIC PLASMA FORM stunt or step up an ELECTRIC PLASMA FORM power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

SFX: Invulnerable. Spend a doom die to ignore physical stress or trauma unless caused by psychic or magic attacks.

SFX: Multipower. Add more than one ELECTRIC PLASMA FORM power die to a pool. Step back each ELECTRIC PLASMA FORM power die in that pool once for each die beyond the first.

Limit: Containment Suit. Change any ELECTRIC PLASMA FORM power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

COSMIC EXPERT 8 **TECH EXPERT** 8

Young Miguel Santos' father was part of the Legion of Living Lightning, an extremist group who sought power by controlling the Hulk. After his father's death, Miguel broke into the Legion's headquarters to learn more. An accident during the break-in transformed him into a being of pure energy. Briefly a misguided and confused villain, he reformed with the help of the West Coast Avengers. Joining the team, Miguel worked with them until eventually resigning to finish school.



PHANTOM RIDER

Hamilton Slade

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

MYSTERIOUS
SKILLED ARCHEOLOGIST
SON OF THE SPIRITS

Power Sets

SPIRIT OF THE RIDER

AIRWALKING 8 **ENHANCED SENSES** 8
INVISIBILITY 8 **INTANGIBILITY** 10
WEAPON 8

SFX: *Banshee.* Step up or double AIRWALKING for the rest of the scene, then step back to D6 for next Action Scene. Recover with an opportunity.

SFX: *Ghostly Six-Guns.* Add a doom die to a SPIRIT OF THE RIDER attack action to keep an extra die for the total.

SFX: *Mystic Lariat.* When creating entangling or immobilizing complications, add a D6 and step up the effect die.

SFX: *Spirit Senses.* If a pool includes a SPIRIT OF THE RIDER power, spend a doom die to reroll.

Limit: *Haunted.* Change any SPIRIT OF THE RIDER power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

COMBAT EXPERT 8 **MENACE EXPERT** 8
MYSTIC EXPERT 8 **VEHICLE EXPERT** 8

Archeologist Hamilton Slade discovered the ability to channel his ancestor's spirit, the Western hero Phantom Rider (Carter Slade). Becoming the fifth and current Phantom Rider, Slade first aided Ghost Rider and later joined the Rangers. Briefly driven mad by the ghost of the third Phantom Rider (Lincoln Slade), he fought the Avengers. However, he has since recovered and is again a hero. In addition to ghostly powers and ethereal Western weapons, Phantom Rider can summon Banshee, the spirit of the original's faithful steed.



RED WOLF

Affiliations

SOLO 6
BUDDY 8
TEAM 4

Distinctions

CHAMPION OF THE WOLF GOD
PROUD CHEYENNE
SKILLED TRACKER

Power Sets

CHOSEN OF OWAYODATA

ENHANCED DURABILITY 8 **ENHANCED REFLEXES** 8
ENHANCED SENSES 8 **ENHANCED STAMINA** 8
ENHANCED STRENGTH 8

SFX: *Focus.* If a pool includes a CHOSEN OF OWAYODATA power, replace two dice of equal size with one stepped-up die.

SFX: *Lobo.* Spend a D6 from the doom pool to step up a MYSTIC Resource during a Transition Scene. Activate an opportunity to do this during an Action Scene.

Limit: *Tribal Champion.* Step up emotional stress inflicted by the Cheyenne people, ancestors, or their gods to step up the lowest die in the doom pool or add a D6 doom die.

CEREMONIAL WEAPONS

WEAPON 8

SFX: *Coup Stick.* Add a D6 to an attack and step up physical stress inflicted. If the target is stressed out from the attack, they take no trauma.

SFX: *Tomahawk.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown WEAPON to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover WEAPON.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
COVERT EXPERT 8 **MENACE EXPERT** 8
MYSTIC EXPERT 8

William Talltrees

After his tribal-elder father's murder by industrialist Cornelius Van Lunt, Will Talltrees swore vengeance. Granted powers by the wolf god, Owayodata, Talltrees became Red Wolf, champion of the Cheyenne. After stopping Van Lunt, Red Wolf continued seeking justice and protecting his people, both alone and alongside the Avengers and the Defenders and as a member of the Rangers. His pet wolf, Lobo, accompanies him. He also served with James Rhodes (War Machine) while in the US Marines.



SHOOTING STAR

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

ADVENTURING HEIRESS
MASTER MARKSWOMAN
RODEO PERFORMER

Power Sets

STAR SHOOTERS

ENHANCED REFLEXES 8 **WEAPON** 8

SFX: *Draw!* On a reaction against a ranged attack action, inflict physical stress with the effect die. Spend a doom die to step it up.

SFX: *Paralysis Pellets.* When inflicting a paralysis complication on a target, add a d6 and step up the effect die.

SFX: *Trickshooting.* Spend a d6 from the doom pool to double or step up a STAR SHOOTERS stunt.

Limit: *Gear.* Shutdown a STAR SHOOTERS power to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover that power.

Specs

ACROBATICS EXPERT 8 **BUSINESS EXPERT** 8
COMBAT EXPERT 8 **VEHICLES EXPERT** 8

Victoria Star

Using special guns and gyrojet boots provided by her wealthy father, Victoria Star set out to become a famous rodeo performer and celebrity. Taking the name Shooting Star, she used her skills as a trick-shooter and acrobat to wow crowds and periodically perform super heroics. Meeting her future partner and lover Texas Twister, the pair joined the supergroup the Rangers. Since then, Shooting Star has battled demons, super villains, and even a rampaging Hulk.



TEXAS TWISTER

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

BRASH TEXAN
EX-S.H.I.E.L.D. SUPER-AGENT
MODERN COWBOY

Power Sets

HUMAN TORNADO

AIR BLAST 8 **AIR CONTROL** 8
ENHANCED REFLEXES 8 **ENHANCED DURABILITY** 8
FLIGHT 6

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Reap the Whirlwind.* On a reaction against a close combat attack action, inflict physical stress with the effect die. Spend a doom die to step it up.

SFX: *Summon Twister.* When using AIR CONTROL to create assets, add a d6 and step up the effect die.

SFX: *Yee-hah!* Step up or double any HUMAN TORNADO power for one action. If the action fails, step back that power. Activate an opportunity to recover that power.

Limit: *Exhausted.* Shutdown any HUMAN TORNADO power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
VEHICLE EXPERT 8

Drew Daniels

Texas-born ranch hand Drew Daniels manifested powers as a result of dual exposure to extreme radiation and tornado winds. Rejecting membership with the Frightful Four, Drew joined S.H.I.E.L.D.'s Super-Agent program as the Texas Twister. Leaving S.H.I.E.L.D., he began a romantic and professional partnership with Shooting Star and eventually joined the superteam the Rangers. Recently, Drew's powers got out of hand when he was drunk, and he's now working to repay the damage he caused.



FOCUS ON: THE SHADOW INITIATIVE

Thunderbolts
p. FS50

If you want to go the black ops route with your post-Civil War game, have the players take on the role of the Shadow Initiative. This team, organized and trained in secret and working directly for Henry Peter Gyrich, takes care of business out of the public eye and with full deniability. The team shares some things in common with the **Thunderbolts** but is less about giving criminals a way to pay off their sentences, and more about using some of the most deadly covert superhumans as government agents.

Shadow Initiative members might include **Bengal**, **Constrictor**, the mysterious **Mutant Zero** (AKA Typhoid Mary), and any Camp Hammond recruit who shows promise as a black ops agent, especially those who don't pass muster as public heroes.

BENGAL

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

FIERCE AS A TIGER
SEEKING PEACE
VENGEFUL PAST

Power Sets

INTENSE TRAINING

ENHANCED REFLEXES 8 **ENHANCED SENSES** 8
ENHANCED STAMINA 8

SFX: *Driven.* Step up the higher of mental or emotional stress to step back physical stress.

SFX: *Focus.* If a pool includes an INTENSE TRAINING power, replace two dice of equal size with one stepped-up die.

SFX: *Tiger's Grace.* If a pool includes an INTENSE TRAINING power, spend a doom die to reroll.

Limit: *Exhausted.* Shutdown any INTENSE TRAINING power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

MARTIAL ARTS WEAPONS

ENHANCED DURABILITY 8 **WEAPON** 8

SFX: *Sai.* When inflicting a disarming or weapon-binding complication on a target, add a D6 and step up the effect die.

Limit: *Gear.* Shutdown a MARTIAL ARTS WEAPONS power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

ACROBATICS EXPERT 8 **COMBAT MASTER** 10
COVERT EXPERT 8 **MENACE EXPERT** 8

Duc No Trahn

Witnessing his village's destruction, young Duc No Trahn swore revenge. Training for years, he came to the West as Bengal, hunting those he blamed for the atrocity. On his quest Bengal has faced Daredevil, Red Wolf, Shang Chi, and the New Warriors. He also worked briefly for Tombstone. Bengal has since married and is trying to give up vengeance and find peace. His favorite weapons are two custom sai-like weapons with retractable blades.



CONSTRUCTOR

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

GOING STRAIGHT
GUILT-RIDDEN
S.H.I.E.L.D. VETERAN

Power Sets

VIBRANIUM COILS

ELECTRIC BLAST 8 **STRETCHING** 8

SUPERHUMAN DURABILITY 10

SFX: *Cybernetic Controls.* Against a single target, step up or double a VIBRANIUM COILS die. Remove the highest rolling die and use three dice for the total.

SFX: *Grapple.* When inflicting a grappling complication on a target, add D6 and step up the effect die.

SFX: *Vibranium Absorption.* On a successful reaction against a sonic-based attack action, convert opponent's effect die into an ELECTRIC BLAST stunt or step up ELECTRIC BLAST until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

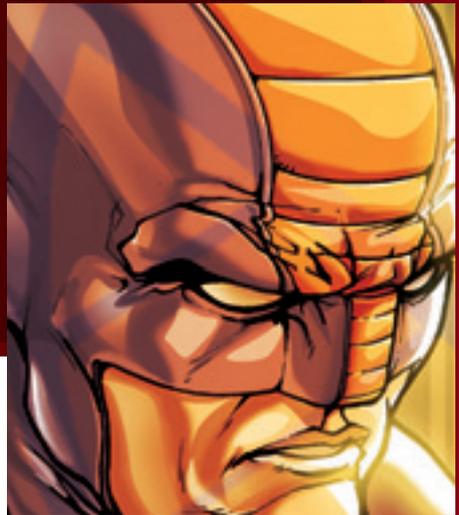
Limit: *Feedback.* Step up stress from electricity or shutdown VIBRANIUM COILS to step up the lowest die in the doom pool or add a D6 doom die .

Specs

COMBAT EXPERT 8 **COVERT EXPERT** 8
CRIME EXPERT 8

Frank Payne

Former S.H.I.E.L.D agent Frank Payne became the Constrictor after going rogue during an undercover operation as a costumed villain. A villain-for-hire, he has unsuccessfully tried to reform numerous times. After an encounter with heroes Hercules and Nighthawk, he decides to give it another shot. Currently working with the Initiative as a covert operative and instructor, he's hoping he can finally stay on the right side of the law this time. Frank is also estranged from his daughter, Mia, which he deeply regrets.



MUTANT ZERO

Affiliations

SOLO 8
BUDDY 4
TEAM 6

Distinctions

FRACTURED PSYCHE (plus two others)
 Mutant Zero: **MYSTERIOUS OPERATIVE**,
PRECARIOUS INTEGRATION
 Mary: **PACIFIST**, **TIMID**
 Typhoid: **ADVENTUROUS**, **LUSTFUL**
 Bloody Mary: **MAN-HATER**, **SADISTIC**

Power Sets

BATTLE ARMOR

ENHANCED DURABILITY 8 **ENHANCED STRENGTH** 8
WEAPON 8

SFX: *Blades.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted..

Limit: *Gear.* Shutdown a BATTLE ARMOR power to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover that power.

LOW-LEVEL PSYCHIC

FIRE CONTROL 8 **MIND CONTROL** 6

TELEKINETIC CONTROL 8

SFX: *Crazy Deadly.* At no cost, add existing mental stress to any pool including a Low-LEVEL PSYCHIC power. After that roll, step up mental stress.

SFX: *Multipower.* Add more than one Low-LEVEL PSYCHIC power die to a pool. Step back each power die in that pool once for each die beyond the first.

Limit: *Dissociative Identity.* If stressed out from emotional stress, revert to Mary Distinctions and shutdown Low-LEVEL PSYCHIC. Recover your emotional trauma to recover Low-LEVEL PSYCHIC.

Limit: *Mutant.* When affected by mutant-specific complication or tech, step up the lowest die in the doom pool or add a d6 doom die.

Specs

ACROBATIC EXPERT 8 **COMBAT EXPERT** 8
COVERT EXPERT 8 **MENACE EXPERT** 8

Mary Walker

In exchange for help integrating her four split personalities, Mary Walker joined the Initiative. A long-time foe and would-be lover of Daredevil, the villain commonly known as Typhoid Mary has often worked for the Kingpin against the hero. Mutant Zero's therapy is ongoing and incomplete, causing her to be sent only on the most vital missions, lest the stress of battle trigger a relapse.





THE THUNDERBOLTS

Founded by Baron Helmut Zemo, the Thunderbolts began as super villains masquerading as heroes, hoping to gain—and later exploit—the trust of the super hero community. By the time the Civil War broke out, they were striving to become legitimate heroes and prove to their former enemies that they had reformed. Songbird led the team in the field, while Zemo acted as a general behind the scenes.

During the Civil War, Pro-Registration leadership recruited the Thunderbolts to capture the super villains that were running rampant while the heroes fought one another. Operation: Justice Like Lightning—a plan to control these villains and use them as Pro-Registration forces—was enacted. The operation recruited villains and unregistered heroes who would willingly work with the original Thunderbolts as well as some unpredictable and dangerous individuals who may not have been as eager to join. These loose cannons were controlled only by nanite countermeasures meant to keep them from disobeying their orders or being too violent.

As the 50-State Initiative picks up steam, the Thunderbolts come fully under the control of the Committee on Superhuman Affairs. The team—now with only Songbird, Swordsman, and the Radioactive Man remaining—relocates to Thunderbolts Mountain in Colorado. Penance, Moonstone, Venom, and Bullseye join their ranks, though Bullseye's involvement isn't publically known. This new team also has a new director—Norman Osborn, the former Green Goblin. To maintain a good public image, the C.S.A. keeps the team members imprisoned when they're not in the field and implants chips in all of them. At least, that's what the public thinks. Director Osborn makes whatever deals he pleases to get the recruits he wants on the team.





SIGNING UP FOR THE THUNDERBOLTS ARMY

Any villain at large could end up in the Thunderbolts army, though few join entirely of their own free will. When the Thunderbolts capture a villain during the Civil War, they're given the choice to either join and have a chance at redemption or be incarcerated in Project 42. Villains who choose to join are trained by the veteran Thunderbolts in New Mexico, where they're taught to work as a team and become more than petty crooks before being stationed at Thunderbolts Mountain. While many of these recruits truly want to become legitimate heroes and not just government-controlled lackeys, the Pro-Registration forces insist that all villains in the Thunderbolts army be restrained with countermeasures.

These countermeasures include heavy surveillance and implants that can rein in even the most violent and unpredictable members of the army. Initially, the implant was a subdermal phase-shift locator created by the Fixer. A nanite chain later replaced the locator, with the capacity to electrocute and incapacitate its host. Of course, neither of these countermeasures alters the recipient's thought processes or prevents violent behavior. They can be used only after the Thunderbolt gets out of hand, so a villain could cause pretty devastating damage before being stopped.

Each villain who serves for the required amount of time—a year in most cases—might receive a full or partial pardon for past crimes, a new identity to assume after dismissal, or monetary compensation often measuring in the millions.

After the Civil War, when the team moves to Colorado, only a small number of the army are kept on as the public face of the team. If your group plays up to this point as Thunderbolts, they may become that new team. Membership is based both on a villain's record in the field and the peculiar preferences of Norman Osborn. As such, it's never certain who could end up going to Thunderbolts Mountain. By this time, the team's greater purpose has all but disappeared, replaced by Osborn's relentless self-promotion and drive to get results at any cost.

THUNDERBOLTS UNLOCKABLES AND MILESTONES

Since the Thunderbolts could be playable heroes/villains or work at the beck and call of the Pro-Registration heroes, the unlockables and Milestones below include options for everyone.

THUNDERBOLTS UNLOCKABLES

The heroes don't have all the power, knowledge, and resources. These unlockables let players tap into a share of what the villains have to offer.

- ▶ **[5 XP/10 XP] Unlock a Captured Target:** The Thunderbolts' mission is to recruit villains and to track down unregistered heroes. For 5 XP, the hero can unlock a recently defeated villain as a playable character. For 10 XP, the hero can coerce a defeated unregistered hero to register and become a playable character.
- ▶ **[5 XP/10 XP] Unlock a Thunderbolts Squad:** This unlockable is available to Pro-Registration heroes only. For 5 XP, the hero can call in two villains who have been recruited by the Thunderbolts. The hero can request specific villains, but the two who actually show up depend on availability; the final choice is the Watcher's. They appear as supporting Watcher characters and assist by performing one action each before leaving. For 10 XP, they remain as supporting Watcher characters for the duration of the Scene.
- ▶ **[10 XP] Unlock Lower Security:** This unlockable is available to Thunderbolts members only. Through dependability, negotiation, or outright blackmail, your hero manages to reduce security measures and restrictions. For 10 XP, the hero gets her nanochain removed and can no longer be tracked or electrocuted by it.





THUNDERBOLTS MILESTONES

Some members of the Thunderbolts want to be on the team while others want nothing more than to go back to super-villainy.

Slip the Leash

The C.S.A. has you locked down with a nanochain, but freedom is so close you can taste it. If you find a way to escape, the good life can be yours once again.

- 1 XP** when you use excessive force against a target.
- 3 XP** when you get out of control and a Thunderbolts leader or overseer fires your nanochain.
- 10 XP** when you break free and either return to the life of a super villain or get brought down hard.

Go Straight

You're trying to be the good guy, but it can be hard to walk the line. The instincts that led you to villainy aren't easy to shake, and you have to fight to act the hero.

- 1 XP** when you pull your punches to keep from hurting a target.
- 3 XP** when you betray someone or maim a target.
- 10 XP** when you put your life on the line to protect someone, or you commit a villainous act that gets you kicked off the team.

Dismantle the Thunderbolts

Maybe you're an Anti-Registration hero who doesn't take kindly to killers and thieves working for the government. Or maybe you're just a Thunderbolt who can't stand the way the team's being run. Either way, the Thunderbolts need to go!

- 1 XP** when you get in a fight or disagreement with a Thunderbolt or someone calling the shots for the team.
- 3 XP** when you defeat or otherwise neutralize one of the Thunderbolts.
- 10 XP** when the Thunderbolts capture you, or your actions lead to the team being disbanded.

BARON ZEMO

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

BOUNDLESS AMBITION
LEGACY OF EVIL
MASTER MANIPULATOR

Power Sets

ARISTOCRATIC ARSENAL

ENHANCED DURABILITY 8 **PSYCHIC RESISTANCE** 10
WEAPON 8

SFX: *Adhesive X.* When inflicting binding or entangling complications, add a D6 and step up the effect die.

SFX: *Burst.* Against a single target, step up or double an ARISTOCRATIC ARSENAL die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown an ARISTOCRATIC ARSENAL power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

BORN BETTER

ENHANCED REFLEXES 8 **ENHANCED STAMINA** 8

SFX: *Back-Up Plan.* If a pool includes a BORN BETTER power, spend a doom die to reroll.

SFX: *Focus.* If a pool includes a BORN BETTER power, replace two dice of equal size with one stepped-up die.

Limit: *Pride Goeth...* If a pool includes a BORN BETTER power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Specs

COMBAT EXPERT 8 **COVERT MASTER** 10
CRIME EXPERT 8 **MENACE EXPERT** 8
PSYCH MASTER 10 **SCIENCE EXPERT** 8
TECH EXPERT 8 **VEHICLES EXPERT** 8

Helmut Zemo

The twelfth in the aristocratic line of Zemo, Helmut's father was a Nazi scientist and super villain eventually destroyed by his own evil obsessions. Desiring to carry on the family legacy and surpass his father, Helmut Zemo has worked with the Masters of Evil and the Thunderbolts as part of his plans for world conquest. A tireless schemer, he has suffered defeat and even been believed killed many times, only to return with some new plot.





ACTION: RECRUIT THE VILLAINS

This Action Scene is intended for Thunderbolts team members or allies from the Pro-Registration side who temporarily team up with them. It works best during the Civil War, since the focus after the war is on bringing in the remaining unregistered heroes one by one rather than recruiting more villains, but is just as useful for player Thunderbolts hoping to recruit more team members.

The Thunderbolts get called to capture some villains, but they've come out of the woodwork in two locations at the same time! In Philadelphia, the team has located **Mongoose**. In San Francisco, they face **Eel** and **Porcupine**. They may encounter these villains while out on patrol, or after getting simultaneous notifications from authorities and heading out from base.

