

THE

MARVEL® UNIVERSE

ROLEPLAYING GAME



MARVEL UNIVERSE
ROLEPLAYING GAME
GUIDE REQUIRED
TO PLAY.

GUIDE TO THE X-MEN®

TABLE OF CONTENTS

INTRODUCTION

MARVEL UNIVERSE BRIEFINGS:

The X-Men

- Xavier's Dream
- The History of the X-Men
- X-Men
- Alpha Flight
- New Mutants
- X-Factor
- Excalibur
- X-Force
- Generation X
- X-Corps
- X-Statix
- Xavier Institute
- X-Corporation
- Homo Superior
- "Die, Mutie Scum!"

CHARACTER PROFILES

- Anarchist
- Apocalypse
- Archangel
- Avalanche
- Banshee
- Bishop
- The Brood
- Caliban
- Callisto
- Cannonball
- Captain Britain
- Cassandra Nova
- Chamber
- Colossus
- Fabian Cortez
- Cypher
- Dazzler
- Dead Girl
- Domino
- Doop
- Exodus
- Forge
- Emma Frost
- Gateway
- Havok
- Husk
- Iceman
- Jubilee
- Juggernaut
- Lady Deathstrike
- Lifeguard
- Longshot
- M
- Magik
- Marrow
- Meltdown
- Mimic
- Mister Sinister
- Moonstar
- Multiple Man
- Nightcrawler
- Northstar
- Omega Red
- Onslaught
- Orphan
- Polaris
- Professor X
- Psylocke
- Pyro
- Sage
- Sauron
- Sentinel
- Shadowcat
- Slipstream
- Stacy X
- Nathan Summers
- Rachel Summers
- Sunfire
- Sunspot
- Thunderbird
- Venus Dee Milo
- Warpath
- Wolfsbane
- Xorn

1 GROUP PROFILES

- Xavier Institute 41
- Acolytes 41
- 1 Morlocks and Gene Nation 42
- 1 Sentinels, Mastermold, Nimrod, Bastion, Bolivar & Larry Trask 42
- 2 Demons 43
- 3 Miscellaneous Humans 43
- 4 Graydon Creed, Henry Gyrich, Cameron Hodge, Ka-Zar, Senator Kelly, Dr. Moira MacTaggert, Reverend Stryker

2 ACTIONS AND MODIFIERS

- 7 New Actions 44
- 7 New Options for Existing Actions 48
- 7 New Modifiers 49
- 8 New Options for Existing Modifiers 51

3 SUPPLEMENTAL RULES AND CLARIFICATIONS

- 9 General Note on Variations of Powers 52
- 9 Making up Knowledge-Based Actions 52
- 10 Combining Two or More Action Boxes into One Action Box 52
- 10 Space Considerations, Specialties & Lines 52
- 11 Options Taken as Actions 52
- 11 Variable Advantage Costs 52
- 12 Cost Levels 52
- 12 "Starting Stones" in Different Campaigns 52
- 13 Team Wealth Ratings 53
- 13 New Advantages 53
- 14 New Disadvantages 53
- 14 New Challenges 53

4 GAMESMASTER SECTION

- 15 Pricing Masteries 54
- 16 Combining Effects—A Rough Guideline 54
- 17 Need an NPC? 54
- 17 Challenges in Our Profiles 54

5 CREATING YOUR OWN TEAMS OF NPCs

- 18 Team Attributes 55
- 19 Team Postitions 58
- 20 Why These Are Positions Not "Classes" 58
- 20 Close Fighters 58
- 21 Ranged Fighters 61
- 21 Scouts 63
- 22 Masters 63
- 22 Support 64
- 23 Influence 66
- 23 Other 66
- 24 Team Descriptions 66
- 24 Acolytes 66
- 25 Brotherhood of Evil Mutants 67
- 25 Hellfire Club 67
- 26 Horsemen of Apocalypse 68
- 26 Marauders 68
- 27 Morlocks 68
- 27 Reavers 69
- 28 Savage Land Mutates 69
- 28 How to Create a Team: The Wolves 70

6 ADVENTURE BRIEFINGS

- 29 The Xavier Institute for Higher Learning 71
- 30 Interior Map of Xavier Institute for Higher Learning 71
- 31 Interior Map of The Danger Room 73
- 31 Savage Land and Pangea 74
- 32 Area Map of Savage Land and Pangea 74
- 33 Detail Map of a River Valley in Savage Land 74
- 34 Asteroid M 75
- 34 Cutaway View of Asteroid M 76
- 35 Interior Map, Cutaway of Asteroid M 77
- 35 Genosha 78
- 36 The Morlock Tunnels 80
- 36 Setting 80
- 37 The Market Place 80
- 37 Plot Hooks 81

7 MURPG ISSUE #2:

- 38 Unrest Underground! 82
- 39 A Marvel Universe Roleplaying Game Adventure

APPENDIX A: WEAPONS

APPENDIX B: VEHICLES

APPENDIX C: EQUIPMENT

PLAYTESTERS/CREDITS

MARVEL ENTERTAINMENT

CEO & GENERAL COUNSEL

Allen Lipson

CHIEF CREATIVE OFFICER

Avi Arad

PRESIDENT CEO, TOY BIZ

Alan Fine

EVP OPERATIONS AND CIO

Gui Karyo

CHIEF FINANCIAL OFFICER

Ken West

EVP SALES, TOY BIZ

Ralph Lancelotti

VP HUMAN RESOURCES

Mary Sprowls

PUBLISHING GROUP

PRESIDENT & COO PUBLISHING, CONSUMER PRODUCTS & NEW MEDIA

Bill Jemas

EDITOR IN CHIEF

Joe Quesada

MANAGING EDITOR

David Bogart

DIRECTOR OF OPERATIONS

Sangho Byun

PRODUCTION DIRECTOR

Dan Carr

MARKETING COMMUNICATIONS MANAGER

Michael Doran

MANUFACTURING PRODUCT SPECIALIST

Fred Pagan

MANUFACTURING MANAGER

Christine Slusarz

MANUFACTURING REPRESENTATIVE

Stefano Perrone, Jr.

EDITOR

Mark D. Beazley

ART DIRECTOR

Matty Ryan

FRONT COVER DESIGN

Jeffery Suter

ADVERTISING—PROMOTION—RETAIL SALES

EXECUTIVE VICE PRESIDENT/CONSUMER PRODUCTS, PROMOTIONS, AND MEDIA SALES

Russell A. Brown

ADVERTISING SALES

Sara Beth Schrager

FOR QUESTIONS AND COMMENTS ABOUT THE MARVEL UNIVERSE ROLEPLAYING GAME, VISIT MARVEL.COM/MURPG

MARVEL UNIVERSE ROLEPLAYING GAME: GUIDE TO THE X-MEN. First printing 2003. ISBN# 0-7851-1035-6. Published by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. Copyright © 2003 Marvel Characters, Inc. All rights reserved. \$19.99 per copy in the U.S. and \$32.00 in Canada (GST #R127032852); Canadian Agreement #40668537. All characters featured in this publication and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this publication with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at 212-576-8561 or rbrown@marvel.com

10 9 8 7 6 5 4 3 2 1



INTRODUCTION

Welcome to the first supplement to the Marvel Universe Roleplaying Game, *A Guide to the X-Men*. Over 40 years ago, Stan Lee and Jack Kirby invented a misfit group of 5 mutant teenagers led by a bald guy in a wheelchair. Today, the X-Men are the most popular Super Hero group of all time.

This supplement provides over 60 new character profiles of the X-Men, their allies and their enemies. It features a new NPC Team Generator that will allow you to create an unlimited number of teams of adversaries. It includes the second full-length Marvel Adventure Issue, *Unrest Underground*, as well as briefings on four other new locations for your adventures. Plus you'll find new Actions, new Modifiers, new Advantages, Disadvantages and Challenges, new Equipment lists and more. Please keep in mind that this supplement isn't a game in itself: In order to play the Marvel Universe Roleplaying Game, you'll also need to have a copy of the Marvel Universe Roleplaying Game Guide.

Well, that's about it for the introduction. So, without further ado, may we present:

XAVIER'S DREAM: THE HISTORY OF THE X-MEN

Sworn to protect a world that hates and fears them...

For every dream, there is an equal and opposite nightmare.

For Professor Charles Xavier, the dream was of a world where mutants might live in peace with normal humanity. For Charles and the rest of humanity, the nightmare came in the person of a friend known as Magnus Lehnsherr, a fellow mutant who believed that mankind was incapable of living at peace with anyone, let alone with its genetic superiors.

When Magnus was a child, he watched as his family and everyone else he loved were killed in concentration camps by those that claimed to be a master race of

superior humanity. His view of humanity having any sort of goodness within them was obliterated at this young age. Magnus became Magneto, using his Mastery of Magnetism to set himself up as a conqueror, believing war and slaughter necessary for peace. Magneto claimed that mutants should subdue and rule humanity.

A line was drawn in the sand between these two men, and a battle began that would span generations to follow. Charles Xavier, more than "just a mutant," was a humanist. He believed in the inherent goodness of man. He believed that given time, mankind would come to see the need for equality and embrace peace with mutants, as it had before with the races and hues that made one man different from another.

But Charles also knew about fear. That these strange powers and appearances would fuel the fears and superstitions that already existed in human hearts. He knew that people would be afraid of a neighbor's abilities if that neighbor could destroy a block with a glance...or kill a loved one with the exhaling of a breath. Xavier also knew that those deemed mutants themselves would be frightened by their new powers.

And so, in the hopes that education and enlightenment was all that mankind needed to quell these fears, Professor X (as he was now called) established the Xavier School for Gifted Youngsters on his estate in Westchester, NY. This was a school where he hoped to teach young mutants how to deal with what they'd become. A place where they might learn how to use their abilities, where the accidents they caused might be contained, where confidence might grow and hope might be nourished. And a place that might hide the X-Men from those whose fear of them would destroy any hope of Xavier's dream becoming a reality.

Xavier did not create the X-Men to fight for peace. He created them to fight Magneto and all those who would use their power to subjugate *homo sapiens*.

X-MEN

The first X-Men included Jean Grey (the telepathic and telekinetic Marvel Girl), Scott Summers (Cyclops, who propelled concussive force blasts out of his eyes), Hank McCoy (the superhumanly agile and athletic Beast), Warren Worthington (the winged Angel) and Bobbie Drake (the cold warrior known as Iceman). The X-Men first appeared in public when they battled Magneto, the Master of Magnetism and now a mutant terrorist. He had captured the American missile base at Cape Citadel and was holding humanity ransom with its own weapons. The X-Men defeated Magneto and the United States military was grateful to the X-Men for driving off a would-be conqueror. The young team was regarded as heroic, but their victory over Magneto only fueled the fears of humanity. Before this, no one really knew what a mutant was or what they were capable of. Now they knew. The fear and distrust of mutants continued to mount. It reached new heights and a point of no return when noted anthropologist Bolivar Trask announced his creation of the mutant-hunting robot Sentinels. Mankind was ready to strike back at evolution.

The Sentinels would strike at the X-Men again and again, only to be defeated each time. But unlike the X-Men the Sentinels could be rebuilt, and their designs took on a mutation all their own. Soon, a sentient problem-solving program was built into the mutant hunters, making rebellion against even their builders possible.

In time, Magneto struck at the team again, this time having assembled his own group to oppose them. The Brotherhood of Mutants included the Blob, Mastermind, the Toad,

Scarlet Witch and Quicksilver. Again, Magneto was defeated. And again, Magneto escaped.

Later, the X-Men traveled to the Savage Land, a prehistoric wilderness hidden in the Antarctic, and quickly became allies with a human named Ka-Zar. It was here in the Savage Land that Cyclops discovered his love for his teammate Jean Grey. To Scott Summers' surprise, he also discovered that the rest of the team loved her as well.

The X-Men found enemies at every turn. Not all were spawned by human hatred. There were aliens too that sought to enslave mankind. And though the X-Men stood against all challenges, they grew tired. They were only teenagers, after all.

Through it all, the handful of troubled teenagers known collectively as the X-Men learned to control their powers while fighting to preserve Xavier's dream of peaceful coexistence between mutants and humans. Often the team members have been regarded with undue suspicion and unjustly accused of crimes they did not commit. Xavier's one-time cooperative relationship with the FBI was terminated and the X-Men have been regarded officially as outlaws, sometimes even as terrorists.

Hated and feared by humanity, the young X-Men continued to hone their strange abilities while standing in defense of a world pushed to the brink of genetic war. They graduated into new costumes and into adulthood only to see their mentor, Charles Xavier, seemingly killed in battle.

Through so much loss, though, there still was hope. Scott Summers was reunited with his brother, Alex, who had also discovered his own mutant abilities.

Amazingly, Xavier returned to life. It hadn't been Xavier at all, but rather the Changeling, masquerading as the Professor, who died heroically. The team was a team once more, but they wouldn't be for long. When a sentient island called Krakoa, which fed on the energies of mutants, captured most of the original students, Professor X assembled a second squad of X-Men, some of whom had once been adversaries of the first team. These included Sean Cassidy (whose sonic scream and ability to fly was code-named Banshee), Peter Rasputin (the Russian, Colossus, who could transform into organic steel), Kurt Wagner (the demonic-appearing teleporter known as Nightcrawler), Ororo Monroe (the weather-controlling mutant known as Storm), Shiro Yoshida (the fire-wielding Japanese mutant, Sunfire), Logan (the self-healing, claw-wielding mutant, Wolverine) and John Proudstar (Thunderbird, the first of these new X-Men to die).