Have the heroes split into subteams as they see fit. If they choose to all stay together and head to just one of the cities, they virtually guarantee the other villain or villains will escape. When Mongoose sees the Thunderbolts coming, he takes the fight to a freeway, using his great speed and agility to avoid **SPEEDING CARS**. In San Francisco, Eel and Porcupine get caught at a construction site. If he can, Eel lures the heroes into an incomplete building's **SKELETON FRAME** so he can electrify the girders with his electricity.

The Thunderbolts may want to choose to stress out their opponents with emotional attacks (Moonstone is particularly good at this) and recruit them on the spot. Regardless of their personal feelings, however, Osborn is confident that with the use of nanotech and "counseling" Eel, Mongoose, and Porcupine will be valued additions.

OPTIONS FOR RECRUIT THE VILLAINS

- ▶ Since the Thunderbolts in the comics are already a much larger team than most game groups, another subgroup might be simultaneously fighting the **U-Foes** in Portland. If you want to incorporate some inter-team rivalry, the three groups compete to see who brings in their targets first. Have the third team defeat one of the four U-Foes (Vector, X-Ray, Ironclad, and Vapor) each time a **D10** is added to the doom pool. For U-Foes datafiles, check out the Downloads section at margaretweis.com for the What If? Hulk bonus content!
- ▶ You can swap out these villains as you like. Most of the villains recruited to the Thunderbolts are fairly low on the power scale, but they brought in some heavy hitters like Doctor Octopus and the Wrecker. Any Marvel super villain could become a Thunderbolt. The Raft inmates from **MARVEL HEROIC ROLEPLAYING BASIC GAME** offer some good choices.

EXPANDING CIVIL WAR: THUNDERBOLTS SCENES

Scenes involving the Thunderbolts army can appear on either side of the conflict. Pro-Registration heroes might corral new villains into service while Anti-Registration forces have to deal with attacks by the recruited villains. Alternately, the Thunderbolts could team up with the Anti-Registration forces. Zemo in particular wants to earn the respect of Captain America; he may be willing to join his side in order to redress his past wrongs and legitimize the Thunderbolts team. These Scenes can be included during a Civil War Event at any point, though usually after the Pro-Registration side has experienced some setbacks and turned to the desperate measure of recruiting villains.

EEL

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

MAGGIA MADE MAN
RUTHLESS CRIMINAL
SLIPPERY DECEIVER

Power Sets

EEL SUIT

ELECTRIC BLAST 8 **ENHANCED DURABILITY** 8
ENHANCED SENSES 8 **SWIMMING** 6

SFX: *Electric Field.* On a reaction against a close-combat attack action, inflict physical stress with the effect die. Spend a doom die to step it up.

SFX: *Immunity.* Spend a D6 from the doom pool to ignore stress, trauma, and complications from electrical and grappling attacks.

Limit: *Gear.* Shutdown EEL SUIT to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover EEL SUIT.

Specs

COVERT EXPERT 8 **CRIME EXPERT** 8
TECH EXPERT 8

Edward Lavell

Maggia member Edward Lavell adopted the name of the original Eel (Leopold Stryke) after that man was killed. Using a suit similar in design and function to Stryke's, the new Eel has worked with Hammerhead, Nightshade, and Justin Hammer's version of the Masters of Evil. A career criminal, Lavell is ruthless and deceptive, once befriending a woman just to use her murder to frame fellow criminal, Mr. Hyde. Eel was recently seen working with Porcupine.

MONGOOSE

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

FERAL FIEND
STUBBORN RENEGADE
VENGEFUL

Power Sets

ANIMAL-HUMAN HYBRID

ENHANCED SENSES 8 **SUPERHUMAN REFLEXES** 10
SUPERHUMAN SPEED 10 **SUPERHUMAN STAMINA** 10
SUPERHUMAN STRENGTH 10

SFX: *Blinding Speed.* Against a single target, step up or double an ANIMAL-HUMAN HYBRID die. Remove the highest rolling die and use three dice for the total.

Limit: *Exhausted.* Shutdown any ANIMAL-HUMAN HYBRID power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

GAUNTLET WEAPONRY

ENERGY BLAST 8 **WEAPON** 8

SFX: *Claws.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

Limit: *Gear.* Shutdown GAUNTLET WEAPONRY to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover GAUNTLET WEAPONRY.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
MENACE EXPERT 8

Mongoose

An outcast member of High Evolutionary's New Men, Mongoose is a vicious, twisted mix of animal instincts and darker human impulses. Seeking to prove himself, he attacked Thor. Declaring the thunder god a mortal foe, he's returned time and again. He even nearly killed the hero, saved only by the sacrifice of Thor's ally Eric Masterson (Thunderstrike). Mongoose has since worked with various foes of Thor, including the god Seth.

PORCUPINE

Affiliations

SOLO 4
BUDDY 8
TEAM 6

Distinctions

SOMETHING TO PROVE
TALENTED WEAPONS DESIGNER
VILLAIN-FOR-HIRE

Power Sets

PROTOTYPE BATTLESUIT

ENERGY BLAST 6 **ENHANCED STRENGTH** 8
FLIGHT 6 **SUPERHUMAN DURABILITY** 10
WEAPON 8

SFX: *Barrage.* Against a single target, step up or double a PROTOTYPE BATTLESUIT die. Remove the highest rolling die and use three dice for the total.

SFX: *Quills.* On a reaction roll against a close-combat attack, inflict physical stress with the effect die. Spend a doom die to step up it up.

SFX: *Quill Burst.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted.

Limit: *Technical Failure.* Shutdown a PROTOTYPE BATTLESUIT power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover PROTOTYPE BATTLESUIT.

Specs

SCIENCE EXPERT 8

TECH EXPERT 8

Roger Gocking

The original Porcupine (Alex Gentry) was an honored foe of the Avengers who died aiding Captain America. His successor, Roger Gocking, adopted technology based on the original's armor and weaponry. It is unknown if Gocking is somehow connected to Gentry or is just an opportunist co-opting a dead man's identity. Working with other villains such as Eel, he was captured and then recruited by the Thunderbolts.

ACTION: THUNDERBOLTS ON AIR

NO HOLDS BARRED

A vignette like this has the advantage of letting the Watcher really cut loose. The Scene shows how the Thunderbolts can lose control and seriously injure or kill a hero, but without harming one of the characters who has a larger role in the overall story.

This Scene can happen during the Civil War or soon afterward when Osborn takes over the team. Constructed as a one-shot vignette, this Scene can be run with players as the Thunderbolts or as the unregistered heroes (either using those featured, or other low-powered heroes). You can even run this Scene with a smaller group if attendance is low on game night.

The Thunderbolts are sent in to capture an unregistered super hero, and the mission needs to go smoothly because news cameras are rolling. While S.H.I.E.L.D. prefers to keep their operations secret from the public, they can't avoid exposure this time. The team may need to deal with a nearby **NEWS CREW** or fight in an **OPEN AREA**. Any time a persistent complication is introduced and lasts through two Thunderbolts' turns without being eliminated, consider stepping it up with dice from the doom pool. This represents the situation escalating and the Thunderbolts getting out of hand.

The nanochains inside the Thunderbolts can incapacitate them with massive electric shocks. However, this technology for controlling the Thunderbolts hasn't been field tested extensively, and there's always a major risk that the ex-villains will give in to their violent tendencies. Each Thunderbolt has a **NANOTECH IMPLANT** persistent complication when the Scene begins. This complication not only hinders the operatives when they attempt to go against orders, but also allows a remote handler to deliver an electrical shock if an operative crosses the line. You can represent this with an attack action initiated by the doom pool with the **NANOTECH IMPLANT** complication added in.

If the Watcher ends the Scene by taking **2D12** from the doom pool when the players are the Thunderbolts, they've managed to look bad during their mission, even if they succeeded. Chances are their nanochains were triggered, possibly on national news. If the Watcher ends the Scene when the players are the hunted heroes, it's even worse—the Thunderbolts have lost restraint and someone has been seriously injured or killed.



AMERICAN EAGLE

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

I'M ALL DONE TAKING IT EASY
NAVAJO CHAMPION
SKILLED TRACKER

Power Sets

CUSTOM CROSSBOW

SWINGLINE 6 **WEAPON** 8

SFX: *Take Aim.* Against a single target, step up or double a CUSTOM CROSSBOW die. Remove the highest rolling die and use three dice for the total.

Limit: *Gear.* Shutdown CUSTOM CROSSBOW to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover CUSTOM CROSSBOW.

RADIATION-INDUCED AUGMENTATION

ENHANCED DURABILITY 8 **ENHANCED SENSES** 8

SUPERHUMAN REFLEXES 10 **SUPERHUMAN STAMINA** 10

SUPERHUMAN STRENGTH 10

SFX: *Focus.* If a pool includes a RADIATION-INDUCED AUGMENTATION power, replace two dice of equal size with one stepped-up die.

SFX: *Second Chance.* If a pool includes a RADIATION-INDUCED AUGMENTATION power, spend a doom die to reroll.

SFX: *Second Wind.* Before making an action including a RADIATION-INDUCED AUGMENTATION power, spend a doom die the same size or larger than current physical stress to recover it and step up the RADIATION-INDUCED AUGMENTATION power for this action.

Limit: *Patriot.* Step up emotional stress from public opinion or tribal governments to step up the lowest doom die or add a d6 doom die.

Specs

COMBAT EXPERT 8 **COVERT EXPERT** 8
CRIME EXPERT 8 **MENACE EXPERT** 8
VEHICLES EXPERT 8

Jason Strongbow

Protesting illegal development of tribal land, Jason Strongbow was left for dead in an irradiated cave. This event changed him, granting superhuman abilities and allowing him to protect the Navajo people as their champion, American Eagle. A good friend of Captain America, he usually focuses on stopping threats to his tribe, though he will address larger crises when the necessarily. Recently, Jason has reinvented himself, sporting a new more practical costume and using a motorcycle for travel.



JACK FLAG

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

DOWN TO EARTH
MAKE CAP PROUD
RESPONSIBLE YOUNG HERO

Power Sets

AUGMENTED PHYSIQUE

ENHANCED DURABILITY 8 **ENHANCE REFLEXES** 8
ENHANCED STAMINA 8 **SUPERHUMAN STRENGTH** 10

SFX: *Dig Deep.* Before making an action including an AUGMENTED PHYSIQUE power, spend a doom die the same size or larger than current mental or emotional stress to recover it and step up the AUGMENTED PHYSIQUE power for this action.

SFX: *Focus.* If a pool includes an AUGMENTED PHYSIQUE power, replace two dice of equal size with one stepped-up die.

SFX: *Versatile.* Replace POWER die with 2D8 or 3D6 on your next roll.

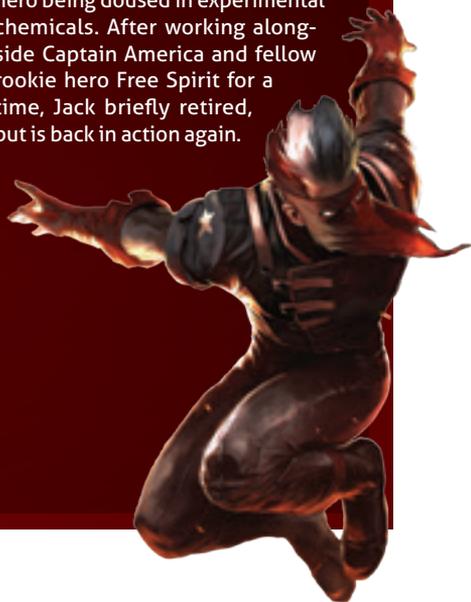
Limit: *Exhausted.* Shutdown any AUGMENTED PHYSIQUE power to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity to recover that power.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
PSYCH EXPERT 8

Jack Harrison

Running Captain America's hotline network along with his brother Drake, Jack Harrison took a more active role in assisting his hero when he donned a costume. Calling himself Jack Flag, he had some early successes before gaining superhuman powers when a battle with Mr. Hyde resulted in the hero being doused in experimental chemicals. After working alongside Captain America and fellow rookie hero Free Spirit for a time, Jack briefly retired, but is back in action again.



SEPULCHRE

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

ARTHURIAN PAST LIFE
TOUCHED BY THE DARK
UNREGISTERED HERO

Power Sets

DARKFORCE MANIPULATION

DARKFORCE CONTROL 8 **ENHANCED DURABILITY** 8
INTANGIBILITY 8

SFX: Constructs. When using a DARKFORCE MANIPULATION power to create assets, add a D6 and step up the effect die.

Limit: Growing Dread. If a pool includes a DARKFORCE MANIPULATION power, both 1s and 2s on those dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Specs

MYSTIC EXPERT 8

Jillian Woods

Jillian Woods attended University of San Francisco, where she met Doctor Druid at a lecture. They made an instant connection due to shared past lives from Arthurian times. While investigating something with Doctor Druid, she was killed, but he saved her and infused her with the power to draw upon energies from the Darkforce Dimension. She later became part of his Secret Defenders and even fought Doctor Druid after his own dark side corrupted his soul.



STEEL SPIDER

Affiliations

SOLO 8
BUDDY 6
TEAM 4

Distinctions

CONFLICTED DESIRES
IMPOSSIBLE DREAMS
INEPT BEGINNINGS

Power Sets

STEEL APPENDAGES

WALL-CRAWLING 6 **WEAPON** 8

SFX: Area Attack. Against multiple targets, for each additional target add a d6 and keep an additional effect die.

Limit: Gear. Shutdown a STEEL APPENDAGES power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

TECH MASTER 10

Oliver "Ollie" Osnick [s]

As an overweight child, Oliver Osnick idolized Doctor Octopus and made artificial limbs in honor of his hero. When Spider-Man noticed Ollie robbing a toy store, the hero believed it was actually Doctor Octopus. After Spider-Man stopped him, Oliver changed his appendages to spider legs and became Spider-Kid. Later, in college, he dreamed of resuming the hero life more seriously, and conditioned himself appropriately. When his girlfriend was kidnapped, he assumed the identity of The Steel Spider.



HEROES FOR HIRE

Plenty of superhumans have employed their powers in search of profit, but the distinctive term “Heroes for Hire” goes back to Luke Cage’s pre-Avengers career, when he started the team with his friend and partner, Iron Fist. Reasoning that even super heroes had rent and bills to pay, the pair took the traditional model of a private investigation firm and applied it to the business of being super heroes. While both heroes have since moved on to other things, the concept of a for-profit super hero team has stuck around.

In the early days of the Civil War, **Misty Knight** and her longtime partner **Colleen Wing** renewed the legacy. The pair—along with **Shang-Chi, Tarantula, and Humbug**—approached the U.S. Government as freelance heroes, offering their services to deal with the sorts of situations the battling heroes would have otherwise handled.

Early in the conflict, Pro-Registration leadership propositioned the Heroes for Hire with a reclassification of their mission—focus on tracking down and apprehending superhumans who had evaded or opposed registration. That quickly became a source of contention amongst the group, since they all had close friends on both sides of the conflict. However, hoping that their involvement might bring the conflict to a peaceful end, the team agreed to track down the Anti-Registration leaders and try to talk things out. Things didn’t go as well as they’d hoped, and only quick thinking on the part of the team kept things from escalating even further.



PLAYING MERCENARIES: CHOOSING SIDES FOR FUN AND PROFIT

Let's face it—not everyone who puts on a mask and shoots lasers out of her eyes has the luxury of being bankrolled by S.H.I.E.L.D. Sure, you can try to go the Spider-Man route, juggling a day job with nights of hero work, but then you've got to explain to your boss why you're passing out at your desk every day and where those suspiciously rhino-hoof shaped bruises came from.

For the heroically-inclined but still pragmatic superhuman, the Heroes for Hire offer the perfect solution—save the world, collect a steady paycheck, and enjoy a health and dental plan that covers things like “Darkforce poisoning” or the trauma of watching your own clone die. It's a great gig, but the competition for spots is pretty fierce. We haven't seen any “tryouts” for the team, but you can assume that lots of super heroes, particularly on the lower tier of the power and fame levels, would do just about anything to get in. Inevitably, however, you're going to end up with some members who are *only* in it for the money and will do whatever they see as necessary to guarantee the big payout.

During the Civil War, the team's roster is pretty small and mostly made up of heroes with a connection to Misty and Colleen, but if things had gone differently and the team hadn't broken up in the aftermath of the conflict, it's easy to imagine Heroes for Hire growing into a national or even multi-national corporation, offering employment to hundreds of superhumans in fields as diverse as personal protection, private investigation, corporate espionage, and superhuman bail recovery. Naturally, as government contractors, any prospective employee would have to be registered, but that's a small price to pay for a chance to make a living as a super hero, right?



HEROES FOR HIRE UNLOCKABLES AND MILESTONES

Most of these unlockables and Milestones are intended for employees of Heroes for Hire or Pro-Registration heroes but, given the team's mercenary nature, they could be purchased by anyone provided the Watcher agrees.

HEROES FOR HIRE UNLOCKABLES

Money solves a lot of problems, whether it's getting paid or paying out to others.

Note: While these unlockables imply money changing hands, not all transactions have to be so tangible. Favors, promises of future aid, or appeal to past debts work just as well as suitcases full of cash.

- ▶ **[5 XP / 10 XP] Benefits Package.** Being a Hero for Hire comes with its perks, and among those is a pretty awesome benefits package. For 5 XP, you get access to a **D6** resource until the end of the Act from one of the following Specialties: **BUSINESS**, **MEDICAL**, **PSYCH**, **TECH**, or **VEHICLE**. You don't have to have the Specialty to create this resource die. For 10 XP, the resource becomes **D8** instead.
- ▶ **[5 XP / 10 XP] Greased Palms.** Plenty of folks are susceptible to the lure of the almighty dollar. For 5 XP, you can hire an unaligned hero—or even a villain, if the Watcher approves—as a temporary contractor. This character shows up during a Scene, performs one action, and then leaves. For 10 XP, you can retroactively declare that you've already hired a character currently in the Scene—even one of your enemies. They take actions on your behalf as soon as you declare them allies, and remain an ally until the end of the Scene.
- ▶ **[5 XP / 10 XP] Hired Hero.** Mercenary heroes don't have exclusive contracts with the U.S. Government. You can request specific members of other teams as a consulting hero. The Watcher has final say over who's available and willing to accept. For 5 XP, the hero shares a Specialty with you for the duration of a Transition Scene or provides you a resource die from one of his Specialties for one Action Scene. For 10 XP, you can get both of the 5 XP options or the hero backs you up as a supporting Watcher character for the duration of an Action Scene.



DEALING WITH WEALTH, MONEY, AND OTHER VALUABLES

Personal wealth and the financial resources of corporations and nations are not precisely measured in the game. Heroes that have wealth issues usually have a Distinction to that effect on their datafile. It's assumed that heroes have enough money or are backed by powerful enough organizations to focus on saving the world rather than balancing check-books. Scenes built around money should be about things heroes can't easily handle—for example, securing a huge sum of money to hire the best lawyer for the defense of a friend wrongly accused of a crime.

During a Scene, any heroes hoping to make use of wealth—or secure it—may roll against the doom pool, just as allies roll recovery actions. Heroes should tap into Specialties like BUSINESS and PSYCH to create wealth-related Assets like BANK LOANS, CASH-FILLED SUITCASE, and SECOND MORTGAGE. Less scrupulous heroes can tap into Specialties like MENACE and CRIME to get Assets such as A BAG OF GOLD TEETH or a LOAN FROM THE KINGPIN.

When framing and running Scenes centered on money, don't hesitate to create Scene Distinctions and complications like BOUNCED CHECK, WHERE'S MY MONEY, BAD CREDIT, and BANK ACCOUNT FROZEN.

HEROES FOR HIRE MILESTONES

Just how much are you willing to risk for a quick buck? Do you believe in something higher, or are the numbers on your bank account enough?

It's Right There In the Name

Leave saving puppies and orphans to the fire department. If you don't get paid, what's the point?

- 1 XP** whenever you demand financial compensation for your actions.
- 3 XP** when you put a teammate or the team's goals in jeopardy because you see a way to get a bigger payout.
- 10 XP** when your mercenary attitude gets you fired from the team, or you heroically risk yourself without expectation of payment.

Mo' Money.

Money can't buy happiness, but it sure as hell buys a whole mess of problems.

- 1 XP** when you try to solve a problem by throwing money at it.
- 3 XP** when your attempt to solve a problem with money blows up in your face.
- 10 XP** when you give it all up for something simpler or withdraw from your friends to surround yourself with the trappings of wealth.

HUMBUG

Affiliations

SOLO 4
BUDDY 6
TEAM 8

Distinctions

EX-VILLAIN
HAPLESS HERO
OBSESSIVE ENTOMOLOGIST

Power Sets

INSECT-BASED TECHNOLOGY

INSECT CONTROL 8 **SONIC BLAST** 6

SFX: *Bug Man.* When using an INSECT-BASED TECHNOLOGY power to create insect-related assets and complications, add a D6 and step up the effect die.

Limit: *C-Lister.* Step up emotional stress inflicted by mockery or feelings of inadequacy to step up the lowest die in the doom pool or add a D6 doom die.

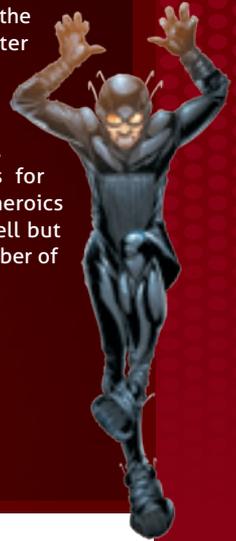
Limit: *Gear.* Shutdown an INSECT-BASED TECHNOLOGY power to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover that power.