These new X-Men were adults and already adept in the use of their abilities. Led by Cyclops, who had escaped from Krakoa, the new team rescued their predecessors. Shortly thereafter, with the exception of Cyclops, the original team left. While Cyclops felt he'd never fit in anywhere except the X-Men, the others felt differently. They'd been children when they first arrived, but now it was time for them to live their own lives. Iceman and Angel joined the Champions, a super hero team including Ghost Rider, Black Widow and Hercules.

The new X-Men also brought with them their own baggage and conflicts from their pasts, pasts that didn't always coincide with Xavier's dreams for peace. Sean Cassidy was an inspector for Interpol, and later a member of the violent subversive group, Factor 3. Sunfire hated America and had once sworn to destroy the X-Men. Ororo was worshipped as a goddess in Africa and did not much care for her new life in America as an object of hate and distrust.



The original X-Men vs. Magneto: Angel, Cyclops, Beast, Marvel Girl, Iceman



And Wolverine, Wolverine was a weapon created by a special branch of the Canadian Government. A branch that wanted their weapon back.

ALPHA FLIGHT Alpha Flight is a team of superhuman operatives organized under the auspices of Department H, an enigmatic arm of the Canadian government. Department H was created by Dr. James MacDonald Hudson and his wife, Heather. Together they formed a team for both covert and public missions. Wolverine was one of these operatives before he left to join the X-Men. Wolverine's decision frustrated MacDonald. Hudson became Guardian, the leader of Alpha Flight. The rest of the team included the light-generating Aurora, her brother Northstar, the yeti-like Sasquatch, the shape-shifting Snowbird and the mystical Shaman. (The pint-sized Puck and aquatic Marrina would join the team later.) The Canadian government ordered them to attack the X-Men and bring Wolverine back by force. But after two failed attempts, they gave up.

Hudson discovered the corruption in his government that Wolverine had always said must exist, and seemingly died in his attempts to defend himself from it. Heather took on both the exoskeleton and the role of Guardian, leading the team as the champions of Canada. They also proved to be a bane to Department H, seeking to reform or destroy the corrupt organization that had brought them together. When Hudson reappeared, he once again took on the role of Guardian and Heather became Vindicator.

Wolverine took leaves of absence from the X-Men many times to aid Alpha Flight in their quest to be the heroes Department H presented to the public... instead of the puppets they felt like.

The new X-Men found themselves in the Savage Land after

barely surviving an attack from Magneto. This marked Magneto's first attack on the new team. It was also the first time Magneto himself felt threatened by the X-Men. He was nearly killed by Wolverine, whose work as an assassin for Department H was just a small part of a deadly past that included the CIA and the Weapon X program.

In the Savage Land, the X-Men once again teamed with Ka-Zar, this time against a ruling body of genetically altered mutants and mutates. They fought against Sauron, a long-time enemy, and were faced with the difficult decision of killing the shape-changing, pterodactyl-like creature. While the danger Sauron presented was real, in his human form, Dr. Karl Lykos was a friend. They let Sauron live that day, though he was destined to strike again.

The American government, which had noticed an increasing number of mutants, feared the effects of evolution and therefore increased funding for the Sentinel program, unleashing a new terror. On Christmas Eve, the robot giants abducted Jean Grey and several other X-Men. Imprisoned in an orbiting space station the team was forced to escape to Earth through lethal solar radiation after hijacking a shuttle. The pilot's cabin lacked sufficient shielding, but Jean Grey volunteered to fly the craft. The radiation was killing her when she was visited by a cosmic being known as the Phoenix Force. The entity created a body for itself that was identical to Jean's, duplicated her memories and absorbed a portion of her personality. It then guided the shuttle to a crash-landing in Jamaica Bay off New York City. The Phoenix Force placed the real Jean in suspended animation within a cocoon-like pod resting on the bottom of the bay. The Entity took her place on the team but was eventually corrupted by its own power. Jean's persona was dominant, though, and her psyche caused the Phoenix Force to sacrifice itself to save the Universe.



Alpha Flight: Snowbird, Aurora, Guardian, Sasquatch, Shaman and Puck

A distraught Cyclops left the team after Jean's funeral. Shortly thereafter, Kitty Pryde joined the team with a bang and almost destroyed the mansion. A demon had come out of a portal located on Xavier's school grounds, and Kitty used the jet engines of the X-Men's Blackbird to incinerate the demon, and much of the mansion in the process.

After Phoenix's death, the X-Men found themselves faced with a demonic enemy known as Belasco, who through the manipulation of time, claimed to already have killed the X-Men. Their bodies were eerily found in the time-lost realm known as Limbo. Belasco also kidnapped Colossus' sister, Illyana, and transformed her into a disciple of the black magic that he had sold his soul for. The X-Men rescued her, but only after she'd been transformed into Magik. The innocent little girl was gone, replaced by an older teen drawn to the dark and sinister side of the X-Men's world.

Hated and evil are not exclusive to Earth. The X-Men soon found themselves drawn into a war for survival with an alien life form known as the Brood in a galaxy far away. Although they beat the Brood, they were thought to have died in the ensuing battle.

NEW MUTANTS

As a result of believing his students had died, Xavier reopened the School for Gifted Youngsters to a new team of mutant students. These included the jet-propelled Cannonball, the mind-controlling Karma, the fiery Magma, the illusion-casting Mirage, the lycanthropic Wolfsbane, the solar-fueled Sunspot, the computer expert and linguist called Cypher, the techno-organic alien Warlock, and the teleporting sister of Colossus, now called Magik.

Though the X-Men did indeed return from their war against the Brood, the school's newest team flourished under Xavier's teachings. The New Mutants, like the X-Men before them, fought to protect a world that increasingly hated and feared mutants. And just as the X-Men had a Brotherhood of Mutants to oppose them, the New Mutants faced the Hellions, a group of mutants from a rival school run by the mutant telepath Emma Frost. The New Mutants faced terrible tragedy as well, including the death of Cypher, who sacrificed himself to protect Wolfsbane from the mad Doctor Animus.

Their adventures brought amazing developments for the team. Xavier had long loved Princess Lilandra of the Shi'ar. Using alien technologies, the Shi'ar were able to restore Xavier's crippled legs. Various technologies were also used to advance the X-Men's training in the Danger Room. This high-tech facility now allowed the X-Men and the new classes of students to train in literally any geographic scenario imagined—from the war-torn Europe of the past to the remains of alien culture on the surface of the moon.

In time, the real Jean Grey emerged from her cocoon, fully healed. She was reunited with the original X-Men, and with Scott Summers. Jean was shocked to find that he had since remarried a woman named Madelyne Pryor, who resembled Jean Grey exactly, and that they had a son.

She was also shocked to find that Magneto was running the new X-Men. Professor X had again been seriously wounded, this time in battle with Nimrod, a super-sentinel from the future. In the aftermath, Xavier begged Magneto (who had also fought against Nimrod) to take over the school while he again went to the Shi'ar to be healed. Magneto had a change of heart and said yes, for a time giving up his violent ways to keep his old friend Xavier's dream alive.

But there were many ways to ensure Xavier's dream for peace, and one such way was by establishing a covert team of mutants posing as human mutant hunters.

X-FACTOR

Because the original X-Men could pass as humans, they decided to create a new team called X-Factor under the management of the human known as Cameron Hodge.

X-Factor's publicly stated mission was to protect humanity by hunting down mutants. Their real, secret purpose was to operate in such a way as to rescue mutants and get them to the X-Men with whom they might find safety.

During this period, Scott, Jean, Hank, Warren and Bobby played both sides of the fence; when their services were needed as mutant Super Heroes, they donned the uniform of the X-Terminators, the enemy of X-Factor.

In time, this approach of masquerading as mutant hunters was abandoned because it was further fueling anti-mutant sentiment. Cameron Hodge was fired after being exposed as an anti-mutant bigot

himself. He left swearing to get his revenge on the team.

One of the first enemies X-Factor faced was a mysterious being called Apocalypse, a being that would forever change the destiny of the X-Men and Earth itself.

Apocalypse was the world's first mutant, a being over 5000 years old who had survived the ages through suspended animation and increased his powers through extra-terrestrial enhancements. Working through one of his creations, Mr. Sinister, Apocalypse orchestrated the Mutant Massacre, an attack on all those mutants whom Apocalypse deemed weak and unable to further the ascendancy of mutants. Many of these mutants lived in tunnels under New York City and referred to themselves as the Morlocks. During the massacre, the Angel's wings were stripped from him. Captured by Apocalypse, Angel was himself transformed and artificially re-winged by the same technology that made Apocalypse the monster he was. Angel became one of the Horsemen of Apocalypse and was sent after his own team.



New Mutants: Sunspot, Feral, Magik, Cannonball, Warlock, Mirage, Magma (Karma & Cypher [not shown])

At the same time, Cyclops began to doubt both his sanity and the love of his wife, Madelyne Pryor. He regretted his marriage to her and she began to hate him for it.

The X-Men and X-Factor succeeded in temporarily stopping Apocalypse. Angel rejoined the team, but now called himself Archangel. But Apocalypse continued to strike at the X-Men and humanity using agents of his own including the mysterious Mr. Sinister.

Soon, the X-Men discovered that Apocalypse had been manipulating them from the shadows. They learned that Sinister had been toying with Cyclops (and his brother Alex) since he was a child. They learned that Cyclops and another nine mutants had been prophesied to be the harbingers of the new era of mutant dominance. And they would eventually learn that Madelyne Pryor, Scott's estranged wife, was Jean Grey's clone.

Madelyne herself would become evil after discovering that she was merely a puppet of Apocalypse. Apocalypse would also attempt to kill her infant son (his future arch-enemy, Nathan Summers) by infecting him with a techno-organic virus that ate away at his body, replacing flesh with metal.

The virus would have killed Nathan Summers if it were not for the help of Rachel Summers. She was the daughter of Scott and Jean from an alternate timeline in which all the X-Men

And so Scott Summers became a father, only to see his son first stricken by disease, and then lost in time.

EXCALIBUR For a time, Rachel Summers had been a member of Excalibur, the European branch of Xavier's dream. She was joined by Captain Britain, Kitty Pryde, Nightcrawler and the shape-shifting Meggan. They were named after the mythic sword that united the people of England, and they hoped to unite mutants with humanity. Sadly, they were drawn into a series of alternate realities and even wilder intra-dimensional enemies and never got the opportunity to affect Europe the way they'd hoped. In fact, it was almost as if the team were never able to enter reality, constantly caught in worlds of the macabre and strange instead. Captain Britain eventually married Meggan, and the team disbanded.

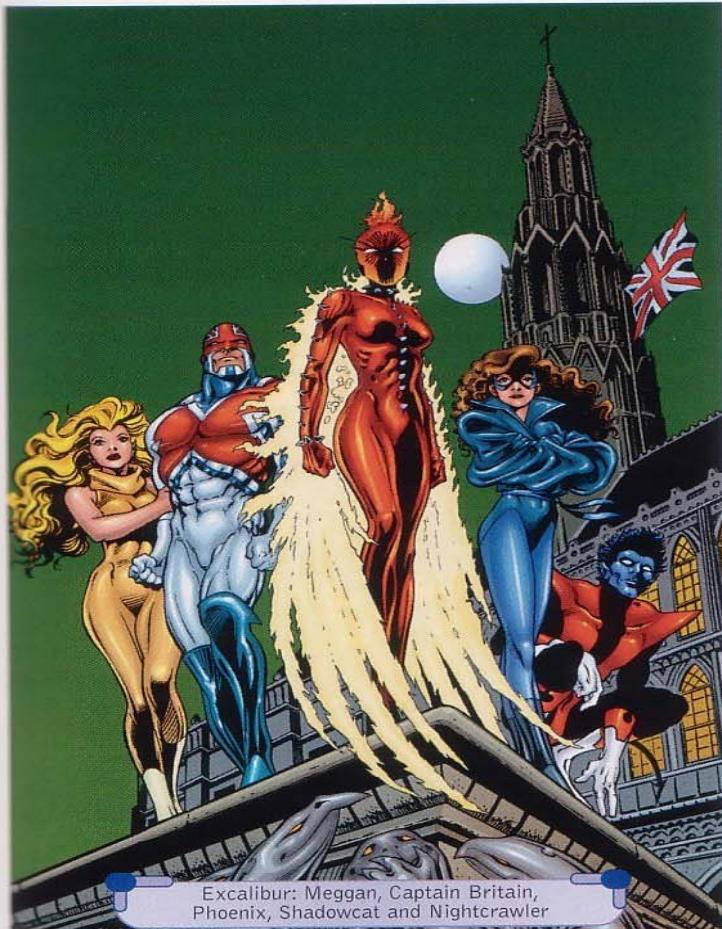
Meanwhile, X-Factor was revived, only this time as a government-sponsored, mutant strike force under the leadership of a mutant shaman known as Forge and with Val Cooper acting as their government liaison. The team continued to operate, often on missions that created conflicts of interest for the mutants. After the seeming death of Alex Summers, the cornerstone of the team, the group split apart. Alex did not actually die; he found himself somehow blown into yet another alternate reality where he fought alongside alternate versions of allies and enemies until the day he returned to the X-Men.