Specs

SCIENCE EXPERT 8 **TECH EXPERT** 8

Buck Mitty

Always quirky and overly attached to the insects he studied, Buck Mitty eventually became the villainous Humbug. After a lackluster career and numerous defeats at the hands of Spider-Man and other heroes, he fell in with Heroes for Hire. Deciding to give heroics a try, Humbug means well but is often a bumbling member of the team.



TARANTULA

Affiliations

SOLO 6
BUDDY 4
TEAM 8

Distinctions

ENJOYS VIOLENCE
MYSTERIOUS BEAUTY
VENGEFUL

Power Sets

DEADLY AS A SPIDER

ENHANCED REFLEXES 8 **WEAPON** 8

SFX: *Blades.* Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus.* If a pool includes a DEADLY AS A SPIDER power, replace two dice of equal size with one stepped-up die.

SFX: *Versatile.* Split WEAPON into 2D6.

Limit: *Gear.* Shutdown WEAPON to step up the lowest die in the doom pool or add a D6 doom die. Spend a doom die to recover WEAPON.

Specs

ACROBATICS EXPERT 8 **COMBAT EXPERT** 8
COVERT EXPERT 8 **SCIENCE EXPERT** 8
TECH EXPERT 8

Maria Vasquez

Seeking to avenge her sister, who died at Stamford, Maria Vasquez became the Tarantula. Sporting a bladed costume and potent martial arts, she joined Heroes for Hire in tracking down unregistered superhumans. Violent, moody, and guarded, she revels in violence and mayhem. Recently, she is finding herself unexpectedly drawn to the quiet stability and amazing powers of teammate Shang-Chi, though what will come of this attraction is unknown.





EXPANDING CIVIL WAR: HEROES FOR HIRE SCENES

The Heroes for Hire can appear on either side of the Civil War. Pro-Registration forces bring them in for support, while Anti-Registration heroes might find themselves in the hot seat when the team comes after them. Remember that most of the Heroes for Hire have close friends on both sides of the conflict; those relationships can easily trump “official” obligations, leading the team to aid and abet Anti-Registration heroes.



ACTION: BAIT AND SWITCH

This Scene can take place any time during the Civil War conflict, as long as the Heroes for Hire are still in the good graces of Pro-Registration forces.

Intel has located a safehouse in lower Manhattan being used by Anti-Registration heroes. These are folks with high S.H.I.E.L.D. public sympathy ratings, so a midnight raid by Cape-Killers or the Thunderbolts is out. Instead, the Heroes for Hire are being sent in to try to talk the heroes down.

It's **THE MIDDLE OF THE NIGHT**, and the Anti-Registration heroes are **JUSTIFIABLY PARANOID** about any kind of peaceful approach. If the doom pool grows by two or more dice during the initial conversation, either somebody on the Anti-Registration side gets panicky and opens fire, or S.H.I.E.L.D. gets antsy and sends in a squad of Cape-Killers.

If the Heroes for Hire want to help the Anti-Registration heroes get away, they have a couple of options. They can openly turn on the Cape-Killers—who *definitely* show up in this case, whether they enter because of the doom pool or not—and let the fugitive heroes escape; however, this puts the team on the outs with the Pro-Registration faction. More subtly, they can pull the old bait and switch by knocking out a Cape-Killer and switching his armor with one of the Anti-Registration heroes' costumes. To pull it off, the team needs to create some kind of Scene-wide distraction asset (like a **CLOUD OF SMOKE** or **CHAOTIC MOB**) at **D10** or higher. This option only rescues one hero, but it keeps the team away from suspicion.

The Scene ends either when the Anti-Registration heroes are convinced to come in, or when the fight is over and everyone is captured or has fled.

OPTIONS FOR BAIT AND SWITCH

- ▶ Tailor the Anti-Registration heroes to the team sent on the mission. Look for personal connections to increase the drama, like including Luke Cage or Iron Fist if Misty or Colleen is present.
- ▶ This Scene can easily be run from the Anti-Registration side as well. Just pick three or four Heroes for Hire to use as Watcher characters; when the doom pool increases by two dice, one of the mercenaries—probably Tarantula or Paladin—gets bored with talking and starts fighting.



ACTION: DIRTY DEEDS

This Scene makes sense late in the Civil War conflict, when the heroes are at each others' throats and villains are discovering that they have a lot more freedom than expected.

It's not all tracking down Anti-Registration heroes. S.H.I.E.L.D. also pays bounties on super villains, and when Paladin gets word that A.I.M. is smuggling a shipment of hi-tech weapons across the Canadian border, it seems like the perfect opportunity for some nice, simple heroics.

The intel leads the Heroes for Hire to the Canadian border crossing in International Falls, Minnesota. A.I.M. scientists have several **TRUCKS FULL OF DEADLY WEAPONS** in a convoy. Despite the early morning hour, the border crossing is **JAMMED WITH CIVILIANS** and defended by **BORDER PATROL** officers who are way out of their league.

A.I.M. isn't expecting heavy resistance—they've got two A.I.M. scientists per truck and a squad of A.I.M. troopers in the back of each; exactly how many trucks depends on how many heroes are present—one per two heroes is a good rule of thumb.

Data File

EXPERT A.I.M. SCIENTIST 8

SOLO 6	BUDDY 8	TEAM 4
BLASTER 6		BODY ARMOR 6
HAZMAT SUIT 6		

SFX: *Immunity.* Spend d6 from the doom pool to ignore stress, trauma, or complications from airborne poisons or diseases, radiation, or chemicals.

Data File

EXPERT A.I.M. TROOPER 8

SOLO 4	BUDDY 6	TEAM 8
BLASTER RIFLE 8		BODY ARMOR 6
HAZMAT SUIT 6		

SFX: *Immunity.* Spend d6 from the doom pool to ignore stress, trauma, or complications from airborne poisons or diseases, radiation, or chemicals.

The troopers start off using their own weapons, but if things get ugly, they bust out the weapons in the trucks. If you spend a d6 from the doom pool, one of the trooper squads suits up in **POWER ARMOR** that adds **ENHANCED STRENGTH** and **ENHANCED DURABILITY** to their datafile. Spending a d8 creates a **SWARM OF ROBOTIC BEES** as a d8 Scene Distinction. Finally, spending a d10 brings out the *piece de resistance*—a genetically engineered, rapid-maturation alien biological assault life form. More simply, a football-sized spore that hatches a toothy, tentacled monstrosity that grows to the size of a pickup truck in a few moments. It is very, very hungry.

TENTACLED ALIEN HORROR

Affiliations

SOLO 8 8 8

BUDDY 6 6

TEAM 4

Distinctions

AMORPHOUS

HUNGRY

MINDLESS

Power Sets

BIOWEAPON

SUPERHUMAN DURABILITY 10

TENTACLES 10

SFX: *Flailing Tentacles.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Seething Mass.* On a successful reaction against a close-combat attack action, convert opponent's effect die into a BIOWEAPON stunt or step up a BIOWEAPON power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

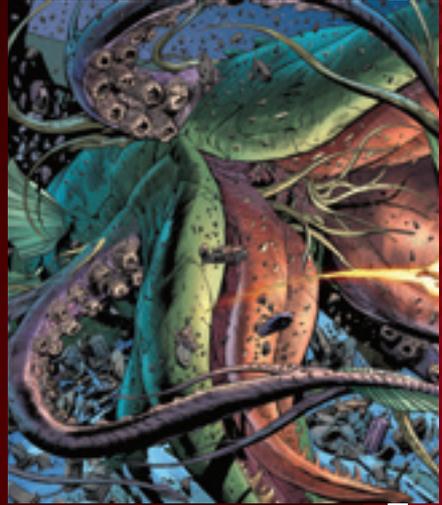
SFX: *Snared.* When inflicting a grappling complication on a target, add a D6 and step up the effect die.

SFX: *Toothy Maw.* On a successful attack action with TENTACLES against a target with an existing grappling complication, step up effect die.

Limit: *Randomly Amorphic.* Change any BIOWEAPON power into a complication to step up the lowest die in the doom pool or add a D6 doom die. Activate an opportunity or remove the complication to recover that power.

Specs

MENACE EXPERT 8



OPTIONS FOR DIRTY DEEDS

- ▶ It's entirely possible **M.O.D.O.K.** is personally overseeing this shipment, if you want a bigger opposition but don't want to rely on getting the tentacled horror out to play. M.O.D.O.K.'s datafile is included on page CW27 of the **CIVIL WAR EVENT BOOK**.
- ▶ If the fight looks to be going against them, the A.I.M. scientists try to turn around and flee back across the Canadian border. If the Heroes for Hire pursue, it could lead to a confrontation with **Omega Flight**, who won't be too happy about a U.S. sanctioned mercenary team encroaching on Canadian soil.

Omega Flight
p. FS24

HERO DATAFILES

FS76	Armory
FS78	Black Cat
FS80	Bullseye
FS82	The Captain
FS84	Cloud 9
FS86	Colleen Wing
FS88	Elsa Bloodstone
FS90	The Gauntlet
FS92	Hardball
FS94	Hellcat
FS96	Howard The Duck
FS98	Justice
FS100	Komodo
FS102	Machine Man
FS104	Misty Knight
FS106	Monica Rambeau
FS108	Moonstone
FS110	MVP
FS112	Paladin
FS114	Penance
FS116	Radioactive Man
FS118	Shang-Chi
FS120	Songbird
FS122	Swordsman
FS124	Tabitha Smith
FS126	Trauma
FS128	Venom
FS130	War Machine





The **CIVIL WAR EVENT BOOK** included dozens of playable Marvel characters complete with Milestones and background information. This Event Supplement includes even more heroes—and some villains—ready to play. The lineup covers the staff and new recruits of Camp Hammond, the conspiracy-hunting heroes of Nextwave, the contracted agents of Heroes For Hire, and the “reformed” operatives of the Thunderbolts.

For the sake of continuity, note that these datafiles reflect the characters as they were near the end of the Civil War. They work best as player heroes for Act Three or in the aftermath of the main **CIVIL WAR** Event. As always, each hero datafile may be tweaked or adjusted to suit the needs of your players; with little effort, they could be used as heroes right from Act One. Refer to Chapter Four of the **OPERATIONS MANUAL** for definitions, guidelines, and rules for doing so.

Hero datafiles that are not chosen by players may be converted into Watcher characters for use as antagonists or occasional allies. Remember to switch their SFX and Limits to reflect using doom dice instead of Plot Points. Even if the players don’t use them, these heroes remain major characters and should keep their Affiliations at their listed ratings.

ARMORY

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

ARMED AND DANGEROUS
FRAGILE CONFIDENCE
IMPULSIVE

4
+1 PP

or

8

Power Sets

TACTIGON

MIMIC

10

WEAPON

10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Proportional Response.* On a successful reaction against an attack action, convert your opponent's effect die into a TACTIGON stunt or step up a TACTIGON power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *The Right Tool for the Job.* Split WEAPON into 2D8 or 3D6.

Limit: *Gear.* Shutdown TACTIGON to gain 1 PP. Take an action vs. the doom pool to recover TACTIGON.

Limit: *Losing Control.* Change any Tactigon power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Limit: *Omega Level Threat.* If your pool includes a TACTIGON power, both 1s and 2s on your dice count as opportunities, but only 1s are excluded from being used for totals or effect dice.

Specialties

COMBAT EXPERT

8

PSYCH EXPERT

8

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

Milestones

ISSUES

1 XP when you openly discuss the suicide attempt that led to you gaining your powers.

3 XP when you either help an ally during a Transition Scene or ask an ally for help.

10 XP when you either decide to seek out a counselor to deal with your problems or bury your problems deep within you, knowing that they will cause greater problems later.

LEARNING ABOUT HER POWER

1 XP when you discuss the Tactigon's powers.

3 XP when you use the Tactigon to create an asset or complication.

10 XP when you either find the alien race that created the weapon, so that they can teach you how to use it, or find a human tutor who can help you master your power.

PP
□

STRESS / TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP
□

Violet Lightner [secret]

History

Raised in an old, spider-infested home, Violet Lightner had a difficult childhood. Depressed, the young woman decided to take her own life by leaping off the Golden Gate Bridge. As she plummeted, an alien device that had fallen to Earth raised itself from the bottom of the bay, latched onto her arm, and averted Violet's suicide attempt. Deciding to make something of her life, she named the device the Tactigon, and took the name Armory. When Ultimo attacked San Francisco, Lightner sprang into action, helping the Mighty Avengers defeat the robot with a single blast from the Tactigon. Shipped off to Camp Hammond, now she must earn her right to call herself a super hero.

Personality

Armory gained a new self-assurance and a renewed take on life after finding the Tactigon. She feels now she has what it takes to truly make something of herself, and looks forward to proving herself to the Initiative. The confidence she's gained through acquiring the device means she tends to head into a fight without assessing the situation. She can be an impulsive individual. Attached to the Tactigon, her impulsiveness may lead to devastating results.

Abilities & Resources

The Tactigon is an extraterrestrial device lost in battle long ago. From the bottom of San Francisco Bay, it sensed Violet and sought her out. Now she wields the Tactigon, the apparatus grafted to her left arm. The device is capable of shapeshifting itself into any weapon, conventional or otherwise. The Tactigon does so involuntarily, reacting to the situation on hand, so Armory never knows what she may be wielding when rushing into battle.



BLACK CAT

Affiliations

SOLO

10

BUDDY

8

TEAM

6

PP

Distinctions

DANGEROUSLY ALLURING
I'M NO HERO
WORLD-CLASS THIEF

4
 +1 PP

or

8

STRESS / TRAUMA

Power Sets

CAT SUIT

ENHANCED REFLEXES 8

ENHANCED SENSES 8

ENHANCED SPEED 8

ENHANCED STRENGTH 8

LEAPING 6

SWINGLINE 6

WALL-CRAWLING 6

SFX: *Cat Claws.* Step back the highest die in your attack action pool to add a D6 to your and step up physical stress inflicted.

SFX: *Focus.* If your pool includes a CAT SUIT power, you may replace two dice of equal size with one stepped-up die.

SFX: *Multipower.* Add more than one CAT SUIT power to your pool. Step back each CAT SUIT power die in your pool once for each die beyond the first.

Limit: *Gear.* Shutdown CAT SUIT to gain 1 PP. Take an action vs. the doom pool to recover.

Specialties

ACROBATIC EXPERT 8

COMBAT EXPERT 8

COVERT EXPERT 8

CRIME EXPERT 8

MENACE EXPERT 8

PSYCH EXPERT 8

VEHICLE EXPERT 8

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

Milestones

BURGLAR

1 XP when you talk to someone who works closely with the item you are planning to steal.

3 XP when you incorporate an ally or enemy into your heist.

10 XP when you either give up the heist in order to bring about some justice or find a way to do the right thing and get away with the crime.

QUESTIONABLE ETHICS

1 XP when you lie to someone who trusts you.

3 XP when you continue to hold on to a lie even though it will cause heroes to get into conflicts.

10 XP when you abandon a hero to his enemies for monetary gain, or you break an agreement in order to save another hero.

P

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M

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4

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12

XP

Felicia Hardy

History

Born the daughter of a master thief, Felicia Hardy grew up idealizing her father despite his incarceration. After being a victim of violence, she trained herself to fight and to follow in her father's trade. She originally took on her "Black Cat" identity as part of a scheme to break her father out of prison. That plan brought her into contact with Spider-Man, and her life changed. They started a relationship, Felicia began putting herself at great risk to aid Spidey in his activities, and he revealed his secret identity to her. Worried she was proving a liability to him, she sought out powers of her own. Her quest and the abilities she acquired earned her unwanted enemies and debts, as well as endangering Spider-Man and others. Ultimately, it cost her that relationship.

Later, Black Cat lost her powers and fell in and out of love again with Parker. She took his marriage to Mary Jane quite badly, but Felicia and Parker remain friends.

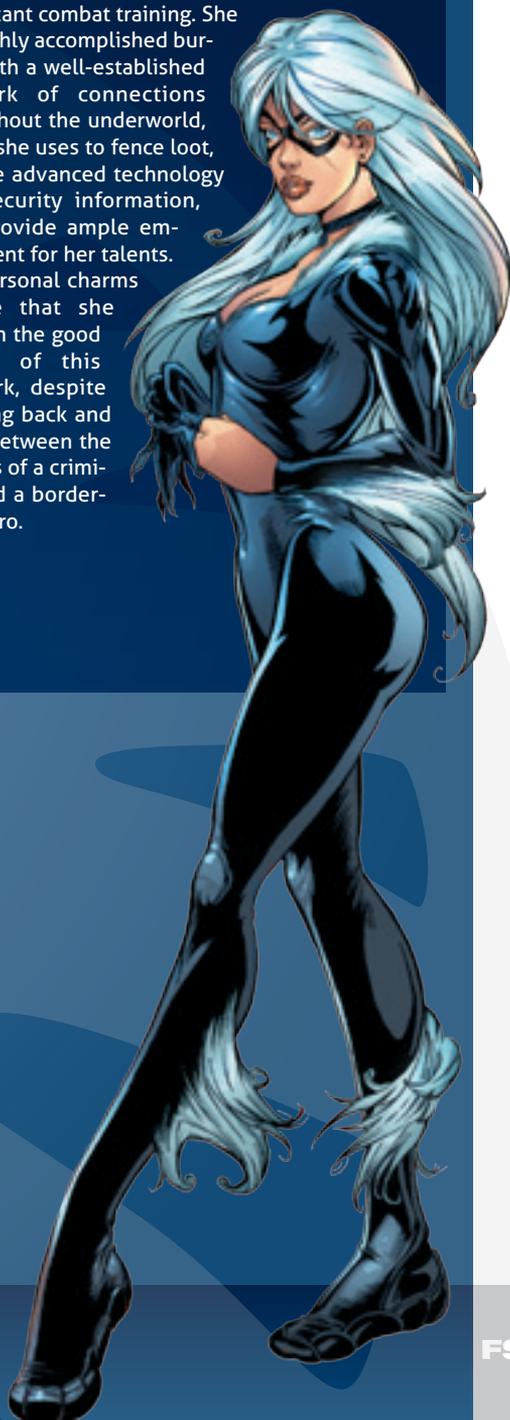
Personality

Felicia Hardy is a conflicted woman. On the one hand, she is an incredible thief, at home in a world of murky alliances and gray morality. On the other, she wants to be worthy of the few good people she has allowed herself to love, which has influenced her to act the hero even when it was distinctly not in her best interests. Black Cat is vindictive and never forgets a slight, real or imagined, especially from men. Conversely, she shows surprising loyalty to people she likes. Seductive, flirtatious, and extremely well-versed in exploiting her feminine charms to their fullest, Hardy has no compunctions about manipulating people to get what she wants. Although materialistic and self-centered, she is aware of those flaws and how others might attempt to use those traits against her.

Abilities & Resources

Black Cat has gained and lost powers more than once during her career. In the past, she possessed a limited form of probability control that enhanced her natural luck, while negatively warping the luck of others, as well as heightened physical abilities and senses. Merely a highly skilled human at the moment, Felicia uses a suit designed for her by criminal tech-wiz the Tinkerer. This suit greatly amplifies her strength and agility, while providing built-in retractable claws and a sophisticated sensor suite.

Regardless of her powered state, Black Cat is an Olympic-level acrobat and athlete with significant combat training. She is a highly accomplished burglar with a well-established network of connections throughout the underworld, which she uses to fence loot, acquire advanced technology and security information, and provide ample employment for her talents. Her personal charms ensure that she stays in the good graces of this network, despite jumping back and forth between the careers of a criminal and a borderline hero.



BULLSEYE

Affiliations

SOLO

10

BUDDY

8

TEAM

6

PP
□

Distinctions

COLD-BLOODED ASSASSIN
DEADLY ACCURACY
KILLER GRUDGES

4
+1 PP

or

8

STRESS / TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP
□

Power Sets

EVERYTHING IS A WEAPON

ENHANCED DURABILITY

8

WEAPON

8

SFX: *Focus.* If your pool includes an EVERYTHING IS A WEAPON power, you may replace two dice of equal size with one stepped-up die

SFX: *I Never Miss.* If your pool includes an EVERYTHING IS A WEAPON power, spend 1 PP to reroll.

SFX: *Trick Shot.* Against a single target, step up or double a WEAPON die. Remove the highest rolling die and use three dice for your total.

SFX: *Whatever's on Hand.* When using an asset, step up or double your asset die. If the asset is persistent, step it back for the rest of the Scene.

Limit: *Psychotic.* When you take mental stress, step it up and add a die to the doom pool equal to the stepped-up die.

Specialties

ACROBAT EXPERT

8

COMBAT MASTER

10

COVERT EXPERT

8

CRIME EXPERT

8

MENACE EXPERT

8

PSYCH EXPERT

8

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

Milestones

FAKE EMOTIONS

1 XP when you pretend to care about something or someone.

3 XP when you show your true sociopathy by inflicting stress on an opponent or ally.

10 XP when you either discover something that truly moves you and then try to find another line of work or give up on your own humanity and continue killing people with projectiles for money.

KNOW YOUR TARGET

1 XP when you talk to someone who knows your target intimately.

3 XP when you create a complication for your target by meddling with their personal life using MENACE or PSYCH EXPERT.

10 XP when you either kill your target in a single perfect shot or decide that they are not worth the time of an assassin of your caliber.

Lester (full name unknown)

History

A former major-league pitcher and covert operative, Bullseye is one of the world's foremost killers-for-hire. A sadistic sociopath able to turn anything into a weapon, he has taken contracts on targets all over the world. Other than his brief sports career and time spent working with the National Security Agency, little is known about Bullseye. He often gives wild, varied and contradictory accounts of his childhood and family history, usually to throw targets, employers, or law enforcement off balance. Bullseye often surfaces in the employ of some criminal mastermind or corrupt government official, most notably the Kingpin. This work brings him into conflict with various costumed heroes including Captain America, the Punisher, and most notably Daredevil. His conflicts with the Man Without Fear are brutal, extremely personal, and legendary: Bullseye has killed or maimed several of Daredevil's friends and lovers, such as Elektra and Karen Page. The hero has severely injured the assassin in return, once even letting him fall from a height that shattered his spine and nearly killed him. Recently, Norman Osborn recruited Bullseye into the government-sponsored Thunderbolts team. Bullseye doesn't really care about enforcing the SHRA or capturing unregistered heroes, but he relishes the opportunity to track down, maim, and kill renegade heroes.

Personality

Bullseye delights in killing, and will often do so for sport or his own twisted amusement. He shows no empathy for his targets, instead concentrating on the skill with which he dispatches them and the torment their deaths cause to those around them. He is a sociopath and unrepentant killer who prefers to study his targets for some time before deciding on the best, most dramatic, and most emotionally devastating way to engage them. To Bullseye, killing is an art, and he always looks forward to his next masterpiece.

Bullseye hates Daredevil almost as much as he loves tormenting and killing the Man Without Fear's loved ones. The hero has caused the assassin enough pain and embarrassment over the years that it is unlikely their battles will stop until one (or both) of them is dead.

Abilities & Resources

Bullseye's mastery of ranged weapons borders on the supernatural. In addition to more conventional weapons, he has maimed or killed with playing cards and toothpicks. He is also a highly skilled martial artist, gymnast, and covert operative. Despite lacking superhuman abilities, Bullseye is easily one of the most dangerous men alive. Over the years these injuries have compelled the assassin to augment his bones with Adamantium implants, making him even more formidable.

Bullseye has extensive contacts in criminal circles and with various intelligence agencies. It's hard to call any of these people friends, but they are people who appreciate Bullseye's value as an assassin. This holds especially true with New York organized crime figures such as the Kingpin. Bullseye briefly worked with Deadpool, but it's unlikely the mercenary cares much about or even remembers their shared history. As a member of the Thunderbolts, Bullseye has access to various government resources, though his actions are closely monitored.



THE CAPTAIN

Affiliations

SOLO

8

BUDDY

10

TEAM

6

PP

Distinctions

**DRUNK AND DISORDERLY
I'M NOT STUPID
NOT THAT CAPTAIN**

4
+1 PP

or

8

STRESS / TRAUMA

Power Sets

THE HEARTSTAR OF THE SPACE BETWEEN GALAXIES

SUPERHUMAN DURABILITY

10

SUPERHUMAN SENSES

10

SUPERHUMAN STAMINA

10

SUPERHUMAN STRENGTH

10

SUPERSONIC FLIGHT

10

SFX: *Generic Super Power SFX.* Add more than one THE HEARTSTAR OF THE SPACE BETWEEN GALAXIES power die to your pool. Step back each THE HEARTSTAR OF THE SPACE BETWEEN GALAXIES power die in your pool once for each die beyond the first.

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma.

SFX: *Overcompensating.* Step up or double any THE HEARTSTAR OF THE SPACE BETWEEN GALAXIES power for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.

Limit: *Cease and Desist.* Step up any mental or emotional stress inflicted by intimidation or threats of lawsuits to gain 1 PP.

Specialties

MENACE EXPERT

8

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

Milestones

BLEEP!

1 XP when you threaten an opponent in a way unbecoming a proper, old-fashioned super hero.

3 XP when you try to act like a proper super hero and take stress in the process.

10 XP when you either reform your way of life, clean up your act, and begin acting more like Captain America or **** that nonsense and accept your unique take on super heroics, putting the **** in Captain **** as only you can.

NOT THE BRIGHTEST STAR IN THE GALAXY

1 XP when you say something stupid.

3 XP when you say something that is actually pretty smart or inflict physical stress on someone who calls you stupid.

10 XP when you either make peace with your own lack of mental acuity or take concrete steps to educate yourself and get smarter by seeking out a tutor or mentor.

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XP

The Captain [unknown]

History

Wandering the streets of Brooklyn late at night, the man who would be known as The Captain stumbled upon two aliens, Spa-fon and Squa-tront. They had come from an unknown destination, seeking someone to give the "Messianic Siddha-complex." They met The Captain and gave him the Heartstar of the Space Between Galaxies, pressing it into his chest. The Captain proceeded to bash their skulls in. He was disappointed to learn they were not, in fact, leprechauns, and therefore didn't turn into gold coins when struck in the head. He attempted to steal their wallets, but instead threw up violently on them.

No one knows where The Captain comes from, or what his real name is. He chose the name The Captain, because all the super hero names that begin with "Captain" were already taken, and it was the only one left. He is known to introduce himself as Captain *****, Captain *****, or even Captain *****, though the last of those caused Captain America, upon meeting him, to shove a bar of soap in his mouth and leave him in a dumpster.

His memory of his past is vague, as it is believed that Nextwave may possess false memories implanted by the Beyond Corporation®.

Little else is known about this stupid, stupid man.

Personality

The Captain isn't too bright, usually acting long before his brain gets a chance to catch up. He is a terrible alcoholic, spending more time drunk than sober. He's accused of stupidity quite often, and that's something that makes him very, very angry. While everyone else in the group uses their own names, The Captain retains his code name, most likely because he doesn't remember what his own name actually is.

Abilities & Resources

The Captain was given the Heartstar of the Space Between Galaxies, granting him superhuman abilities beyond mortal ken. These powers were intended to make the universe Brooklyn a better place.

The Captain possesses a generic set of special superhuman abilities, including superhuman strength, stamina, durability, and sight. In addition, he's able to fly at great speed. Along with the other members of Nextwave, The Captain travels around in the Shockwave Rider, an experimental vehicle designed by H.A.T.E.

He can usually be found with a bottle of liquor in hand.



CLOUD 9

Affiliations

SOLO 

BUDDY 

TEAM 

PP


Distinctions

I JUST WANT TO FLY
SHY
UNWILLING HERO


+1 PP

or



STRESS / TRAUMA

Power Sets

AEROKINESIS

ENHANCED REFLEXES 

SUBSONIC FLIGHT 

WEATHER CONTROL 

SFX: *Choking Gas.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Cloud Burst.* Shutdown your highest-rated AEROKINESIS power to step up another AEROKINESIS power. Activate an opportunity or participate in a Transition Scene to recover the power.

SFX: *Cloud Constructs.* When using AEROKINESIS to create assets or complications, add a D6 and step up your effect die.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown AEROKINESIS. Recover AEROKINESIS when you recover that stress or wake up. If you take mental trauma, shutdown AEROKINESIS until you recover that trauma.

P











M











Specialties

COMBAT EXPERT 

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

E











Milestones

I'LL FLY AWAY

1 XP when you take flight during an Action Scene.

3 XP when you shut down SUBSONIC FLIGHT in order to step up a die in another power in your AEROKINESIS Power Set.

10 XP when you either take down the main threat in an Action Scene through flight or go rogue, deciding not to be a registered super hero because you only wanted to fly in the first place.

WALLFLOWER

1 XP when your shyness and awkwardness comes across in a scene.

3 XP when you overcome your shyness for a moment to help an ally during a Transition Scene.

10 XP when you either go into your shell, becoming even more shy and awkward or become more comfortable with your own skin and declare yourself a super hero on par with any of the others on your team.

XP


Abigail "Abby" Boylen [secret]

History

Abigail Boylen gained the ability to levitate on clouds of her own creation. Her new powers gave her the chance to soar, flying over her hometown of Evanston, IL, while manipulating the clouds around her.

On her first flight out, she was stopped by military jets and War Machine, who informed her that if she wanted to use her powers, she would be required to register and head to Camp Hammond for training. She has no desire to become a super hero, only wanting to be given a chance to fly.

Personality

Boylen is awkwardly shy and introverted. She keeps her head down and keeps to herself. Self-conscious about her body, she considers other super heroines to have "bodies straight out of *Teen Vogue*." She tries to remain unnoticed among the Camp Hammond recruits, hoping just to get through training so she can go back to flying.

Abilities & Resources

Cloud 9 is able to generate a gas, possibly of extraterrestrial origin, which is able to hold the weight of several people. She uses this gas primarily as a form of transportation, but she can use these clouds to fill her opponents' lungs as well as obscure her from sight.

Cloud 9 is also a natural sharpshooter, possibly more capable than anyone else in her class.



COLLEEN WING

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

DEADLY BEAUTY
MISTRESS OF MARTIAL ARTS
SAMURAI ANCESTRY

 +1 PP or 

Power Sets

ANCESTRAL KATANA

WEAPON

SFX: *Death by the Sword.* Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.

SFX: *Mistress of the Blade.* On a successful reaction against a close combat action, convert your opponent's effect die into an ANCESTRAL KATANA stunt or step up an ANCESTRAL KATANA power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

Limit: *Gear.* Shutdown ANCESTRAL KATANA to gain 1 PP. Take an action vs. the doom pool to recover ANCESTRAL KATANA.

MARTIAL ARTS MASTERY

ENHANCED REFLEXES 

ENHANCED STAMINA 

ENHANCED STRENGTH 

SFX: *Chi Focus.* If your pool includes a MARTIAL ARTS MASTERY power, you may replace two dice of equal size with one stepped-up die.

SFX: *Chi Healing.* Spend 1 PP to recover physical stress and step back physical trauma.

Limit: *Exhausted.* Shutdown any MARTIAL ARTS MASTERY power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

ACROBATIC EXPERT 

BUSINESS EXPERT 

COMBAT MASTER 

COVERT EXPERT 

CRIME EXPERT 

MYSTIC EXPERT 

[You may convert Expert d8 to 2D6, or Master d10 to 2D8 or 3D6]

Milestones

PARTNERS IN CRIME-FIGHTING

1 XP when you talk to your co-workers about a job.

3 XP when you use your ANCESTRAL KATANA to create an asset for your co-workers to use.

10 XP when you hire someone new to join you and Misty in your work or leave the job for a while in order to chase down other opportunities and adventures.

WAY OF THE MODERN SAMURAI

1 XP when you discuss your family's heritage.

3 XP when you use your ANCESTRAL KATANA to create a complication for your enemy.

10 XP when you either declare yourself a daimyo, gathering other modern samurai under your leadership to make the world a better place, or set aside the katana, seeking out other weapons and methods of martial arts mastery.

PP


STRESS / TRAUMA

P











M











E











XP


Colleen Wing [public]

History

The daughter of an Asian history professor and descended from an ancient samurai lineage, Colleen Wing grew up surrounded by the martial arts. She learned various fighting arts while studying in Japan and elsewhere in the Far East, showing particular aptitude with *kenjutsu*, or "the way of the sword." Sent by her father to aid the newly anointed Iron Fist (Danny Rand), she assisted the Immortal Weapon of K'un-Lun on several adventures.

Coming to the U.S.A. she met NYPD officer Misty Knight, who would eventually become her partner in Nightwing Restorations, Ltd. Dubbed the Daughters of the Dragon, the pair worked together for years, often alongside Iron Fist and his Heroes for Hire partner, Luke Cage. She also was romantically involved with ex-martial arts action star Bob Diamond, one of the legendary Sons of the Tiger, although that relationship has ended, leaving the modern-day samurai maiden single once again.

Recently Colleen and Misty re-formed Heroes for Hire as bail bondswomen, but have been contacted by those supporting the SHRA to hunt down and capture superhumans who operate in defiance of the registration act. Whether or not they will accept this job or assist heroes opposing it remains unclear.

Personality

Colleen is fun-loving and generally well-adjusted. She is fiercely loyal to her friends and dislikes turning her back on an employer. Her friendship with Misty Knight is a defining aspect of her personality, and the two are more like sisters than anything else. She has a particularly close relationship to Danny Rand as well, who once melded his mind with hers to break her free of brainwashing by the villain Master Khan. Because of this, she understands the martial arts hero perhaps better than anyone else alive.

Colleen follows a strict code of honor borrowed from her samurai ancestors and enjoys testing her skills against others. This also translates into a general avoidance of most modern weaponry, preferring to use her family's ancestral katana instead.

Abilities & Resources

Colleen is an incredibly skilled swordswoman, martial artist, and acrobat. Working with Misty Knight has honed her detective skills as well. She prefers using her thousand-year-old katana to other weapons, but uses other martial arts weapons when necessary. She also possesses some ability to channel and manipulate her *chi* (internal energy), an artifact from her one-time mental link with Iron Fist.

Colleen has many friends and allies, including Misty Knight, Iron Fist, and Luke Cage. She has worked with the X-Men as well, especially the second iteration of the team including Jean Grey, Cyclops, and Wolverine. Colleen's family has extensive contacts in Japan and her great-uncle is head of the Japanese Secret Service. As a member of Nightwing Restorations and the newly re-formed Heroes for Hire, she has contacts with various law enforcement agencies and criminal informants. A recent duel with crime lord Ricadonna spawned a bizarre mix of animosity and mostly one-sided flirtation on the part of the villainess.



ELSA BLOODSTONE

Affiliations

SOLO

10

BUDDY

8

TEAM

6

Distinctions

DADDY WAS AN IMMORTAL MONSTER-HUNTER
FAUX EUROPEAN ACCENT
I'VE SEEN WORSE

4
+1 PP

or

8

Power Sets

BLOODSTONE LEGACY

ENHANCED SPEED

8

ENHANCED STAMINA

8

ENHANCED STRENGTH

8

SUPERHUMAN DURABILITY

10

SFX: *Just a Flesh Wound.* Spend 1 PP to recover your physical stress and step back your physical trauma.

SFX: *Immortality.* Spend 1 PP to ignore stress, trauma, or complications from aging or disease.

Limit: *Bloodgem Choker.* Shutdown BLOODSTONE LEGACY to gain 1 PP. Take an action vs. the doom pool to recover BLOODSTONE LEGACY.

TOOLS OF THE MONSTER-HUNTER

WEAPON

8

SFX: *Five Rounds Rapid.* Against a single target, step up or double a WEAPON die. Remove the highest rolling die and use three dice for your total.

SFX: *From the Private Collection of Ulysses Bloodstone.* When you create a MYSTIC-related resource or stunt, step up the lowest doom die to step up the stunt or resource.

Limit: *Nothing to Hand.* Shutdown WEAPON to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover WEAPON.

Specialties

ACROBATICS EXPERT

8

COMBAT EXPERT

8

COVERT EXPERT

8

MYSTIC EXPERT

8

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

Milestones

THE BLOODSTONE CURATOR

1 XP when you explain something mystical to an ally.

3 XP when you use your Mystic Expert to create an asset for your allies.

10 XP when you either open the Bloodstone Library to other heroes or burn these dangerous books so that they will not be used for evil.

MONSTER HUNTER

1 XP when you discuss hunting an enemy.

3 XP when inflict physical stress on a monster or robot that is threatening humans.

10 XP when you either train someone to take over in the Bloodstone tradition or declare that you will be the last of the Bloodstone monster hunters.

PP
[]

STRESS / TRAUMA

P

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12

M

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12

E

4

6

8

10

12

XP
[]

Elsa Bloodstone [public]

History

Elsa Bloodstone had a difficult childhood as the daughter of a famous monster hunter. Ulysses Bloodstone subjected his daughter to cruel and dangerous things at an early age, teaching her about monsters by utilizing an evil robot nanny. He also forced her to fight and kill monsters as a toddler. Her father died soon after she turned 18, leaving the Bloodstone Estate to her. While looking through the house, she discovered a secret room where Ulysses kept his monster hunting gear and Adam, the Frankenstein Monster. Adam gave her the mystic Bloodstone Choker, passed down through the generations. The choker unlocked powers within her, giving her superhuman strength and speed, allowing her to battle those things that go bump in the night. She journeyed across the world battling Dracula, necromancers, Nosferatu, and many more. She decided to attend college shortly thereafter, but put her studies on hold when Dirk Anger recruited her to join Nextwave.

Personality

Elsa is a serious young woman, jaded by what she has seen and unwilling to take any guff. She has a European accent, though as a Native American, the accent is likely a put-on.

Abilities & Resources

Elsa is a formidable member of Nextwave, having trained for years as a monster hunter. Her choker gives her great power, such as superhuman strength, speed, and durability. Her training has given her further skill. She carries all the weapons of a monster hunter, including her favored weapons, two shotguns. Elsa has an encyclopedic knowledge of monsters and alien monsters from all over the world, and an online blog to catalog them.



THE GAUNTLET

Affiliations

Solo 

Buddy 

Team 



Distinctions

DRILL SERGEANT
I'VE GOT THIS
PROFESSIONAL SOLDIER



or



STRESS / TRAUMA

Power Sets

CYBERNETIC GAUNTLET

STRETCHING 

SUPERHUMAN DURABILITY 

SUPERHUMAN STAMINA 

SUPERHUMAN STRENGTH 

SFX: *Powerhouse.* Against a single target, step up or double a CYBERNETIC GAUNTLET die. Remove the highest rolling die and use 3 dice for your total.

SFX: *Step It Up.* If your pool includes a CYBERNETIC GAUNTLET power, you may replace two dice of equal size with one stepped-up die.

SFX: *Well in Hand.* When using STRETCHING to inflict a grappling-related complication on a target, add a D6 and step up your effect die.

Limit: *Alien Artifact.* Shutdown CYBERNETIC GAUNTLET to gain 1 PP. Take an action vs. the doom pool to recover CYBERNETIC GAUNTLET.

P



M



E



Specialties

COMBAT EXPERT 

MENACE EXPERT 

VEHICLE EXPERT 

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

Milestones

SARGE

1 XP when you bark an order at someone on your team.

3 XP when you use COMBAT EXPERT or MENACE EXPERT to train an ally during a Transition Scene.

10 XP when your team follows your orders with military precision or you realize that someone else is more qualified and set yourself as their second-in-command.

TRUE WARRIORS DON'T KILL CHILDREN

1 XP when you insult the New Warriors.

3 XP when you inflict stress on a lazy super hero.

10 XP when you either lead a super team successfully against a global threat, taking down an opponent with a D12 in their Power Set, or realize that the New Warriors were doing their best and apologize to each and every one of them.



Sergeant Joseph "Joe" Green [public]

History

Joseph Green was a United States Army sergeant, tasked with leading a squad of soldiers into the Sudanese desert to investigate an alien crash site. Upon arrival, his unit found themselves pinned down by Hydra forces that also tracked the crash. During the fierce battle, Green was able to make his way through the wreckage and put on a large gauntlet-like device. After subduing the Hydra contingent, Green discovered he was unable to remove the gauntlet from his right arm.

Green went on to serve in Iraq, until Secretary Gyrich convinced him to return to the states and train new heroes at Camp Hammond. There, he has gained a reputation for being strict, stern, and disparaging of the New Warriors who caused the deaths of hundreds on the site of the new facility.

Personality

The Gauntlet is demanding, unwavering, and can be quite mean at times. Seeking to mold these new heroes into a professional fighting force, he will do anything it takes to create a disciplined team of super heroes, including asking whether the new heroes want to be Avengers or just "baby-killing New Warriors." This has earned him many enemies, especially among former members of the New Warriors. Green ignores those who want him to change his tune, knowing that the constant reminder of those who failed before will encourage these new recruits to dig deep and prove they have what it takes.

Abilities & Resources

Green wields the gauntlet, an alien artifact found at the crash site. This glove was part of a complete set of armor worn by an alien combatant, now scattered across the globe and acquired by other heroes and villains including Southpaw and Grasshopper. The gauntlet generates an arm of pure energy. This energy arm is stronger and bigger than his own, capable of crushing vehicles and lifting incredibly heavy objects.

Green is also a sergeant in the United States Army, having served in Sudan, Iraq, and other conflict zones.



HARDBALL

Affiliations

SOLO

10

BUDDY

8

TEAM

6

PP

Distinctions

**BAD GUY GONE GOOD
 COCKY
 LOOKING FOR A FIGHT**

4
 +1 PP

or

8

STRESS / TRAUMA

Power Sets

BALL ENERGY

ELECTROMAGNETIC BLAST

8

ENERGY MASTERY

10

SUPERHUMAN DURABILITY

10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Reactive Power.* Spend 1 PP to add a BALL ENERGY power to another character's dice pool before they roll a reaction. If that character takes physical stress, you take D6 mental stress.

SFX: *Spheres of Pure Energy.* When using a BALL ENERGY power to create assets or complications, add a D6 and step up your effect die.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown BALL ENERGY. Recover BALL ENERGY when you recover that stress or wake up. If you take mental trauma, shutdown BALL ENERGY until you recover that trauma.