A short time after Rachel Summers took Cyclops' son to the future to save his life, that same son returned, now a grown man. A formidable warrior, Cable (as he was now code-named) had returned in time to wage war against Apocalypse in the past (our present) before his power could reach around the globe and make slaves of everyone on Earth.

X-FORCE Cable took control of the New Mutants and altered their training, transforming them into a paramilitary strike team. With this new force and other allies of Cable's, the time-lost son of Scott Summers took every opportunity to strike at Apocalypse and the Horsemen. They did so until the day X-Force was seemingly destroyed.

Anti-mutant hysteria continued to escalate, as did the rivalry between Xavier and Magneto—with the world holding its breath in anticipation of their inevitable showdown. When the X-Men attacked Avalon, Magneto's base on an asteroid that orbited Earth, the Master of Magnetism and his Acolytes fought back, all but killing Wolverine. Using his abilities to affect all things metal, Magneto liquefied and extracted the adamantium implants grafted to Logan's skeleton. He literally tore Logan's insides out. To Professor X this tactic was so cruel, so terrible that Magneto at last seemed unredeemable. Xavier responded by using his telepathy literally to psionically lobotomize Magneto... temporarily leaving him little more than a vegetable. This retaliation by Xavier all but destroyed Xavier's dream for peace in the long run.

For Xavier had entered Magneto's mind and soul... and unknowingly experienced some of what was there: Magneto's hatred, the loss of Magneto's wife and family, the cruelty Magneto experienced as a child and from the prejudice of mankind. The experience tainted Xavier. It planted in his brain the hate and fear he had so long attributed to mankind's feelings about mutants.



were killed and Sentinels had taken control of North America. She saw Charles Xavier killed along with the rest of the X-Men. She had escaped from her time to our time, where she discovered she had an affinity with the Phoenix Force. Rachel used her power to take Nathan Summers to the future, where he might be saved from this virus through means of superior medicine. In that future, Rachel would become Mother Askani, leader of the Clan Askani, who raised Nathan to be the enemy of Apocalypse.



X-Force: Boomer (Meltdown), Warpath, Feral, Cable, Cannonball, Shatterstar and Domino

Xavier no longer trusted himself. Not after what he'd done. And he needed to be healed. So new headmasters were required for the school for gifted youngsters. He found these new teachers in Sean Cassidy (the Banshee) and Emma Frost, the former headmistress of the Massachusetts Academy and the Hellions.

GENERATION X Based in the former Massachusetts Academy, this new class of students were trained in ways different than Xavier or Cable had taught their students. These students were not trained for war or for a public display of their abilities dedicated to the cause of peace. Sean Cassidy dedicated himself to training these new students to live among mankind while keeping their differences secret, as he himself had done when he was with Interpol.

Generation X came under attack from various enemies, many of whom now fed on the power these young mutants had. And Banshee became increasingly alarmed that his young students were no longer seen as freaks or monsters to be feared and hated, but as commodities to be traded.

In time, the seeds planted in Charles Xavier's brain gave rise to an evil entity known as Onslaught. This was a sentient, psionic menace without peer in the mutant community. It struck first at the X-Men, using all of Xavier's knowledge about their weaknesses against them. They were nothing compared to him. Next Onslaught left Westchester and seemingly killed every hero in New York City, including the Fantastic Four, Captain America, Thor and the rest of Avengers.

These fabled heroes had not died, but had instead been transported to another Earth in need of heroes as well. They eventually returned home to a humanity searching for heroes to protect them from the alleged mutant scum. And though even living legends like Captain America spoke out about the need for equality between mutants and humans and the need for genetic diversity in the cause of freedom, few listened.

Xavier had been exorcised of the psionic demon that had grown within him. But when he came back to his senses he faced a team that no longer trusted him and a world where hatred for mutants had reached a breaking point. Humanity had blamed mutants for killing the greatest heroes of

three generations, and even though those heroes didn't really die, mankind's willingness to share the planet had reached zero tolerance.

In return, Magneto, now mostly recovered from his wounds, planned to destroy the race known as *homo sapiens*. Using his magnetism in ways no one believed were possible, Magneto held the entire planet hostage. He then extorted the United Nations into putting him in charge of the mutant island nation known as Genosha.

Genosha had been a military state where mutants

and mutates (genetically altered mutants) were enslaved by a power elite. This elite included Cameron Hodge, the same PR representative that had caused so much destruction with the creation of X-Factor. The X-Men ruined Hodge's plans to enslave and alter mutants, yet still the island nation of Genosha was left in civil unrest. And while democracy was urged, a rift between those that were natural mutants and those that were genetically altered mutants began to form.

When Magneto was put in charge of Genosha, the first issue he had to cope with was this civil war between mutants and mutates. To the astonishment and surprise of the United Nations, Magneto turned out to be a good leader and brought peace to the strife among Genosha's population.

At the same time, the Genoshan hospitals were filled with mutants dying of a disease called the Legacy Virus. This virus



Generation X: Skin, Chamber, Jubilee, M, Husk and Synch

struck at mutants and had already claimed a number of friends and foes of the X-Men, including Illyana Rasputin (Magik) and even a human, Moira MacTaggert, whose island research facility first discovered the deadly virus.

Thanks to exhaustive research by Beast, a cure for the terrible virus was found, although it cost Colossus his life. After the cure for the mutant plague was released into the atmosphere, Magneto, ruler of Genosha, now found himself in control of a mighty, unified nation of over 16 million.

Magneto proclaimed his intended dominance over mankind and stood ready to unleash an entire nation of mutants and mutants upon the planet. His rallying point was Xavier's battered body, bound in the center of Magda Square (named for Magneto's wife), the very heart of Genosha. Again, the X-Men averted the would-be conqueror's ultimate offensive in the face of overwhelming odds. But things were about to take a drastic change for the worse.

An army of wild Sentinels attacked Genosha in a surprise and unprovoked attack. Virtually the entire population of 16 million were killed. Nothing remained, including Magneto. Xavier's enemy was dead. But in a twisted, unexpected way, everything he had feared had come true. The Sentinels, born of humanity's fear of mutants, had been used to commit a hideous genocide. And the architect of that slaughter was none other than a mutant who had used her great power to destroy other mutants.

All mutantkind waited to see what would happen next. How would mutants retaliate? The answer came from none other than Sean Cassidy.

X-CORPS

Sean Cassidy created the X-Corps to strike out against those that strike at mutants. He drafted mutants that in the past had been enemies. But against a common enemy, the old differences fell away and a new unification was formed. However, the X-Corps almost proved fatal for Cassidy, who was seriously wounded when the mutant terrorist Mystique (a shape-shifter and the mother of Nightcrawler) revealed herself and tried to destroy the team from within. The Eiffel Tower was destroyed in the process.