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Specialties

COMBAT EXPERT

8

CRIME EXPERT

8

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

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Milestones

ENERGY MANIPULATOR

1 XP when you discuss your understanding of your powers.

3 XP when you use your BALL ENERGY Power Set to create complications, assets, or stunts.

10 XP when you either seek out someone to teach you how to tap into your unlimited potential or decide that you are the only one who understands your powers and refuse to accept anyone's help or advice about them.

BILLS TO PAY

1 XP when you brag about your own strength, skills, or powers.

3 XP when you pretend to do something heroic so that you can make money.

10 XP when you either come clean about your family's difficulties and your ties to the Power Broker and Hydra or decide to become a super heroic mercenary, selling your powers to the highest bidder.

XP

Roger Brokeridge [secret]

History

Roger Brokeridge grew up watching his brother competing in the Unlimited Class Wrestling Federation. When his brother became paralyzed and his family was unable to pay his medical bills, Roger decided to seek revenge on the Power Broker, who gave his brother powers. Instead, the Broker convinced Roger to accept superpowers of his own and begin a crime spree, in order to pay for his brother's bills (minus the Broker's seventy-percent cut). When Roger decided to rob an armored truck, he inadvertently saved a young girl when he stopped the vehicle. Wonder Man saw the events and believed Roger stepped in deliberately to save the girl. He convinced Roger to join the Initiative. Realizing that life as a hero was never going to make him turn a profit, the Broker sold Roger's contract to Hydra. Now, as Hardball, Roger wants to change his ways by working with the Initiative, hoping his criminal masters will never come calling.

Personality

Roger is a cocky and relaxed hero, who is more than happy to throw out jokes and jabs as he fights. He can come off as arrogant and impetuous, but he uses his alpha male personality to hide his concerns over his previous life, wary that it may come back to haunt him someday.

Abilities & Resources

Hardball is able to create spheres of electromagnetic energy. He can hurl these through the air as projectile weapons, increase their size to envelop and imprison his foes, and use them as shields. The spheres can crush and smash, or be formed within something and expand, destroying it from the inside. The spheres disrupt any electronic signals nearby, making them (and everything within) invisible to surveillance.



HELLCAT

Affiliations

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

Distinctions

DARING ADVENTURER
FORMER FANGIRL
PSYCHIC CONDITIONING

4 or **8**
+1 PP

Power Sets

BEEN THROUGH HELL

ENHANCED SENSES **8** MAGIC RESISTANCE **10**

PSYCHIC RESISTANCE **8**

SFX: *Deflect.* On a successful reaction against a mystical attack action, inflict stress with your effect die. Spend 1 PP to step it up.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from magic and psychic attacks.

Limit: *Sometimes It's Too Much.* Step up emotional stress caused by loss, overwhelming responsibilities, or tragedy to gain 1 PP.

CAT COSTUME

ENHANCED REFLEXES **8** ENHANCED STAMINA **8**

ENHANCED STRENGTH **8**

SFX: *Claws.* Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Focus.* If a pool includes a Cat Costume power, replace two dice of equal size with one stepped-up die.

Limit: *Wardrobe Malfunction.* Shutdown Cat Costume to gain 1 PP. Take an action vs. the doom pool to recover Cat Costume.

Specialties

ACROBATICS EXPERT **8** COMBAT EXPERT **8**

COSMIC EXPERT **8** MYSTIC EXPERT **8**

PSYCH EXPERT **8**

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

Milestones

HELL AND BACK

1 XP when you discuss some crazy aspect of your life experience as if it is entirely normal.

3 XP when you use COSMIC or MYSTIC EXPERT to create an asset or aid an ally during a Transition Scene.

10 XP when you either take a drastic life choice in order to make your life more normal or embrace the many crazy turns your life has taken and take yet another, escalating your odd history.

SON OF SATAN'S EX-WIFE

1 XP when you discuss demons or devils.

3 XP when you deal stress to a demonic force.

10 XP when you either send a demonic force back to hell or summon an infernal power for your own use.

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STRESS / TRAUMA

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XP
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Patricia "Patsy" Walker [secret]

History

Popular small-town teenage ingénue Patsy Walker always loved super heroes. She read about them, tried to meet them, and dreamed of becoming one. Figuring she would never get the chance, she married her high-school sweetheart, Robert Buzz Baxter, and settled into domestic life. However, fate had other plans for Patsy.

After her husband turned angry and abusive, Patsy left. Meeting Dr. Hank McCoy (Beast), she assisted the hero in his struggles with the nefarious Brand Corporation. Eventually the Avengers became involved and Patsy sought to aid them. Donning the empowered costume of the heroine known as the Cat (Greer Grant Nelson AKA Tigra), she became the ferocious Hellcat.

As Hellcat, Patsy worked with several teams including the Avengers and the Defenders. It was during her time with the Defenders that she met Daimon Hellstrom, the infamous occult hero known as the Son of Satan. The two fell in love and got married. Patsy died some time later, her soul trapped in Hell. Eventually, Daimon and the Avengers freed Hellcat and restored her to life. After a period of adjustment and recovery, she became Hellcat once more.

Recently, Hellcat has signed on with the Initiative as an instructor. She is also considering a field position, realizing she misses the thrill of active heroic work.

Personality

Despite several harrowing experiences, Hellcat draws strength from being a super hero, accepting she's better at it than trying to lead anything resembling a normal life. She occasionally gets frustrated when dealing with one odd occurrence after another, but she wouldn't trade the life she's chosen for one more mundane. Past pain and loss occasionally leads her to bouts of depression and self-doubt, but she usually buries this beneath her fun-loving and sassy exterior.

Patsy cares deeply for her friends and teammates, and is always willing to lend aid or a sympathetic ear. Her experiences surrounding her death and rebirth make her somewhat leery around magic, but also very willing to opposing demonic or evil occult forces.

Abilities & Resources

Hellcat's connection to mystic realms and her psychic training give her heightened resistance to magical and psychic attacks. Her costume enhances her already excellent physique. The garment can be summoned and dismissed at will and sports razor sharp claws on the gloves. Patsy is a well-trained acrobat and martial artist whose adventures have given her familiarity with magic, strange phenomena, and most of Earth's super heroes. For a time, she had psychic abilities such as telekinesis and telepathy, but she has since lost these powers.

A member of the Defenders and the Avengers, she was well-thought-of by their members, particularly the Beast, who also served with both teams. She and Tigra share a close bond, having shared both the same costume and identity. Patsy was formerly married to Daimon Hellstrom but the two are now separated. Her other ex-husband Buzz is now the super villain Mad Dog.



HOWARD THE DUCK

Affiliations

Solo **6**

Buddy **10**

Team **8**

Distinctions

FAST LEARNER
IRRITABLE CYNIC
LUCKY DUCK



or



Power Sets

IRON DUCK SUIT

ENHANCED DURABILITY **8**

FLAMETHROWER **8**

LEAPING **6**

SFX: *It Has a Lamp.* Add D6 to the doom pool to ignore darkness-related complications.

SFX: *What Does This Thing Do?* When taking an action including an IRON DUCK SUIT stunt, step up your existing emotional stress to step up the effect die.

Limit: *Blunt-Edge Tech.* Shutdown an IRON DUCK SUIT power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover.

YOU'RE A DUCK!

ENHANCED REFLEXES **8**

MYSTIC RESISTANCE **8**

PSYCHIC RESISTANCE **6**

SFX: *Fowl-Mouthed.* Step back the highest die in your attack action pool to add D6 and step up emotional stress inflicted.

SFX: *Quack Fu.* Against a single target, step up or double a COMBAT EXPERT stunt die. Remove the highest rolling die and use three dice for your total.

Limit: *Wauugh!* Step up emotional stress inflicted by extra-dimensional or mystical threats to gain 1 PP.

Specialties

BUSINESS EXPERT **8**

COMBAT EXPERT **8**

MYSTIC EXPERT **8**

VEHICLE EXPERT **8**

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

Milestones

METAFICTIONAL CRISIS

1 XP when you first link a specific action, situation, or character to a literary reference.

3 XP when you temporarily adopt a new identity, style, theme, or costume after recovering from being stressed out.

10 XP when you either reject a permanent change in your status quo or embrace it for good, despite a loss in friends, allies, or resources.

TRAPPED IN A WORLD HE NEVER MADE

1 XP when you point out why the current situation is the way it is because you're from another world.

3 XP when your otherworldly origin, different point of view, or strange appearance aids you in overcoming a threat or challenge.

10 XP when you decide to leave Earth for good via a dimensional portal or gateway, or close such a gateway after deciding to stay here permanently.

PP
□

STRESS / TRAUMA

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XP

□

Howard [public]

History

Born on an alternate Earth named Duckworld, Howard arrived in this dimension by the machinations of the demonic Thog the Overmaster and subsequently became involved in a series of bizarre and surreal mystical adventures. Teaming up with such heroes as Jennifer Kale, the Defenders, Spider-Man, and She-Hulk, Howard has struggled with his new home and the constant irritations that come with it.

Howard has no secret identity, though most people think he's actually just a little person in a duck suit. He has run for the highest office in the land, traveled to other dimensions, briefly gained the powers of Daimon Hellstrom, the Son of Satan, and acquired a succession of odd arch-villains.

Recently, Howard returned to his adopted city of residence, Cleveland, Ohio, where he makes a living as a cab driver and lives with his on-again, off-again romantic partner, actress Beverly Switzler. Although Howard tried to register as a super hero, City Hall decided to make things easy on him by officially declaring that he doesn't exist.

Personality

Even though he's an anthropomorphic talking duck, Howard strives to be just an ordinary person. There's a good chance, however, that even were he to return to Duckworld, he would still be the bitter, cynical, and irritated reluctant hero that he is on Earth. Howard is clever, resourceful, and enjoys streaks of good fortune, qualities that have kept him alive throughout all of the catastrophic events he's caught up in. He sighs heavily when something dire looms on the horizon, shouts "Wauugh!" when things get worse, and eventually loses his cool entirely until things calm down.

Abilities & Resources

Howard is a two-and-a-half-foot-tall talking duck, able to do anything a regular human (or "hairy ape") can do and sometimes a little more. He's gifted with the ability to pick up new things quickly, and indeed has already demonstrated a natural gift at martial arts and even mystical abilities. With his circle of past associates, Howard may be able to borrow (or end up with) any number of other powers, items, technological gadgets, and sidekicks.

Howard owns a suit of Iron Duck armor built by a past associate. It's in a closet somewhere. If he needs to get involved in some badness, he'll probably dig it out.



JUSTICE

Affiliations

Solo **6**

Buddy **8**

Team **10**

PP

Distinctions

BRAVE NEW WARRIOR
LEADERSHIP POTENTIAL
STRUGGLING IDEALIST

4
+1 PP

or

8

STRESS / TRAUMA

Power Sets

PSYCHOKINESIS

FORCE BLAST **10**

SUBSONIC FLIGHT **8**

SUPERHUMAN DURABILITY **10**

TELEKINETIC MASTERY **10**

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Multipower.* Add more than one PSYCHOKINESIS power die to your pool. Step back each PSYCHOKINESIS power die in your pool once for each die beyond the first.

SFX: *Telekinetic Grab.* When using a PSYCHOKINESIS power to inflict immobilizing complication on a target, add a D6 and step up your effect die.

SFX: *Versatile.* Split TELEKINETIC MASTERY into 2D8 or 3D6.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown PSYCHOKINESIS. Recover PSYCHOKINESIS when you recover that stress or wake up. If you take mental trauma, shutdown PSYCHOKINESIS until you recover that trauma.

Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

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Specialties

COMBAT EXPERT **8**

CRIME EXPERT **8**

PSYCH EXPERT **8**

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

Milestones

COUNTER FORCE

1 XP when you discuss a shortcoming of the Initiative.

3 XP when you create an asset for members of the Initiative to use.

10 XP when you take a senior position in the Initiative, so that you can be sure that the organization will be just, or leave and lead a team of rebel super heroes against the Initiative.

REMEMBER THE WARRIORS

1 XP when you compare a current adventure to something that happened during your tenure with the New Warriors.

3 XP when you help a young super hero during a Transition Scene.

10 XP when you form a new incarnation of the New Warriors and lead them or when you join a different team and leave your New Warrior legacy behind.

XP

Vance Astrovik [public]

History

After a visit from his future self, Vance Astrovik's life changed forever. The encounter altered his destiny, kickstarting mutant powers that otherwise would have sat dormant for years. He soon found himself the target of his abusive anti-mutant father. Running away from home, he partnered with the Thing briefly as Marvel Boy, even joining the Unlimited Class Wrestling Federation. Later rejected by the Avengers due to his age and inexperience, Vance helped found the New Warriors supergroup.

Vance was a valued member of the team for some time, until a violent encounter with his father put Vance on trial for negligent homicide and murder. Although the jury decided the young man acted in self-defense, they also found the use of his powers was reckless and sentenced him to a brief prison term.

Older, wiser, and more in control after serving his time, Vance returned to lead the New Warriors under the name Justice. Eventually he joined the Avengers alongside his fiancé and fellow New Warrior, Firestar. The pair served with distinction despite their youth, aiding the team against various foes. Eventually the pair left the group, their relationship faltered, and they split up.

Vance wasn't with the New Warriors when the Stamford disaster happened. However, he often finds himself the target of those who blame any member of the team, past or present, for the disaster. After siding with anti-SHRA forces during the Civil War, Justice accepted an instructor position with the newly founded Initiative program.

Personality

Justice is a responsible young man with a rough history. Between an abusive father, jail time, a broken engagement to Firestar, and watching a bunch of his old teammates die at Stamford, he has to work hard to stay positive. Fortunately, Vance's willpower, sense of justice, and desire to help others carries him along, though insults or jokes about his past tragedies annoy and anger him.

Justice really wants the New Warriors to be remembered as the heroes they were and not for the one time their actions went wrong. He also still isn't completely over Firestar and isn't sure he completely trusts the government to deal with the fallout of the SHRA hostilities.

Abilities & Resources

Justice is a potent mutant telekinetic who has honed his powers over years of practice and training. He is capable of projecting force blasts, moving objects, flying, and defending himself with a force field. Vance's control is exceptional; he is even able to affect smoke and gas particles with enough concentration. Vance has trained with the Avengers and the Thing, making him a skilled combatant. He's also very socially aware and sympathetic, making him an excellent teammate, leader, and counselor.

A former Avenger and New Warrior, Justice can call on surviving members of those teams for aid. His relationship with Firestar is strained since they broke off their engagement, but they still care for each other. Vance idolizes Captain America, and the older hero thinks highly of him. He's also quite friendly with the Thing. As an Initiative instructor, he has access to the program's resources and personnel.



KOMODO

Affiliations

SOLO

10

BUDDY

8

TEAM

6

PP
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Distinctions

I WAS A NOBODY
STUDENT OF THE LIZARD
VICIOUS COMBATANT

4
+1 PP

or

8

STRESS / TRAUMA

Power Sets

LIZARD DNA

ENHANCED DURABILITY

8

SUPERHUMAN REFLEXES

10

SUPERHUMAN STRENGTH

10

WALL-CRAWLING

8

SFX: *Ferocious*. Add a doom die to your next attack action. After your action, step up the doom die and return it to the doom pool.

SFX: *Rending Claws and Teeth*. Step back the highest die in your attack action pool to add a D6 and step up physical stress inflicted.

SFX: *Regrow Limbs*. Spend 1 PP to recover your physical stress or step back your physical trauma.

Limit: *Exhausted*. Shutdown LIZARD DNA to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *Mindless Rage*. Change any LIZARD DNA power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Specialties

ACROBATICS EXPERT

8

COMBAT EXPERT

8

MENACE EXPERT

8

SCIENCE EXPERT

8

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

Milestones

GRADUATE STUDENT

1 XP when you talk about your graduate work with Dr. Connors.

3 XP when you use your SCIENCE EXPERT to create an asset or complication.

10 XP when you decide be a scientist and use super-science to make someone's life better or find a science hero to be your mentor so that you can continue your education.

LIZARD BRAIN

1 XP when you discuss rending something apart with your *claws*.

3 XP when you use MENACE EXPERT to threaten an enemy, causing mental stress.

10 XP when you either ask someone for help with your lizard bloodthirst or surrender to the lizard, taking up your lizard-form full-time, only occasionally turning back to your human-form.

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XP
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Melati Kusuma [secret]

History

As a child, Melati Kusuma lost both of her legs. Years later, as a graduate student to Doctor Curt Connors, she learned about his regenerative lizard serum. She stole the serum and modified it to her own physiology. She injected herself, drastically modifying her DNA and re-growing her legs. It came with a cost, however, as she transformed into a monstrous lizard-creature. When Connors realized what she had done, he helped her register with the Superhuman Registration Act as Komodo, and she went to Camp Hammond to train as a new hero. The leaders of Camp Hammond worry about her trustworthiness after stealing the serum, but Connors vouches for her, swearing she is a capable and reliable young woman. Although she can transform back to her normal body, she does so reluctantly, as it also means losing her legs again.

Personality

Kusuma is prone to bouts of anger, especially when she believes herself threatened in any way. She is a fearsome combatant, and doesn't resist causing violent physical harm. No one knows about her ability to transform back into her old self: she guards the secret closely. She deeply fears washing out of the program and having her powers taken from her, as she believes her powers are the only thing that make her special. She is eager to prove herself to the team and her handlers at Camp Hammond, as that draws her attention away from her insecurities.

Abilities & Resources

Like her namesake, Komodo has the physiology of a lizard. Her skin is thick and leathery, she can use her tail for balance in jumping and climbing, and she wields sharp teeth and fangs. When perfecting the Doctor Connors' serum, Komodo altered it so that she is able to grow back limbs incredibly quickly, recovering from almost any injury she might sustain.

In addition to having a perfected reptile form, she is also a skilled and accomplished scientist, one in whom Connors sees great promise. Her knowledge of the biological sciences is impressive for her age, and she uses this both in the field and in the laboratory.



MACHINE MAN

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

MORE THAN JUST A MACHINE
MY ROBOT BRAIN NEEDS BEER
SENTIENT ANDROID

4
+1 PP

or

8

Power Sets

MECHANICAL BODY

CYBERNETIC SENSES

6

ENHANCED REFLEXES

8

ENHANCED SPEED

8

ENHANCED STAMINA

8

FLIGHT

6

SUPERHUMAN DURABILITY

10

SUPERHUMAN STRENGTH

10

STRETCHING

8

SFX: Immunity. Spend 1 PP to ignore stress, trauma, or complications from aging, dehydration, disease, poison, starvation, or vacuum.

SFX: Multitasking. Add more than one MECHANICAL BODY power die to your pool. Step back each MECHANICAL BODY power die in your pool once for each die beyond the first.

SFX: Swiss-Army Fingers. When using a MECHANICAL BODY power to create assets, add a D6 and step up your effect die.

Limit: Needs a Recharge. Shutdown any MECHANICAL BODY power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

COSMIC EXPERT

8

SCIENCE EXPERT

8

TECH EXPERT

8

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

Milestones

FLESHY ONES

1 XP when you threaten an organic creature.

3 XP when you help a fleshy ally recover from stress during a Transition Scene.

10 XP when you either decide that humanity is well worth learning from and attempt to gain empathy or decide that humanity is mad and decide to be a cold, calculating robot with no emotions that don't involve beer.

SELF-HATRED OR JUST FUN?

1 XP when you discuss the destruction of equipment, architecture, or robots.

3 XP when you create an asset, complication, or stunt that involves destroying inanimate objects.

10 XP when you either decide that it's your duty to hunt down rogue robots or that you can't do violence to your comrades anymore.

PP
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STRESS / TRAUMA

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XP

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History

Robot X-51 was part of a top-secret government program designed to create a robot who could think like a man. One of the scientists on the program, Dr. Abel Stack, understood that no robot would be able to think like a man unless it was treated like one. Stealing X-51 and working in secret, he built the robot a human-like face and began treating it as human. When the other robots began displaying personality defects, the government shut down the program by activating the self-destruct sequence in all robots. Dr. Stack died deactivating X-51's self-destruct.

Machine Man took on a human name, Aaron Stack (after his "father"), and began to live among humanity, hiding the truth of his origins. The government hunted him down, but stopped once they saw he was able to successfully take on the Hulk during one of his rampages.

Machine Man worked for a time with the Avengers, before being captured by S.H.I.E.L.D. The Red Skull attacked the Helicarrier while Aaron was in S.H.I.E.L.D.'s custody, and X-51 saved the day, though he was destroyed in the process.

When the Brotherhood of Mutants battled a Prime Sentinel near his remains, the Sentinel's nanites worked their way into the body of X-51, and he re-awoke. The Celestials took interest in him, and he traveled with them for a time. Recently, he returned to Earth to become a member of the counter-terrorism team Nextwave.

Personality

Machine Man is cool and collected, sometimes disturbingly so. After all he's been through, he sees humanity as "fleshy ones." He's unable to have a nervous breakdown, but he actually created a fantasy world for himself so that he would be able to have one. He's an alcoholic, constantly seeking out beer to consume.

Abilities & Resources

Machine Man is robot form made flesh. His titanium alloy construction means he's incredibly resilient to damage, and his "wave-modifying coating" is a protective barrier to energy attacks. He's capable of anti-gravity flight, as well as extending his limbs to extreme lengths. He has sufficient strength to throw cars around like playthings.

The tips of his fingers can transform into pistols, lasers, radars, audiometers, gravity wave detectors, computer inputs and outputs, radio transceivers, cutting torches, and more... anything he needs. Aaron keeps spare fingertips in belt pouches.

Machine Man uses solar energy to power his body, and when denied it long enough, he will shut down.



MISTY KNIGHT

Affiliations

Solo **6**

Buddy **10**

Team **8**

Distinctions

BIONIC BOUNTY HUNTER
DAUGHTER OF THE DRAGON
EX-NYPD

4 or **8**
+1 PP

Power Sets

BIONIC ARM

ENERGY BLAST **6**

SUPERHUMAN STRENGTH **10**

SFX: *Anti-Metal.* When using SUPERHUMAN STRENGTH power in an attack action against metallic objects or characters, add a D6 and step up your effect die.

SFX: *Cryogenic Blast.* When inflicting a cold-based complication on a target, add a D6 and step up your effect die.

Limit: *Still Human.* Step back SUPERHUMAN STRENGTH and shutdown other BIONIC ARM powers to gain 1 PP. Take an action vs. the doom pool or participate in a Transition Scene to recover.

Limit: *Wired into My Brain.* Step up mental stress taken from electromagnetic pulses and other anti-technology attacks to gain 1 PP.

GIRL'S GOTTA ACCESSORIZE

ENHANCED DURABILITY **8**

WEAPON **8**

SFX: *Rapid Fire.* Against a single target, step up or double a GIRL'S GOTTA ACCESSORIZE die. Remove the highest rolling die and use 3 dice for your total.

SFX: *Take Aim.* Step up or double any GIRL'S GOTTA ACCESSORIZE power for one action. If the action fails, add a die to doom pool equal to the normal rating of that power die.

Limit: *Gear.* Shutdown GIRL'S GOTTA ACCESSORIZE to gain 1 PP. Take an action vs. the doom pool to recover GIRL'S GOTTA ACCESSORIZE.

Specialties

BUSINESS EXPERT **8**

COMBAT EXPERT **8**

CRIME EXPERT **8**

COVERT EXPERT **8**

MENACE EXPERT **8**

VEHICLES EXPERT **8**

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

Milestones

FORMER COP

1 XP when you talk about an investigation or talk to someone from your life in the NYPD.

3 XP when you create a complication for an opponent with one of your Specialties.

10 XP when you either bring in an opponent to the appropriate law enforcement agency or decide that their villainy has made it personal and take justice into your own hands.

PARTNERS IN CRIME-FIGHTING

1 XP when you talk to your co-workers about a job.

3 XP when you use BUSINESS EXPERT, CRIME EXPERT, or COVERT EXPERT to create an asset for your co-workers to use.

10 XP when you hire someone new to join you and Colleen in your work or leave the job for a while in order to chase down other opportunities and adventures.

PP
□

STRESS / TRAUMA

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12

XP

□

Mercedes "Misty" Knight [public]

History

An NYPD cop until a terrorist's bomb destroyed her right arm, Misty Knight received a bionic replacement from Stark Industries. Rejecting a desk job, she left the force to become a private investigator. Early in her career, Misty teamed with Colleen Wing to take down crime lord Emil Vachon. Impressed with how well they worked together, the duo formed Nightwing Restorations, Ltd and became informally known as the Daughters of the Dragon. The pair has had a few rough spots over the years, but mostly remain friends and partners. The Daughters of the Dragon have operated all over the world, chiefly in New York and the Far East.

In addition to her friendship with Colleen, Misty has had a long-running romantic relationship with billionaire Danny Rand AKA Iron Fist (and recently, known as Daredevil). She and Danny aren't currently together, but the flame between them burns bright. Recently Misty and Colleen re-formed Heroes for Hire as bail bondswomen but have been contacted by pro-Registration forces to hunt down unregistered heroes and villains. Whether the two will ultimately take the job or aid the opposition is uncertain.

Personality

Misty has a tough no-nonsense attitude and a strong sense of loyalty, both holdovers from her days with the NYPD. This results in a very "us versus them" attitude. For Misty, "us" consists of friends, most super heroes, innocent civilians, and the occasional sympathetic villain while "them" are mostly criminals, villains, and anyone foolish enough to get on her bad side. Misty doesn't suffer fools, deception, or betrayal, and will confront anyone who hurts her loved ones.

Misty has a code of honor involving taking jobs and finishing them, but she has been known to bend the rules in extreme circumstances. She's particularly likely to do this for old friends and heroes whom she deeply respects. Despite occasional protestations that their relationship is over and done, Misty still loves Danny Rand and seeing their mutual friend Luke Cage embrace marriage and fatherhood has gotten her thinking about her own future.

Abilities & Resources

Misty is a talented investigator, exceptional marksman, and skilled driver and pilot. Originally relying on the superhuman might of her bionic arm and exceptional street fighting skills, over the years Misty has added more traditional martial arts to her repertoire. A recent battle with the crime lord Ricadonna destroyed her arm, leading her to acquire a new upgraded prosthesis of Anti-Metal and diamond. The prosthetic also now sports various offensive weapons, like a cryogenic blaster and repulsor field. On the job Misty wears body armor and carries various firearms, favoring high-caliber pistols.

A former cop, Misty has contacts in the NYPD and among police informants and petty crooks. Years of working with Colleen Wing, Luke Cage, and Iron Fist have formed close-knit bonds. An ally to the X-Men and former roommate of Jean Grey, Misty can count herself among the mutant team's friends. Tony Stark personally designed and upgraded Misty's bionic arm, and the two are good friends despite their different backgrounds and worldviews.



MONICA RAMBEAU

Affiliations

SOLO **8**

BUDDY **6**

TEAM **10**

Distinctions

**BEEN THERE, FOUGHT THAT
I USED TO LEAD THE AVENGERS
SAME NAME, DIFFERENT HERO**

4
+1 PP

or

8

Power Sets

ELECTROMAGNETIC FORM

INTANGIBILITY **10**

SPACE FLIGHT **12**

SFX: *Zap!* On a successful reaction against a close-combat attack action, inflict physical stress with your effect die at no PP cost. Spend 1 PP to step it up.

Limit: *Half-Life.* Change any ELECTROMAGNETIC FORM power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Limit: *Mutually Exclusive.* Shutdown Electromagnetic Form to activate Electromagnetic Projection. Shutdown Electromagnetic Projection to recover Electromagnetic Form.

ELECTROMAGNETIC PROJECTION

ENERGY BLAST **10**

RADIATION CONTROL **8**

SUBSONIC FLIGHT **8**

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into an ELECTROMAGNETIC PROJECTION stunt or step up an ELECTROMAGNETIC PROJECTION power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Versatile.* Replace ENERGY BLAST with 2D8 or 3D6 on your next roll.

Limit: *Overload.* Shutdown any ELECTROMAGNETIC PROJECTION power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

COMBAT EXPERT **8**

COSMIC EXPERT **8**

CRIME EXPERT **8**

PSYCH EXPERT **8**

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

Milestones

LASER LEADER

1 XP when you give orders in the midst of an Action Scene.

3 XP when you use your ELECTROMAGNETIC PROJECTION power set to create an asset for a teammate.

10 XP when you either declare someone else leader so that you can lead a different team, or turn down an offer to lead another team in order to stay with Nextwave.

MASTER BLASTER

1 XP when you threaten to destroy someone with your ELECTROMAGNETIC PROJECTION power set.

3 XP when you deal out stress to the most significant threat in an Action Scene.

10 XP when you either destroy a global threat with your ELECTROMAGNETIC PROJECTION power set or use an ELECTROMAGNETIC FORM power to create a complication that allows the team to save the day.

PP
□

STRESS / TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP

□

Monica Rambeau [secret]

History

While serving as a lieutenant in the New Orleans harbor patrol, Monica Rambeau learned that a mad scientist was creating an other-dimensional energy-tapping device. With the help of a fellow harbor patrol member and an old family friend, she investigated and helped shut down the device, but not before it bombarded her with extra-dimensional rays, giving her the power to turn her body into pure energy.

She took the name of Captain Marvel and joined the Avengers, working alongside Captain America and the Wasp. While with the Avengers, she battled a multitude of foes such as Annihilus, Kang the Conqueror, Morgan Le Fay, and Quicksilver. She was one of the many heroes transported to the Beyonder's Secret Wars.

Eventually, Rambeau stepped up as leader of the Avengers, with Captain America's nomination. During a vicious battle with the Leviathan, Rambeau stretched her powers to the limit, dispersing her body. She was able to pull herself back together, but lost her powers and became a shell of her former self.

She eventually regained her powers, stronger than ever, and led a delegation of Avengers to the Shi'ar Empire during the Kree-Shi'ar War.

She changed her name after the son of the original Captain Marvel became a hero, taking the name Photon, and later Pulsar. When she took charge of Nextwave, she dropped her moniker in favor of her own name.

Personality

Monica Rambeau is a dedicated and somber woman. She views duty and service above all else, often including her own family. As the former leader of the Avengers, she has faced world-threatening forces, and views all dangers as serious matters. She wishes she could be back with the Avengers, but understands that she's needed with this band of misfits at the moment. For now, she'll put up with their antics, despite any and all collateral damage that takes place as result of members' actions.

Abilities & Resources

Due to the accident she suffered in New Orleans, Rambeau is capable of transforming her body into a being of pure energy. This energy can be any form within the electromagnetic spectrum, allowing her to penetrate solid surfaces as x-rays, radio waves, microwaves, and visible light. She's capable of achieving light speed in her energy form. In her human form, she's able to project this energy from her hands in bursts of electromagnetic energy, as well as use the energy to fly.

In addition to her energy powers, Rambeau has experience with law enforcement, swimming and nautical expertise, and connections with many members of the super hero community, through her tenure with the Avengers.



MOONSTONE

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

BOUND TO POWER
COLDHEARTED SCHEMER
MANIPULATIVE

4
+1 PP

or

8

Power Sets

LIFESTONE AUGMENTATION

ENERGY BLAST

10

INTANGIBILITY

10

SUBSONIC FLIGHT

8

SUPERHUMAN DURABILITY

10

SUPERHUMAN REFLEXES

10

SUPERHUMAN STAMINA

10

SUPERHUMAN STRENGTH

10

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Dazzling Burst.* When inflicting a **BLINDED** complication or mental stress on a target, add D6 and step up your **ENERGY BLAST** die.

SFX: *Puppets on a String.* Spend 1 PP to step up a **PSYCH MASTER** stunt or resource and recover mental or emotional stress.

Limit: *Holds a Grudge Forever.* Step up emotional stress from opponents that offend or mock Sofen to gain 1 PP.

Specialties

COMBAT EXPERT

8

MEDICAL EXPERT

8

MENACE EXPERT

8

PSYCH MASTER

10

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

Milestones

LOVE OR JUST MORE MANIPULATION?

1 XP when you flirt with a hero or villain on the team.

3 XP when you use **MENACE EXPERT** or **PSYCH MASTER** to create an asset for a lover.

10 XP when you either enter into a truly loving relationship or break off your current affair the moment it stops being advantageous to you.

MIND GAMES

1 XP when you say something to an ally or enemy that plays upon their fears and shortcomings.

3 XP when you inflict mental stress using **MENACE EXPERT** or **PSYCH MASTER**.

10 XP when you either decide to stop your pattern of manipulation and abuse and use your psychiatric skills to heal others or destroy a hero or villain with mental trauma.

PP
□

STRESS / TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP
□

History

Swearing to rise above the poverty in which she was born, Karla Sofen became a successful but unethical psychiatrist. Briefly a companion to the villainous Dr. Faustus, she used her skills to gain access to a Kree gravity stone found on Earth's moon. Taking the name Moonstone, she used her newfound powers and professional abilities to harass, seduce, and dominate others. A member of the Masters of Evil, she participated in the deception that reinvented the team as the new heroes, the Thunderbolts. Remaining with the team after they were unmasked as villains, she constantly sought to manipulate her teammates in order to increase her own power and importance. She eventually discovered another Kree stone in an alternate dimension, furthering her abilities.

After the death of the young Thunderbolt Jolt, Karla attempted to redeem herself. Her natural tendencies combined with the influence of the gravity stone on her mind made this difficult. Her rocky redemption was cut short when ex-Thunderbolts leader Baron Zemo stole the stones that gave her power, an act which left her comatose.

Recently, teammate Songbird helped revive Moonstone. Karla seems to be much as she was before, a compulsive manipulator and villain with occasional flashes of genuine heroism. However, she supports her current Thunderbolt role as SHRA enforcer fully. Whether this is due to sincere belief or because she's working some angle remains to be seen.

Personality

Moonstone almost obsessively deceives others, including herself. She has blocked out key moments from her past, including how her impoverished mother truly died. She loves to flirt and seduce attractive, powerful men, especially superhumans. Ultimately driven to gain whatever respect, power, and influence she can, she subconsciously believes it's the only way to be truly happy and protected.

Karla doesn't respond well to the leadership of others. Even if she follows orders outwardly, she's always working to improve her own position. She can be almost shockingly arrogant and selfish, seeking to finish a task quickly so she can get back to some hedonistic pursuit or scheme. While it's true this behavior masks some heroic feelings, they might never really overcome her other personality defects.

Abilities & Resources

The Kree gravity stones that have bonded with Moonstone's body give her an array of powers. Superhumanly strong and tough, she can fly, fire laser blasts, and become intangible. The stones also sustain her life, and she will die if separated from them for too long.

In addition to her powers, she is a skilled psychologist, psychiatrist, and hypnotist. She uses these abilities to great effect against others, even removing mental blocks and conditioning others to use their powers in new ways.

Moonstone doesn't have many friends, mostly because those who spend enough time with her become aware of her constant scheming. Still, she can count on many of her fellow Thunderbolts for at least begrudging assistance. She also is adept at creating new allies through manipulation, being especially fond of using her beauty and talents to seduce others into doing her bidding.



MVP

Affiliations

SOLO 

BUDDY 

TEAM 



Distinctions

ALL-AMERICAN BOY
CLEAN LIVING
"PUT ME IN, COACH!"

 +1 PP or 

STRESS / TRAUMA

Power Sets

ERSKINE'S LEGACY

ENHANCED DURABILITY 

ENHANCED REFLEXES 

ENHANCED STAMINA 

ENHANCED STRENGTH 

SFX: *Focus.* If your pool includes an ERSKINE'S LEGACY power, you may replace two dice of equal size with one stepped-up die.

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

SFX: *Second Wind.* Before you make an action including an ERSKINE'S LEGACY power, you may move your physical stress die to the doom pool and step up that ERSKINE'S LEGACY power for this action.

SFX: *Selfless Heroism.* Spend 1 PP to take physical stress intended for a nearby ally or friend.

SFX: *Versatile.* Split any ERSKINE'S LEGACY power into 2D6.

Limit: *Star Player.* Step up emotional stress from betrayal, mistrust, and accusations of misconduct to gain 1 PP.



Specialties

ACROBATICS EXPERT 

COMBAT EXPERT 

PSYCH EXPERT 

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



Milestones

GOLDEN BOY

1 XP when you tell your allies or opponents that your powers come from hard work and cleaning living.

3 XP when you take stress by using your *Selfless Heroism* SFX.

10 XP when you either eclipse all memory of the allegations of cheating by saving the world from a super villain or seek out actual super powers through cosmic radiation or super science.

GREAT EXPECTATIONS

1 XP when you tell someone that you don't have any super powers.

3 XP when you best someone who does have powers.

10 XP when you either graduate from the Initiative with your hero license or quit the Initiative to go back to your extraordinarily ordinary life.



Michael Van Patrick [public, background kept secret]

History

One of the most promising young college athletes of his generation, Michael Van Patrick lost his scholarship when it was revealed his great-grandfather was Abraham Erskine, the inventor of the Super-Soldier Serum that transformed Steve Rogers into Captain America. Assuming Michael was similarly augmented, his school barred him from athletics. In truth, Michael's exceptional abilities are a result of a carefully cultivated program of special nutrition and isometric exercises based on Dr. Erskine's research inherited by Michael's father. This program duplicated in young Michael the same peak human abilities as Captain America but without the need for the Super-Soldier Serum. Michael doesn't know the source of his abilities, only that he's never been exposed to radiation, alien technology, or anything else that would have given him powers.

Impressed with the young man's abilities and seeking recruits for their new Initiative program, Justice recruited Michael under the code name MVP. He is sure to be at the forefront of the newest generation of promising young heroes.

Personality

Michael Van Patrick is friendly, intelligent, charming, and remarkably level-headed. He's so nice and likeable, cynics might suspect it's all an act and beneath that exterior is some terrible personality defect. There's not; MVP is a just a great guy. He's helpful, looks out for the well-being of others, and doesn't lord his amazing abilities over others. Simply put, he doesn't only display the abilities of Captain America, he displays the Sentinel of Liberty's strength of character as well.

All that said, MVP is still young. Losing his scholarship and being accused of cheating hurt him, and he wants to prove he's a hero and a superstar. He sometimes forgets he's still not immortal, particularly when others are in danger.

Abilities & Resources

Maintaining special nutrition and exercise since birth, MVP is in perfect condition. His strength, agility, reflexes, and endurance all operate at peak human levels. These abilities combined with years of athletic training make him a naturally gifted combatant, gymnast, and acrobat. In addition to his physical abilities, MVP is bright and an excellent student, though he's not yet applied himself seriously to any particular discipline. He's got definite leadership potential, being singled out by his instructors as "the kind of kid we should be putting front and center."

While he's young, Michael is well thought of by everyone who spends any time with him. He is seen as one of the most promising Initiative recruits among the current classes, and his instructors are committed to seeing he succeeds.



PALADIN

Affiliations

SOLO

10

BUDDY

8

TEAM

6

Distinctions

HAVE STUN GUN WILL TRAVEL
IN IT FOR THE MONEY
MERCENARY CODE

4
+1 PP

or 8

Power Sets

AUGMENTED HUMAN

ENHANCED REFLEXES 8

ENHANCED STAMINA 8

ENHANCED STRENGTH 8

SFX: *Focus*. If your pool includes an AUGMENTED HUMAN power, you may replace two dice of equal size with one stepped-up die.

SFX: *Sorry, It's Just Business*. Step up and move your mental or emotional stress to an opposing roll involving another player's hero to gain 1 PP. If this roll causes the player to be stressed out, give the Watcher an opportunity as well.

SFX: *Whose Side Are You On?* When gaining 1 PP for a rolled opportunity, add an additional D6 to the doom pool to gain 1 additional PP.

Limit: *Greed*. Step up mental stress caused by bribes or opportunities for riches to gain 1 PP.

TOOLS OF THE TRADE

ENERGY BLAST 8

ENHANCED DURABILITY 8

ENHANCED SENSES 8

SFX: *Air Supply*. Spend 1 PP to ignore stress, trauma, and complications from airborne substances and suffocation.

SFX: *Stunner*. If your attack roll includes ENERGY BLAST, add a D6 and step up physical stress. If the target is stressed out from this attack, they take no trauma.

Limit: *Gear*. Shutdown TOOLS OF THE TRADE power to gain 1 PP. Take an action vs. the doom pool to recover TOOLS OF THE TRADE.

Specialties

BUSINESS EXPERT 8

COMBAT EXPERT 8

COVERT EXPERT 8

CRIME EXPERT 8

PSYCH EXPERT 8

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

Milestones

BOUNTY HUNTER

1 XP when you talk about your target and how you plan to bring them in.

3 XP when you create an asset that helps the team capture your quarry.

10 XP when you either bring in an enemy alive who has a D12 in their Power Set or let someone go because it is the right thing to do.

DASHING MERCENARY

1 XP when you discuss the pay behind a job or flirt with someone.

3 XP when you inflict up a complication on an opponent or ally that allows you to get away with more money.

10 XP when you either betray your team for a big pay-off or decide that something is more important than money and leave a big payday on the table so that you can keep your conscience clear.

PP

STRESS / TRAUMA

P

4

6

8

10

12

M

4

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8

10

12

E

4

6

8

10

12

XP

Paul Dennis/Paul Denning [secret]

History

Little is known about the roguish mercenary and bounty hunter who calls himself Paladin. He clearly has advanced training in military, intelligence, or law enforcement but only he knows the source of these skills. He first surfaced tracking down the Purple Man, encountering Daredevil during the case. He's worked both with and against numerous heroes, including Daredevil, Spider-Man and Captain America. For a time he dated the Wasp, though eventually his mercenary nature and secrecy destroyed their relationship.

Paladin spent some time in the employ of Silver Sable as a member of her Wild Pack, though he eventually went solo again. He'll take almost any assignment for the right price, though he tends to try and work with law enforcement agencies, legitimate corporations, or reputable governments whenever possible. Recently Paladin joined Heroes for Hire, lured by the bounties offered on superhumans who refuse to comply with the Registration Act. His teammates don't entirely trust him, but they admire his skills and abilities.

Personality

Paladin is an unrepentant gun-for-hire. He enjoys testing his skills against potent opponents, beating them, and getting paid well. Occasionally he'll do something altruistic, especially if it means sticking it to a group or individual who's particularly loathsome, but it's not a reliable virtue. He has no problem allying himself with heroes when necessary, especially those who don't seek a cut of his payment. He prefers to avoid lethal force, though this is likely at least in part because live bounties tend to pay better. Although he also tends to stay bought when hired, he's not above deception regarding who's really paying him and why.