The resulting press against mutants was monumentally terrible. Worse, Charles Xavier was beginning to have headaches.

X-STATIX

The only mutants who were seemingly unaffected by anti-mutant hysteria were those that used their powers and abilities to entertain the masses, X-Statix. Through media manipulations, merchandising and being hypersensitive to trends towards the sensational, X-Statix is

more than merely accepted by the general populace, they are embraced as pop sensations. But the general populace is unaware that X-Statix is actually a group that undertakes extreme, high-danger black-ops missions for a price. Even so, the greatest danger to this group is not an evil Super Villain, but bad press and the fickle interests of the crowd mentality.

Around this time, Professor Charles Xavier admitted to the world that he was a mutant and that the X-Men were indeed his students. What no one realized at the time was that Xavier himself was possessed by the mind of his genetic twin, a woman known as Cassandra Nova. She was behind the Sentinel attack on Genosha. By the time Xavier was freed from her control, the damage was done, and Xavier and his school were no longer able to operate freely and anonymously. (Not to mention that millions of mutants were dead and even the Shi'ar empire was reeling from Cassandra Nova's manipulations.)

XAVIER INSTITUTE

Following the outing of Xavier and the X-Men as mutants, the Xavier Institute soon became overwhelmed with an influx of young mutants seeking

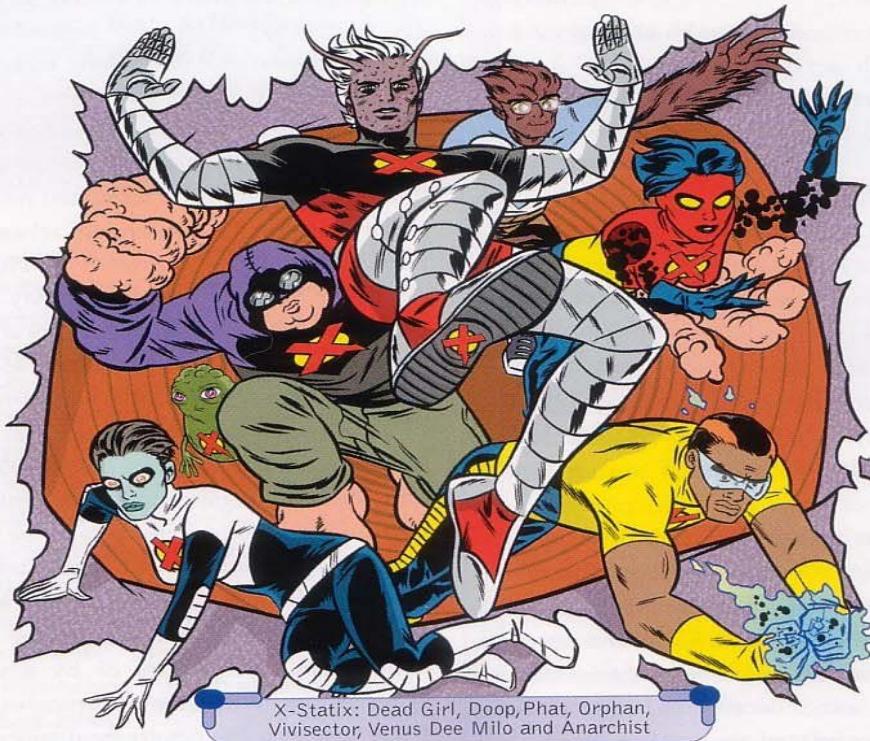
both safety and education. From its humble beginnings as Charles Xavier's School for Gifted Youngsters, the teaching portion of Xavier's dream has grown to be the world's leading educational institution for mutants. Now comprised of both the Xavier estate and the Massachusetts Academy, the Institute trains hundreds of mutants to control their powers. It also teaches a full curriculum of regular courses. To cope with the larger student body, Xavier recruited more staff in addition to the original X-Men,

including Xorn, Chamber, former Alpha Flight member Northstar and Xavier's own stepbrother and long-time enemy, Juggernaut.

X-CORPORATION

Xavier has also formed a new company as an extension of the Xavier Institute called the X-Corporation, designed to be a global search and rescue unit for oppressed mutants. With headquarters in Hong Kong, Amsterdam, Mumbai, Melbourne and Paris, X-Corporation employs numerous mutants hailing from a wide variety of splinter teams rallying to join the cause.

Still, for every mutant life saved, the number who die or are harmed grows exponentially. Xavier cannot ignore Magneto's insistence that humanity will hate and kill those it finds different. Or his own fear that other mutants themselves may become the enemy. Xavier's dream of peace between mutants and humanity may not be over...but the war for peace has just begun.



HOMO SUPERIOR

Some have called mutants the Children of the Atom, believing that they are a divergent race of humanity caused by the splitting of the atom. Others think they're not divergent at all, but merely the next phase in mankind's evolution. Still others believe mutants aren't human at all, but something far more mysterious, even demonic, that will not only subvert humanity but enslave it.

But contrary to superstition and fear, the truth is that mutants are indeed a part of humanity, more appropriately known as *homo superior*. Scientists believe that a mutant is a being whose genetic potential has somehow been triggered, giving them super powers and abilities.

The differences between man and mutant are often not noticeable until puberty, when a mutant's powers first emerge. Those who become mutants can manifest any of a wide assortment of amazing superhuman abilities, from telekinesis to wings to concussive force blasts to the ability to shape-shift. Not all of these abilities are good ones. And some mutants, and the people around them, do not even survive the initial manifestation of their powers.

These early manifestations of mutant powers were considered to be freakish acts of witchcraft or demonic possession. Sadly, the first mutants were either killed by the fearful or incarcerated by the authorities and dissected as if they were aliens.

It was not until Magneto's attack on the Cape Citadel missile base that the word "mutant" came into public usage. In that brief moment, all of humanity learned that there was good reason to fear one's neighbors.

Others, like Apocalypse, who may have been the earliest human mutant, born in ancient Egypt, believed that this large-scale rise of mutantkind was the first signal of a new age—an age that Apocalypse had always dreamed of and worked towards, where the strong ruled and fed upon the weak.

At the heart of all these theories is a lack of knowledge. For the origins of both mankind and mutantkind have been tied to the first comings of a race of creatures known as the Celestials. These giant creatures visited Earth and used the earliest examples of mankind for the purpose of transforming humanity into a race of beings worthy of some Celestial purpose. The Celestials gave immediate power to some early primitives, who became the ancient gods and demons of myth. But to others, the Celestials gave only the potential of a godhood that would not be awakened for thousands of generations, until the age of mutants.

"DIE, MUTIE SCUM!"