Paladin also loves the ladies. He enjoys the company of beautiful women and views disinterest as an excuse to at least amuse himself with further flirtations. Mostly, he likes to have fun and make money.

Abilities & Resources

The origin of Paladin's augmented strength and agility are unknown, but he possesses somewhat more than peak-human strength, endurance, and reflexes. He uses custom body armor fitted with an internal air supply and infrared lenses. His main weapon is his stun gun, which emits an energy that interferes with a target's neural system, causing disorientation and unconsciousness. He will often employ other devices and equipment as needed. Paladin is a trained combatant, skilled investigator, and competent bodyguard.

Although Paladin has worked with a lot of folks, he doesn't have a lot of friends. This seems to suit him just fine, but it also means it's uncertain what sort of reaction he'll get from a past ally. For example, he's helped Daredevil fight various foes, but he also once shot the hero and helped the FBI capture him. This makes his relationships with the super hero community unpredictable.



PENANCE

Affiliations

SOLO

10

BUDDY

6

TEAM

8

PP
□

Distinctions

**BROKEN NEW WARRIOR
HAUNTED BY STAMFORD
I HAVE TO SUFFER**

4
+1 PP

or 8

STRESS / TRAUMA

Power Sets

PENANCE ARMOR

ENHANCED DURABILITY 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Power in Pain.* Step up your emotional or physical stress to step up and double a SPEEDBALL EFFECT power.

Limit: *612.* Step up mental stress or trauma taken from authorities, public opinion, or confronting victims of superhuman actions to gain 1 PP.

Limit: *Gear.* Shutdown PENANCE ARMOR to gain 1 PP. Take an action vs. the doom pool to recover PENANCE ARMOR.

SPEEDBALL EFFECT

KINETIC BLAST 8

LEAPING 8

SUPERHUMAN DURABILITY 10

SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma.

SFX: *Rebound Attack.* On a successful reaction against a kinetic-based attack action, convert opponent's effect die into a SPEEDBALL EFFECT stunt or step up KINETIC BLAST until used in an action. If opponent's action succeeds, spend 1 PP to use this SFX.

Limit: *Uncontrollable.* Change any SPEEDBALL EFFECT power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.

Specialties

ACROBATICS EXPERT 8

COMBAT EXPERT 8

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

Milestones

"I CAN SEE THEIR FACES!"

1 XP when you talk about what happened at Stamford.

3 XP when you throw yourself into unnecessary danger and take stress due to guilt or seek out help dealing with your grief during a Transition Scene.

10 XP when you either fully become Penance, vowing to never take off the mask, be called Speedball or even answer to your given name, or overcome your pain and put the Penance persona aside.

THE MASKED MARVEL

1 XP when you talk to a younger super hero about his or her own problems.

3 XP when you give support to a younger super hero during a Transition Scene.

10 XP when you either claim your place as a veteran super hero and lead your own team or decide to put away all super heroism for good and retire.

P

4

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8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP

□

Robert "Robbie" Baldwin [secret]

History

Gaining powers from a lab accident that exposed him to extra-dimensional energies, Robert "Robbie" Baldwin became Speedball, the Masked Marvel. Joining the young team the New Warriors, Speedball fought numerous foes and slowly mastered his erratic and unpredictable powers. Known for his fun-loving attitude and colorful costume, Speedball remained a member of the team through its various incarnations.

Baldwin's life changed forever when the New Warriors and Nitro caused the Stamford disaster. At first denying he and his fellow heroes were responsible for the tragedy, an assassination attempt and his parent's disownment made Robbie acutely aware of the loss and pain his actions helped cause. This realization broke something inside the young man, causing him to spiral into a deep depression.

Thinking he had lost his powers, he eventually discovered they could be reactivated by causing himself physical pain. Crafting a suit with 612 iron spikes on the inside, one for each Stamford victim, he joined the pro-SHRA forces under the new code-name Penance. As Penance, Baldwin seeks to punish himself and stop heroes who think they should not be controlled and monitored by the government.

Now a member of the Thunderbolts, Penance is driven and fragile, dangerous and pathetic. Only time will tell what becomes of him.

Personality

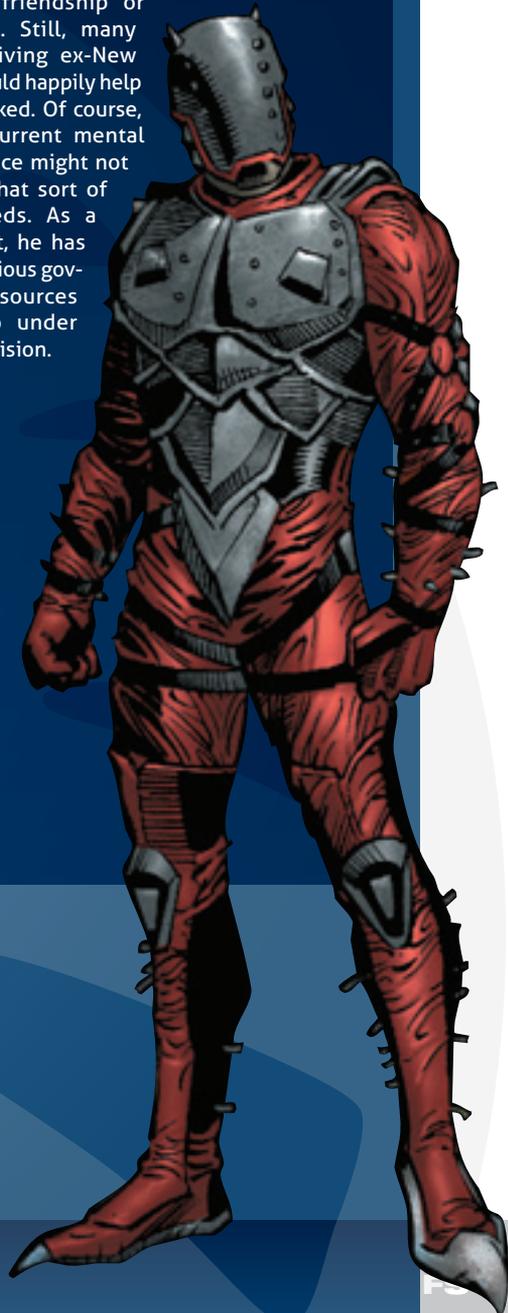
As Penance, Baldwin is moody, unbalanced, and guilt-ridden. He believes he deserves to suffer constantly for the deaths at Stamford. He especially focuses on the 60 children who died during the incident, even going to far as making the spikes on his costume that represent them the largest and most painful. He also claims to hear the voices of the death taunting him.

Penance is easily manipulated by anyone who tells him they can help him redeem himself and prevent further tragedy. He's so obsessed with that and his own suffering that he doesn't consider that someone might manipulate him into serving their own ends. Baldwin isn't stupid, but he is fairly naïve and very tormented. The combination might fuel his powers, but it's doing so at the cost of his sanity.

Abilities & Resources

As Speedball, Baldwin could surround himself with a field of extra-dimensional energy that redirected and amplified kinetic force. This "Speedball Effect" allowed him to absorb massive attacks, bound over great distances, and eventually project short-range bursts of energy. Losing these abilities due to severe trauma, Baldwin now uses self-inflicted injury to activate a variant of his former powers. His armored costume channels his energy, allowing him to generate explosive blasts, delivering kinetically charged blows, and generate force fields.

As one of the New Warriors at Stamford, Baldwin is currently hated, despised, and pitied. He has few allies and doesn't believe himself worthy of friendship or compassion. Still, many of his surviving ex-New Warriors would happily help him if he asked. Of course, given his current mental state, Penance might not agree on what sort of aid he needs. As a Thunderbolt, he has access to various government resources but is also under strict supervision.



RADIOACTIVE MAN

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

CHINESE PATRIOT
HIGHLY PRAGMATIC
SMARTER THAN HE LOOKS


+1 PP

or



Power Sets

RADIOACTIVE BODY

ENHANCED STAMINA 

RADIATION MASTERY 

SUPERHUMAN DURABILITY 

SUPERHUMAN STRENGTH 

SFX: *Creative Applications.* When inflicting a complication on a target, add D6 and step up your effect die.

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack, convert your opponent's effect die into a RADIOACTIVE BODY stunt or step up a RADIOACTIVE BODY power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Hypnotic Lights.* Step back the highest die in an attack action pool to add a D6 and step up mental stress inflicted.

Limit: *Radiation-Based.* When stressed out by energy-draining or radiation-inhibiting tech, shutdown RADIOACTIVE BODY to gain 1 PP.

Specialties

COMBAT EXPERT 

MENACE EXPERT 

PSYCH EXPERT 

SCIENCE EXPERT 

TECH EXPERT 

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

Milestones

AMBITIOUS VILLAIN, NEW HERO

1 XP when you discuss the downfall of a hero or villain with at least one D12 in their Power Set.

3 XP when you deal stress to the most powerful opponent on the battlefield.

10 XP when you either stress out an opponent who has defeated you in the past or help one of your former foes recover.

SMART HENCHMAN

1 XP when you take orders from another villain.

3 XP when you use SCIENCE EXPERT to create an asset for an ally.

10 XP when you either bring about the downfall of a hero who has a D12 in a power or decide to betray the villain whose orders you have followed.

PP


STRESS / TRAUMA

P











M











E











XP



Chen Lu [public]

History

Chinese operative and nuclear physicist Chen Lu gained his powers while attempting to create a superhuman to defeat Thor. Confronting the thunder god and losing, Chen Lu encountered the Avengers repeatedly as a member of the Masters of Evil. He later worked for the Mandarin and as a physicist for Stane International, encountering and being defeated by Iron Man in both cases. He has also returned to China on occasion to serve as a member of their super-powered forces or to work with heroes from allied nations.

Eventually Chen tired of this cycle of villainy and defeat. He joined the Thunderbolts in an attempt to reform and become a hero. Meeting modest success with the team, he also found himself growing increasingly radioactive. Requiring a special suit to shield others from these energies, he has remained with the team through several incarnations and is a current member.

Recently, the Thunderbolts have become government operatives tracking down those who refuse to register under the SHRA. Chen is a valued member of the team, though he has concerns about the behavior of some of the Thunderbolts more brutal members, preferring the company of teammate Songbird.

Personality

Radioactive Man is proud, intelligent, and a bit arrogant. He is also a Chinese patriot, though a lack of consistent agreement with the government of his homeland results in him often leaving to work abroad. He is also fairly honorable for someone who has spent so much time as a villain, though he isn't above dirty tricks to win a fight.

As a scientist, Chen Lu often prefers to use brains over brawn. However, he isn't blind to the vast amount of force he can bring to bear with his powers, and won't shy away from direct confrontation. He is sensitive about his own radioactivity, often explaining he is safe to be around and protections like his suit are unnecessary. Still, he also acquiesces to such measures to put others at ease.

Abilities & Resources

Radioactive Man's body has been changed by controlled exposure to high levels of radiation. This process gave him bright green skin and the ability to manipulate radiation with a number of effects. He can project blasts of radiation, generate a powerful force field, and even create hypnotic light patterns. He also has superhuman strength and can absorb incredible levels of radiation without harm, though this can increase his body's radioactivity. He wears a special containment suit to protect others from these excess energies. Chen Lu is a trained nuclear physicist and has some expertise in covert operations due to his time as a Chinese agent.

Despite trying to go straight, Chen Lu has precious few contacts among the super hero community. His previous allies, friends, and contacts are former Masters of Evil cohorts, Chinese secret agents, and an assortment of other current and former super villains. As a Thunderbolt, he has access to various government resources, but he is closely watched due to his villainous past, radioactive nature, and ties to a foreign power.



SHANG-CHI

Affiliations

SOLO

10

BUDDY

6

TEAM

8

Distinctions

CULTIVATED INNER PEACE
EX-SECRET AGENT
MASTER OF KUNG FU

4
+1 PP

or 8

Power Sets

LIVING WEAPON

ENHANCED DURABILITY

8

ENHANCED REFLEXES

8

ENHANCED STAMINA

8

ENHANCED STRENGTH

8

SFX: *Focus.* If your pool includes a LIVING WEAPON power, you may replace two dice of equal size with one stepped-up die.

SFX: *Never Outmatched.* When using COMBAT MASTER stunts or resources in a roll that includes a LIVING WEAPON power, add a D6 and step up your effect die.

SFX: *Never Outnumbered.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Rising of the Spirit.* Before you make an action including a LIVING WEAPON power, you may move your emotional stress die to the doom pool and step up the LIVING WEAPON power for this action.

Limit: *Exhausted.* Shutdown any LIVING WEAPON power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

ACROBATICS MASTER

10

COMBAT MASTER

10

COVERT EXPERT

8

CRIME EXPERT

8

PSYCH EXPERT

8

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

Milestones

HEIR TO AN EVIL EMPIRE

1 XP when you discuss your father's villainy.

3 XP when you cause stress to your father's minions or destroys one of your father's headquarters

10 XP when you either defeat your father and end his villainy once and for all or gather your own team and begin your own criminal empire.

THE MASTER

1 XP when you compliment or critique a martial arts technique.

3 XP when you cause physical stress to another martial artist.

10 XP when you either defeat a rival martial artist and offer to take them as a student or admit that your opponent is your better and declare them as the Master of Kung-Fu.

PP
□

STRESS / TRAUMA

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XP
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Shang-Chi [public]

History

Born in China's Hunan province, Shang-Chi ("the rising of the spirit"), was born the son of an evil criminal mastermind with countless aliases. Trained almost from birth to be his father's best warrior, Shang-Chi discovered his father was a villain who had trained his son to be his personal assassin. Turning against his father, the young martial artist joined with various law enforcement and intelligence agents to help bring down his family's criminal empire.

His ultimate confrontation with his father came when the old man sought Shang-Chi's blood as part of the Elixir Vitae, a serum used to provide near-immortality. Afterward believing his father dead, Shang-Chi retired to a quiet fishing village, leaving only when threats to his friends and allies demanded his attention. Eventually Shang-Chi's father resurfaced very much alive, and Shang renewed his quest to stop him. He also confronted his "brother" Moving Shadow, an assassin raised as Shang-Chi himself was. He put a stop to both villains.

After a short attempt to leave behind violence and adventure again failed, Shang-Chi travels the world in search of adventure and wrongs to right. He has recently joined up with Heroes for Hire, lending his experience and skills to the organization.

Personality

Hiding his violent upbringing within a shell of carefully cultivated control, Shang-Chi desires nothing so much as balance and peace. He is driven to action by a sense of justice and a desire to prove he is not an evil man like his father, but he keeps a careful rein on his emotions. This often makes him seem distant and cold, though in truth he feels very deeply. He is simply afraid of what damage those feelings, left unchecked, might cause. However, he will open up to others given time, revealing a thoughtful, just man with a dry wit.

Shang-Chi will sacrifice much for his friends, allies, and any innocents who are threatened by the wicked. He thinks nothing of facing numerous foes or superpowered opponents, believing such conflicts to be the ultimate test of his skills.

Abilities & Resources

Shang-Chi is one of, if not the greatest martial artist in the world. He can hold off legions of lesser-trained foes or engage superhumans using only his incredible fighting skills. He is also a trained secret agent, detective, and acrobat. Adept with all manner of martial arts weapons, he can easily adapt to an opponent's fighting style.

Shang-Chi's life has crossed the paths of many others. He has many allies in British Intelligence, law enforcement, and has met and fought with or against most of the world's top martial artists. He has worked with Spider-Man, Moon Knight, Pete Wisdom and M13, and many others. He would also presumably have contacts within his father's criminal empire, some of whom would see him as an heir apparent, but he is usually loath to explore these connections.



SONGBIRD

Affiliations

Solo **6**

Buddy **8**

Team **10**

PP

Distinctions

ABANDONMENT ISSUES
 FORMER PROFESSIONAL WRESTLER
 REFORMED CRIMINAL

4
 +1 PP

or

8

STRESS / TRAUMA

Power Sets

SONIC HARNESS

ENHANCED DURABILITY **8**

ENHANCED REFLEXES **8**

ENHANCED STAMINA **8**

SONIC BLAST **8**

SONIC CONTROL **8**

SUBSONIC FLIGHT **8**

SFX: *Chorus.* Add more than one SONIC HARNESS power die to your pool for an action. If that action fails, add a die to doom pool for each additional power die equal to the rating of that power die.

SFX: *Listen to the Sound of My Voice.* Step back the highest die in your attack action pool to add a d6 and step up mental stress inflicted.

SFX: *Sonic Constructs.* When inflicting a sonic-related complication on a target, add d6 and step up your effect die.

Limit: *Gear.* Shutdown SONIC HARNESS to gain 1 PP. Take an action vs. the doom pool to recover SONIC HARNESS.

Specialties

COMBAT EXPERT **8**

CRIME EXPERT **8**

MENACE EXPERT **8**

PSYCH EXPERT **8**

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

Milestones

ALMOST A HERO, ALMOST A VILLAIN

1 XP when you talk to a hero about villainy or a villain about heroism.

3 XP when you do something (villainous or heroic) that goes against the expectations of the mission you are currently on.

10 XP when you decide, once and for all, to be either a super hero or a super villain.

SECOND IN COMMAND

1 XP when you back the plan of the current leader of the team.

3 XP when you use your MENACE or PSYCH EXPERT to help a teammate reform during a Transition Scene.

10 XP when you either help depose the current leader, so that someone else can take their place, or finally quit the Thunderbolts.

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12

XP

Melissa Gold [secret]

History

Once the villainess and Unlimited Class Wrestler known as Screaming Mimi, Melissa Joan Gold joined the Masters of Evil as Songbird during the group's original ruse of posing as the new hero group, the Thunderbolts. Remaining with the group after the deception was revealed, she attempted to go straight and become a true hero. Melissa has stuck with her formerly villainous allies, trying to help her fellow teammates pursue a more righteous path.

Songbird has close ties to her fellow Thunderbolts, including a one-time romance with Abner Jenkins (Mach I AKA the Beetle). She and Jenkins left the group for a time, trying to pursue a normal life. However, their domestic bliss was short-lived, and an encounter with the villain Graviton left Songbird seemingly the sole survivor of her team. Though the other Thunderbolts were eventually found alive, her relationship with Jenkins never recovered. Becoming the leader of the team and working with S.H.I.E.L.D. periodically, Melissa is their mostly highly thought-of member.

Recently, the US government hired the Thunderbolts to track down unregistered superhumans. Melissa remains with the group, though she is wary of the team's newer and more violent members, such as Venom and Bullseye.

Personality

A tragic family life and time spent as a super villain give Songbird a harder edge than many heroes. She is willing to justify her means for suitable ends at times, and often keeps a distance between herself and others. Despite this, she's at heart a compassionate and heroic young woman, just one haunted by her past. She would like very much to find romance and a higher purpose, but misfortune and her own cynicism have made this difficult.

Melissa believes in the Thunderbolts and the team's quest to redeem themselves. This often brings her into conflict with self-righteous heroes and less savory villains. She also has some issues with authority. While she is willing to work with S.H.I.E.L.D. and similar organizations, she doesn't completely trust them.

Abilities & Resources

Damage to her vocal cords weakened Melissa's original sonic powers, but as Songbird she uses amplification technology designed by Paul Norbert Ebersol (Fixer AKA Techno) to augment them beyond their original levels. She can emit powerful sonic blasts, create shapes out of solid sound, fly by creating solid sound "wings," and use subsonic vocalization for mild hypnotic effects. Melissa is also a trained hand-to-hand combatant.

Songbird has worked with the Thunderbolts extensively and has many allies in the group. She also is well-thought-of by certain Avengers, especially Hawkeye. She has some connections with S.H.I.E.L.D., a fact that gives her a bit more influence and leeway than many of her current teammates in their role as SHRA "hero hunters."



SWORDSMAN

Affiliations

Solo **6**

Buddy **10**

Team **8**



Distinctions

BROKEN TWIN
EX-SUPER TERRORIST
SKILLED SWORDSMAN



or



STRESS / TRAUMA

P



M



E



XP



Power Sets

GENETICALLY ENGINEERED TWIN

KINETIC BLAST **10**

SFX: *Second Wind.* Before you make an action including a **GENETICALLY ENGINEERED TWIN** power, you may move your physical stress die to the doom pool and step up the **GENETICALLY ENGINEERED TWIN** power for this action.

Limit: *Twisted Family Tree.* Step up emotional stress involving the loss of your sister and relations with your father to gain 1 PP.

SWORDS & BLADES

ENHANCED DURABILITY **8**

SWINGLINE **6**

WEAPON **8**

SFX: *Focus.* If your pool includes a **SWORDS & BLADES** power, you may replace two dice of equal size with one stepped-up die.

SFX: *Master Swordsman.* On a successful reaction against a close combat-based attack action, convert your opponent's effect die into a **SWORDS & BLADES** stunt or step up **WEAPON** until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

Limit: *Gear.* Shutdown **SWORDS & BLADES** to gain 1 PP. Take an action vs. the doom pool to recover **SWORDS & BLADES**.

Specialties

ACROBATICS EXPERT **8**

COMBAT MASTER **10**

COVERT EXPERT **8**

MENACE EXPERT **8**

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

Milestones

MY DEAR SWEET SISTER

1 XP when you talk about how your sister would have reacted to a circumstance.

3 XP when you spend time with a woman in a Transition Scene, attempting to fill the void left by your dead sister.

10 XP when you either get over your sister's death or devise a plan to beat death and bring her back.

SON OF HYDRA

1 XP when you talk about the glory of Hydra and how the world needs a violent change.

3 XP when you deal stress to Hydra agents or destroy Hydra property.

10 XP when you either realize that Hydra has made the world worse and renounce your father's ways or begin your own sect of Hydra with you as its head.

Andreas von Strucker

History

Children of Supreme Hydra Baron Wolfgang von Strucker, Andreas von Strucker and his twin sister Andrea were chosen to serve their father even before their birth. Genetically manipulated in the womb, the twins gained great powers when in physical contact with each other. As the terrorist duo codenamed Fenris, they wreaked havoc and chaos.

For years Andrea and Andreas were inseparable, both due to their powers and their strong emotional bonds. Truly there was no one Andreas loved more in the world than Andrea. Thus when then Thunderbolt's head Citizen V killed Andrea to keep the secret that he was in fact manipulative mastermind Baron Helmut Zemo, Andreas was devastated.

Grief-stricken and powerless, Andreas found himself at the mercy of Zemo's ally, the twisted and merciless Purple Man (Zebediah Killgrave). Killgrave tortured Andreas, then brainwashed him into becoming the newest Swordsman. Andreas' tormentor also ordered him to flay his sister's body and use the skin on the hilt of a sword, allowing him to use his powers despite her death. After a brief foray as Purple Man's slave, Andreas broke his conditioning and helped the Thunderbolts defeat the villain.

Recently, the US government hired the Thunderbolts as "hero hunters," and Swordsman has elected to remain with the team to redeem himself, earn a pardon for his crimes, and have his sister cloned and returned to him.

Personality

Andreas is a ruthless but passionate and honorable man still trying to crawl out from under a number of past traumas. His sister's death, his own torture, and the fact that he's the son of one of the most evil men in existence weigh heavily on Andreas. He's trying to be a better person, but it's not always easy and he knows he could slip back into full-blown villainy. Still, Swordsman hopes the Thunderbolts will give him purpose, redemption, and his dear Andrea back.

Though far more concerned with his sister and his own freedom than the well-being of most of his teammates, he feels a bond to longtime Thunderbolt members Moonstone and Songbird.

Abilities & Resources

Swordsman is a master swordsman and all-around skilled fighter. He is also an experienced covert operative, acrobat, and proficient in the arts of guerilla combat and terrorism. When his sister was alive, the pair was able to fire destructive energy blasts and fly while touching each other. Since Andrea's death, Andreas is able to use her tanned skin that is wrapped around his sword hilt to channel powerful blasts through the weapon. His costume is also fitted with numerous hidden blades and back-up weapons, though none of these allow him to use his powers.

As former terrorist Fenris and the son of Hydra leader Baron Strucker, Andreas has extensive contacts with various criminal and terrorist groups, though all of these individuals might not be so keen on working with him now that he's part of the Thunderbolts. As a Thunderbolts member, Swordsman can rely on a certain amount of government assistance and resources, though he's also being watched carefully.



TABITHA SMITH

Affiliations

Solo **6**

Buddy **10**

Team **8**



Distinctions

MUTANT WITH ATTITUDE
X-VETERAN
ZOMG OH NOES!



or



STRESS / TRAUMA

P



M



E



XP



Power Sets

PSIONIC TIME BOMBS

CONCUSSIVE BLAST **10**

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Big Bombs.* Step up or double CONCUSSIVE BLAST for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.

SFX: *Tick, Tick—Boom!* When using CONCUSSIVE BLAST to create TIME BOMB assets, add a D6 and step up your effect die.

Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

Specialties

COMBAT EXPERT **8**

COVERT EXPERT **8**

CRIME EXPERT **8**

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

Milestones

3, 2, 1...

1 XP when you discuss solving a problem by blowing something up.

3 XP when you use PSIONIC TIME BOMBS to create an asset or complication rather than simply inflicting stress and trauma on your enemies.

10 XP when you either decide that your powers are simple and you will use them to make things go boom or decide that since your mutant power is linked to your mind, you will find a way to use your gift for something other than creating explosions.

UNFLAPPABLE TEENAGER

1 XP when you roll your eyes and declare that you have seen an opponent or situation before and then describe your last interaction with it.

3 XP when you take stress from something you have never seen before.

10 XP when you either decide that you have indeed seen it all and will never be surprised again or realize that there are things you have never seen before and need further training and understanding.

Tabitha Smith [public]

History

Tabitha Smith was a rebellious thirteen-year-old girl when her mutant powers manifested, giving her the ability to create balls of plasma. Her father beat her mercilessly until she ran away from home. While on the run, heading toward Xavier's school for mutants, she encountered the Beyonder, who took her out to explore the universe. She watched the Beyonder destroy several Celestials before she demanded to be taken back to Earth.

Tabitha moved to L.A., where she took the name Boom-Boom. There, she joined the Fallen Angels, a gang led by the Vanisher. Eventually, Beast and Iceman of X-Factor convinced her to leave the gang and join them instead. She became a member of X-Factor, and participated in a series of battles involving Apocalypse, alien races, and more. Tabitha and other younger members of X-Factor were sent to Phillips Academy in New Hampshire. While investigating a demonic kidnapping, her group of X-Factor members formed the X-Terminators. After battling the demonic forces, Tabitha was expelled from Phillips Academy, and the X-Terminators merged with the New Mutants. Tabitha changed her code name to Boomer, then Meltdown.

Recently, Cable recruited Tabitha into a group called the Underground, to investigate a restarted Weapon X program. The attack on the facility was a failure, and Tabitha had her memory of the events erased. Following that incident, she joined Nextwave as a founding member, eschewing her old code names in favor of her own.

Personality

Tabitha's personality has changed many times over the years. Beginning as a bubbly and excited young girl, she frequently and easily formed crushes on her teammates, including Iceman, Cannonball, and others. As she grew and matured, she toned down and became more levelheaded, withdrawing into herself, until she finally began talking about her childhood and her family's abuse. As a member of Nextwave, she revels in using her powers, hates police officers, and generally causes as much collateral damage as she can get away with. She's also taken to using Internet phrases such as "ZOMG" and "Oh Noes!" in everyday speech.

Abilities & Resources

Tabitha can generate psionic balls of plasma energy, which she can control for a timed explosion. The balls can be as small as marbles, generating small explosions doing little damage, all the way up to much larger spheres capable of devastating explosions. She's capable of muffling the sound of the explosions, as well as regulating the exact amount of energy released.



TRAUMA

Affiliations

Solo 

Buddy 

Team 



Distinctions

EMO BOY
I KNOW WHAT YOU'RE AFRAID OF
I'M NO GOOD ALONE



or



STRESS / TRAUMA

Power Sets

TELEPATHIC SHAPESHIFTING

MIMIC 

SHAPESHIFTING 

SFX: *Fear is the Mindkiller.* When inflicting a fear-based complication on a target, add a D6 and step up your effect die.

SFX: *Fear Me.* Step back the highest die in your attack action pool to add a D6 and step up emotional stress inflicted.

SFX: *I Am What You Fear.* When using MIMIC to create MIMIC-related assets, borrow another hero's emotional stress for your roll, then step up that stress die and return it.

Limit: *I Can't Control This!* When a hero near you takes emotional stress, roll against the doom pool. On a successful roll, step up that hero's emotional stress. On an unsuccessful roll, add your effect die to the doom pool.

Limit: *Your Worst Nightmare.* Mimic can only copy the powers of a target's worst fear.

P



M



E



XP



Specialties

MENACE MASTER 

PSYCH EXPERT 

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

Milestones

FEAR MONGER

1 XP when you discuss an opponent or ally's fears.

3 XP when you use someone else's fear to create a complication.

10 XP when you either use an opponent's fear to take down an epic opponent with at least one D12 in their Power Set or help an ally overcome their fear during a Transition Scene and begin using your powers for healing.

TEENAGER

1 XP when you say something that displays your youth and lack of world wisdom.

3 XP when you use MENACE MASTER or PSYCH EXPERT to get out of doing something difficult.

10 XP when you either refuse to grow up and continue being a child or, through your super heroics, grow up and become an adult.

Terrance Ward [secret]

History

Unable to control his powers and with his mother in a mental ward, Terrance Ward had little choice but to register and join the Initiative. Coming to Camp Hammond fresh out of high school, he took the name Trauma and begun his super hero training, hoping to learn how to harness his incredibly volatile and dangerous powers.

Personality

Trauma is particularly gloomy, on account of his powers, and displays this in his dress and manner, appearing as the quintessential emo teenager. Beneath this exterior, he is kind-hearted, with a wry sense of humor. Telepathically able to sense what others fear, however, he distances himself from those around him, lest his powers run out of control.

Abilities & Resources

Trauma is able to read the minds of those near him and transform his body into whatever it is they fear most. He is capable of growing in size and imitating the powers of the phobia. This can give him great strength, durability and other abilities based on their imaginations. His power is very unstable, however, and if he is feeling defensive or under duress, he will lose control of his ability, debilitating allies and adversaries alike with their own fears.



VENOM

Affiliations SOLO  BUDDY  TEAM 

Distinctions BRUTAL KILLER  or 
 UNRELENTINGLY SAVAGE
 VENGEFUL +1 PP

Power Sets **SCORPION POWERS**

SUPERHUMAN DURABILITY  SUPERHUMAN STAMINA 
 SUPERHUMAN STRENGTH 
 SFX: *Focus*. If a pool includes a SCORPION POWERS power, replace two dice of equal size with one stepped-up die.
 Limit: *Exhausted*. Shutdown any SCORPION POWERS power to gain 1 PP. Activate an opportunity to recover that power during a Transition Scene.

SYMBIOTE

ENHANCED DURABILITY  SHAPESHIFTING 
 SUPERHUMAN REFLEXES  SWINGLINE 
 WALL-CRAWLING 
 SFX: *Claws*. Step back the highest die in an attack action pool to add a D6 and step up physical stress inflicted.
 SFX: *Envelop*. When inflicting a restraining or immobilizing complication on a target, add a D6 and step up the effect die.
 Limit: *Vulnerability*. Step up stress or complications from sonic or fire-based attacks to gain 1 PP.

Specialties ACROBATIC EXPERT  COMBAT EXPERT 
 CRIME EXPERT  MENACE EXPERT 
 [You may convert Expert D8 to 2D6, or Master D10 to 2D8 or 3D6]

Milestones **HUNGRY SYMBIOTE**

1 XP when you talk about how good an ally or enemy might taste.
 3 XP when you do stress to an enemy by trying to eat them or threatening to devour them.
 10 XP when you either devour an opponent in public, showing your ugly cannibal side to your entire team, or break free of the symbiote's grip, denying its bloody sustenance from your actions.

OLD SCHOOL THUG

1 XP when you talk to a super villain about a heist or job you worked together.
 3 XP when you do stress to a villain you once worked with.
 10 XP when you either capture a villain you once worked with or convince them to join up and become a Thunderbolt.

PP 

STRESS / TRAUMA

P 





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E 





XP 

MacDonald "Mac" Gargan [public]

History

Mac Gargan's life changed forever when he agreed to undergo a dangerous experiment to have his body altered and twisted into the sinister Scorpion. The experiment shattered his mind, driving him insane. For years, Scorpion battled Spider-Man, each time defeated by the web-head's superior skill and wit, eventually learning Spider-Man's real identity from Norman Osborn.

More recently, the freed Venom symbiote found Gargan and offered to bond with him, making him more powerful than ever. Now, with his murderous mind and brand new powers as the new Venom, Gargan began a campaign of destruction against Spider-Man. Teaming up with eleven other villains to form the Sinister Twelve, they nearly destroyed Spider-Man, only to be stopped by the combined might of the Fantastic Four and the Avengers. During the battle, Spider-Man dropped a building on Gargan, after which he was imprisoned. He told Spider-Man that he would never reveal his secret identity, as it was the only leverage he could use against wall-crawling hero.

Breaking out of prison, Gargan went to Battleworld, where the symbiote had first made contact with Peter Parker. Upon his return, he was approached by S.H.I.E.L.D. and given the chance to join the Thunderbolts and hunt down wayward heroes.

Personality

Mac Gargan is a monster. His mind was already damaged and broken during his transformation into the Scorpion, and the bond with the symbiote has pushed his murderous urges further towards total psychopathy. Venom can usually be tamed or sated through feeding (usually on people) and has to be kept locked up, lest he decide to take out his rage on those around him.

Abilities & Resources

Venom possesses incredible strength, able to throw cars like playthings. The symbiote allows him to grip onto any surface, lash out with thick black tendrils, and create organic webs he can use to web-sling. The suit's prior connection to Peter Parker means Spider-Man's Spider-Sense is unable to react to Venom, leaving the webhead at a great disadvantage. The symbiote feeds off of the adrenaline within the user; so as Gargan becomes angrier, the suit grows stronger.

In addition, the suit is able to shift itself into any shape and color in order to disguise itself into ordinary clothing, allowing Gargan to slip away unnoticed if necessary.



WAR MACHINE

Affiliations

SOLO

10

BUDDY

8

TEAM

6

Distinctions

ENFORCING A LITTLE COEXISTENCE
NO-NONSENSE LEADER
SEMPER FI

4
+1 PP

or
8

Power Sets

POWERED ARMOR

CYBERNETIC SENSES

8

SUPERHUMAN DURABILITY

10

SUPERHUMAN STRENGTH

10

SUPERSONIC FLIGHT

10

SFX: *Siphoning Power.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a POWERED ARMOR stunt or step up a HEAVY WEAPONS SYSTEMS power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Reallocate Power.* Shutdown your highest-rated POWERED ARMOR power to step up a HEAVY WEAPONS SYSTEMS power. Activate an opportunity or participate in a Transition Scene to recover the power.

Limit: *Powering Down.* Shutdown POWERED ARMOR to gain 1 PP. Take an action vs. the doom pool to recover POWERED ARMOR.

HEAVY WEAPONS SYSTEMS

GATLING GUN

6

REPULSORS

8

ROCKET LAUNCHER

8

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Unibeam.* Step up or double REPULSORS for one action. If the action fails, add a die to doom pool equal to the normal rating of that power die.

SFX: *Unload.* Add GATLING GUN, REPULSORS, and ROCKET LAUNCHER to your next roll, then shutdown HEAVY WEAPONS SYSTEMS. Take an action vs. the doom pool to recover HEAVY WEAPONS SYSTEMS.

Limit: *Overload.* Shutdown highest-rated power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

BUSINESS EXPERT

8

COMBAT EXPERT

8

COVERT EXPERT

8

TECH MASTER

10

VEHICLE MASTER

10

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

Milestones

ARMORED LEADER

1 XP when you give an order to an ally.

3 XP when you train a member of your Team during a Transition Scene.

10 XP when you send someone from your team off to lead their own team or step down as the team leader because you believe someone else is more qualified.

MILITARY TRAINING

1 XP when you discuss a super heroic act like it is a military deployment.

3 XP when you use your COMBAT EXPERT to create an asset for your team or inflict a complication on your enemy.

10 XP when you either lead a Team directly linked to the military or retire from service and take up civilian super heroics.

PP

STRESS / TRAUMA

P

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6

8

10

12

M

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12

XP

James Rupert "Rhodey" Rhodes [secret]

History

His helicopter shot down by enemy forces, James "Rhodey" Rhodes found himself lost and alone, trying to repair his vehicle, when Iron Man came to his rescue. Rhodes and Stark made their way to the American encampment, where Stark offered Rhodes a job as his personal pilot. Working for Stark International, Rhodes assisted Iron Man in many battles.

When Stark descended into alcoholism, Rhodes assumed the role of Iron Man for a time. After Stark's presumed death, Rhodes took charge of Stark International and developed the War Machine armor, a far more heavily armed suit. Shocked to discover that Stark hadn't died, Rhodes tendered his resignation.

Rhodes became the director of Worldwatch, a human rights organization. He allied with S.H.I.E.L.D. for a time, investigating Neo-Nazi activity. When Rhodes uncovered a plot to send modern day weapons back to WWII-era Germany, he followed them back, interacting with a young Nick Fury and his Howling Commandoes, though he lost his armor when time shifted again.

Rhodes managed to drive himself into bankruptcy through mismanagement and a hard-partying lifestyle. Given the chance to turn his life around, he accepted the role of direct commanding officer and combat instructor for Sentinel Squad O*N*E*. As leader of O*N*E*, he defended the surviving mutants after the reality-altering powers of Scarlet Witch depowered nearly all *homo superior* in the world. Sent to Dubai as a military consultant, Rhodes received critical injuries in a terrorist attack. Stark saved his life, equipping him with cybernetic replacements to the body parts he lost. Recently, he joined the Initiative to serve as the director of the Camp Hammond training facility.

Personality

Rhodes is a fierce and determined leader, dedicated to doing what is right, no matter the cost. He seeks to work within the law to seek order and justice, but isn't afraid to get his hands dirty when absolutely necessary. While Rhodes has had serious disputes with Tony Stark in the past, he believes in Stark's ideals and respects him as a close personal friend.

Beneath his generally serious demeanor is a quick wit and sharp sense of humor that he uses to calm rising tempers before he's forced to unleash the immense firepower contained within the War Machine.

Abilities & Resources

Rhodes wears a new version of his War Machine armor, this one derived from Obadiah Stane's attempts to reverse-engineer older Iron Man suits. The new suit allows his cybernetic limbs to interact with his suit in whole new ways. The armor possesses an extensive life support system, and is made of Wakandan vibranium alloy. The suit is bleeding-edge tech at its finest. Armed with a Gatling gun, rocket launchers, pulse bolts, repulsors, a unibeam, and sonic generators, the armor is a miniature flying fortress of mass destruction capable of bringing justice down upon those who battle against the Superhuman Registration Act.



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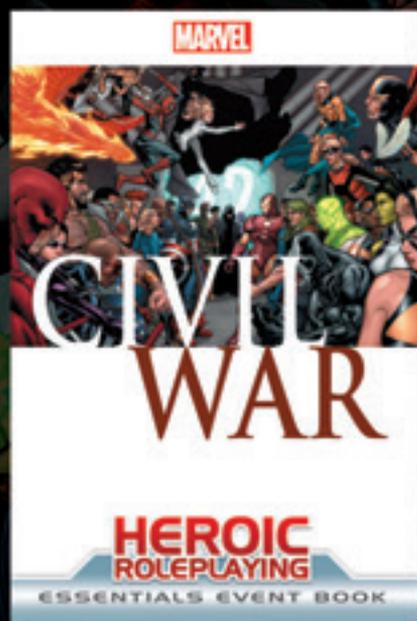
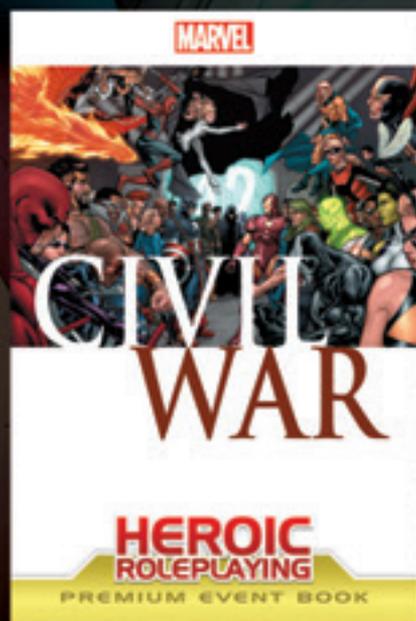
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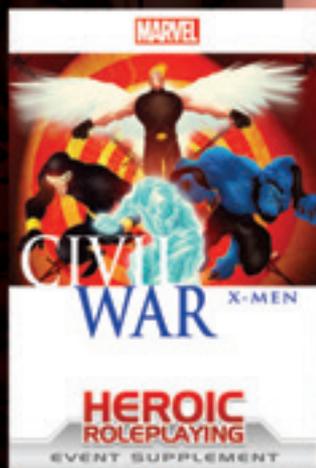
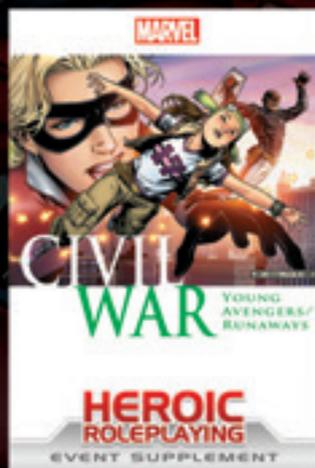
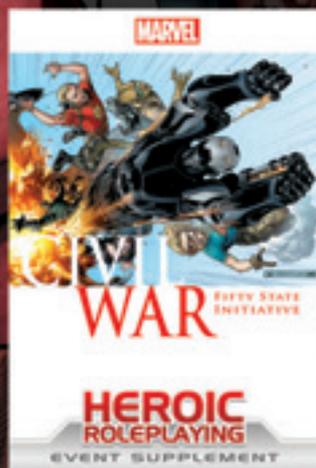
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The United States Government has passed the Superhuman Registration Act. Iron Man heads the movement to register everyone with powers or abilities, but Captain America is the rallying figure for the resistance forces opposed to government control.

Whose Side Are You On?



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