To fully understand anti-mutant politics, one need only look at the heart of human history, at the patterns of misunderstanding and bigotry. And it is history's continuing testament that what is unknown and different, will be envied, feared and hated.

For Charles Xavier, there is little difference between mutants and other subdivisions of humanity. Like race, creed, or economic position, genetic heritage is not a basis for bigotry or prejudice. Xavier's approach to the issues of mutant rights stems from his belief that mutantkind is just another form of humanity, possibly the latest step in humanity's development, but human nonetheless.

Mutants must be judged according to human standards and not treated as special so much as equals; the laws that govern mankind must also govern mutantkind.

Those who oppose Xavier's viewpoint are faced with a question that is at the root of anti-mutant hysteria. Are all men created equal? If mutants are humans, like some suggest, than all men are not created equal. Some are given the power to fly and some are given the power to control others with a thought. A mutant like Magneto can, by manipulating magnetic fields, hold the entire world ransom. Or he could threaten to rip apart a person's body by affecting the iron in his blood. No human being can do this.

At the heart of all human law is the notion that all humans have the right to become anything, if they work hard enough. But with mutants the power comes not from hard work, but merely from going through puberty. It is a genetic difference that separates people from each other. To some humans, the laws that guarantee the rights of humans cannot be used for mutants, because the potentials are different.

Human fear of mutants has spawned numerous hate groups over the years. Reverend Stryker is a religious leader and ex-military man who formed and led an evangelical crusade against mutants. Along with his crusade, Stryker also led a paramilitary group known as the Purifiers. Stryker's prejudice was eventually exposed and the cult was disbanded.

Graydon Creed's Friends of Humanity was a political party filled with fanatics who terrorized mutants. Creed's campaign for the White House ended when he was assassinated. Hate groups like the Friends of Humanity are unlikely to disappear for very long. They may rise again, with a new demagogue to follow. And there are always successors, like the violent anti-mutant group known as Purity that is currently finding popularity in big cities and on college campuses.

In America, some politicians have attempted to legislate the persecution of mutants. Senator Robert Kelly spearheaded the Mutant Registration Act, intended to locate and monitor the actions of mutants in the United States. While the Mutant Registration Act was defeated, Kelly remains. Other government officials, such as Henry Gyrich, have worked to control mutants, either through weapons that nullified mutant powers or by employing some mutants to act as agents for the government against other mutants. There was also the government-sponsored Sentinel program. Time and again, humans have turned to Sentinels for protection, regardless of the danger, and time and again, the Sentinels have been guilty of unspeakable evil and wanton destruction against humans as well as mutants. The latest incarnation of government exploitation of mutants is the Weapon X project. Under the leadership of its mysterious director, Weapon X gathered a group of ruthless, violent mutants, enhanced their powers, and put them to work killing other mutants. They rounded up hundreds of mutants and imprisoned them in the Neverland concentration camp.

For these and other reasons, most mutants have tried to keep their identities a secret. Charles Xavier argued that to force mutants to identify themselves would make them targets of hatred and prejudice. And sure enough, when Professor X admitted that he and the students of the Xavier Institute were mutants, they were immediately set upon by crowds of anti-mutant human demonstrators.

ANARCHIST



Tike Alicar

Height: 6'3"
Weight: 225 lbs.
Eye Color: Brown
Hair Color: Black
w/orange streaks
Species: Mutant

ABILITIES

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

3

9

ACTIONS

Close Combat: 4

(Strength Bonus or
Weapon Modifier)
— X-Statix Training

Ranged Combat: 2

(Weapon Modifier)

Leadership: 1

MODIFIERS

Resist Acid: (+4)

EQUIPMENT

Prescription Wraparound
Goggles: protects eyes from
acid sweat

DESCRIPTION

Tike Alicar is a celebrity super hero to the legions of starry-eyed fans who scream his name. But to his teammates, the name Anarchist is quite appropriate. Alicar uses his race and genetic edge to play his teammates against each other for just one reason—to get the headlines and the camera turned in his direction. A replacement member of the pop-culture mutant hero team X-Statix, Tike first joined the team when most of the previous members had been killed in action. Since then, Alicar has been one of the more argumentative and divisive members of the team. His relationship with team leader Orphan is abrasive, and the two fight constantly. Tike and fellow X-Statix teammate Dead Girl have left the team from time to time to gather more headlines touring as the Death & Anarchy Roadshow, gaining fans everywhere but also making enemies of those who should have been allies.

Tike possesses the superhuman ability to secrete acid-like sweat from his pores. He metabolizes this acid into corrosive projectile beams that shoot from his hands, vaporizing and breaking down everything in their path. Tike wears glasses to protect his eyes from his own acid projections.

Alicar is paranoid, neurotic and hypersensitive. He's also brave, and a good teammate when he wants to be. The Anarchist may be a headline grabber, but his deeper motivation lies beneath his skin. He was raised by Caucasian foster parents and has been condemned by some for being "white" on the inside, even by a former member of the team named The Spike who was himself African American. But none of which seems to matter to Dead Girl—the two have become friends and lovers. No matter how close Dead Girl and Anarchist have gotten, even she can't answer the question of who Tike Alicar really is: the phony his teammates fear he may be, or the hero that millions worship and believe in? Only time and the Anarchist's actions will tell.

APOCALYPSE



En Sabah Nur

Height: Variable,
usually 7'
Weight: Variable
Eye Color: Blue
Hair Color: Unknown
Species: Mutant

ABILITIES

Intelligence: 6
Strength: 9
Agility: 7
Speed: 3
Durability: 7

7

21

ACTIONS

Acid Sweat: 7

— Force beam or touch,
Range = 2

Acrobatics: 4

(Agility Bonus)

Social Skills: 2

— Media Savvy
— Team Politics

Team Affiliation: X-Statix

Wealth: (4)

EQUIPMENT

Acid-Proof Costume:
Defense (+1)

Communicator

MODIFIERS

Mutant

Accelerated Healing Factor:

Factor: Heal 1 white stone
per 2 Panels, Regenerate 3 red
stones per 2 white per Panel

Reflexive Dodge: (+3)

Toughness: (+2)

EQUIPMENT

Bio-Armor: Defense (+2),
changes form with him

DESCRIPTION

The mutant En Sabah Nur, "The First One," was born nearly 5,000 thousand years ago in Egypt. A band of nomads rescued him from death and raised him, teaching him that "only the strong survive." After first being enslaved by and then opposing Pharaoh Rama-Tut (the time-traveler, Kang) Nur wandered the ancient world and ended up in China. He discovered a ship belonging to the Celestials, the fabled evolvers of humankind. Nur stayed in the ship for thousands of years, using its technology to create his "bio-armor" and regenerate his body, becoming more powerful each time. He emerged as Apocalypse, and began his centuries-long manipulation of human history as part of his master plan for supremacy.

Apocalypse can alter his form and atomic structure, gaining almost any physical power. He can psionically augment his superhuman strength by drawing on outside energy and his size by adding mass from an extra-dimensional source. His life span is thousands of years, but he transfers his "being" from body to body to guarantee he never grows weak. His costume is actually part of his body. His knowledge of biology and genetics has no peer.

To Apocalypse, mutants are the dominant force upon Earth, and he their rightful ruler. Other mutants exist to be tested. If found worthy, they are enhanced, like Exodus and Mr. Sinister. If found wanting, they are destroyed by his Four Horsemen. Mankind is no more than dust, like that of the wasteland from which he emerged.

ARCHANGEL



ACTIONS

Close Combat: 4

(Agility Bonus or Weapon Modifier)
— X-Man Multi-Style
— Martial Arts
— Wrestling

Ranged Combat: 4

(Weapon Modifier)
— Handguns
— Heavy Weapons
— Aerial Combat

MODIFIERS

Appearance: Mutant, body adapted to flight. Wings (16-foot span) hollow bones, no body-fat, can breathe at high speeds/altitudes

Enhanced Vision: (5)

Telescopic

Reflexive Dodge: (+2)

EQUIPMENT

Communicator

DESCRIPTION

Playboy Warren Worthington III was heir to a vast fortune. But he was also a mutant with beautiful, angelic wings. His money helped hide his abilities from prying eyes—but not from Charles Xavier, and Warren soon became Angel, one of the original X-Men. Hoping to change the public's perception of mutants, Warren revealed his identity, but he found he was tolerated only because of his wealth and social status. He fought for Xavier's dream until the day his wings were ripped from his body and he fell into the hands of Apocalypse. Apocalypse twisted Angel's form, giving him blue skin and artificial wings with razor-sharp feathers. Thus, Archangel became the fourth Horseman of the Apocalypse, Death. But when faced in combat by his former teammates, Archangel betrayed Apocalypse and helped the X-Men end Apocalypse's plan. Warren rejoined the team; eventually his blue skin faded and his wings molted to reveal natural feathers underneath.

Archangel can fly up to the speed of sound. His mutation has perfectly adapted his body for flight. Like a bird, his eyesight is extremely acute and his bones are hollow, making him very light. He can fold his wings against his back and legs to hide them under clothing if he wishes.

No longer a happy-go-lucky youth, Warren now takes both of his inheritances seriously. As the head of Worthington Industries, Warren uses his financial power to further Xavier's dream. And as the rejuvenated Archangel, he has learned to accept his tainted past and strives to one day be the kind of X-Man he always hoped he'd become.

Warren Worthington III

Height: 6'0"
Weight: 176 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Mutant

ABILITIES

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

(4) (12)

Flight: 7

— Maximum speed of 5

Business: 6

(Intelligence Bonus)

Social Skills: 4

— Big Business
— Mutant Culture
— Political Culture
— High Society

Special Healing Factor:

Heal one white stone per hour; Regenerate 3 red stones per 2 white per Panel. Blood will heal others: lose 1 white stone to heal 3 white stones of others

Team Affiliation:

X-Men

Wealth: (7)

Custom Business Suits to hold wings and pass as human.

Dominic Petros

Height: 5'7"
Weight: 164 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)
— Brotherhood Training

Ranged Combat: 2

(Weapon Modifier)

Flight: 4

— via seismic wave

Social Skills: 3

— Greek Language/Culture
— Political Culture

MODIFIERS

Team Affiliation:

Brotherhood of Evil Mutants

EQUIPMENT

Communicator

DESCRIPTION



AVALANCHE

Black Ops: 4

— Extortion
— Terrorism
— Covert Operations
— Assassination

Mastery of Vibration: 9

— Manipulate vibration to create earthquakes, building collapses, etc. May hit single targets or Area Effect.
— Blast affects only non-living substances, attacks on living beings backfire against him.

Wealth: (2)

Armored Battlesuit:
Defense (+2)

DOMINIC PETROS

Height: 5'7"
Weight: 164 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)
— Brotherhood Training

Ranged Combat: 2

(Weapon Modifier)

Flight: 4

— via seismic wave

Social Skills: 3

— Greek Language/Culture
— Political Culture

MODIFIERS

Team Affiliation:

Brotherhood of Evil Mutants

EQUIPMENT

Communicator

DESCRIPTION

Little is known about Avalanche before he joined the Brotherhood of Evil Mutants, other than that he emigrated to the United States from Greece. He first came into the public eye when the Brotherhood attempted the assassination of Senator Kelly. While the assassination was foiled by the X-Men, the fear of mutants in the world increased. Avalanche and his fellow teammates made an extraordinary deal with the United States government to become the American agents known as the Freedom Force. The former mutant terrorists were even given a government license to hunt the elusive X-Men. After Freedom Force disbanded, Avalanche again worked for the government as part of Project Wideawake. He rejoined the Brotherhood when it reformed. Later, he was forcibly recruited into the X-Corps, where he was responsible for the destruction of the Eiffel Tower in Paris.

Avalanche has the superhuman ability to generate powerful waves of vibrations from his hands, creating destruction wherever he wills. As a result, he can cause objects to shatter or crumble to dust. He can cause the ground to move like a tidal wave and use it to transport himself at amazing speeds. While he can hit a single target, his power tends to involve a lot of collateral damage, and can only be used against inanimate objects. If he tries to use it on living things, it backfires and rebounds against him.

While mercenary in his motivations for crime and destruction, Avalanche has shown an overwhelming amount of concern for his teammates. On numerous occasions, he risked imprisonment, death and disease to save those he fought beside. He also shows an ability to think outside of the box... or to destroy the box itself, if that's what it takes.

BANSHEE



Sean Cassidy

Height: 6'0"
Weight: 180 lbs.
Eye Color: Blue-Green
Hair Color: Reddish-Blond
Species: Mutant

Abilities

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

(4) (9)

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)
— X-Man Multi-Style
— Interpol

Ranged Combat: 4

(Weapon Modifier)
— Handguns
— Rifles
— Assault Weapons

Flight: 5

Leadership: 4

Technology: 3

(Intelligence Bonus)

Sonic Shield: 4

— Same as Force Field

MODIFIERS

Team Affiliation: X-Men

EQUIPMENT

Communicator

DESCRIPTION

Sean Cassidy was the heir to the castle, estate and wealth of Cassidy Keep, as well as the mutant genes that ran in the clan Cassidy. But he kept his mouth shut about his mutant abilities and rose to the position of an Inspector of Interpol. While Banshee was on a secret mission, his wife was killed by terrorists (after giving birth to a daughter he didn't know he'd conceived). Distraught over the death of his wife, Cassidy became a criminal. He was captured by the X-Men, who invited the angry mutant to join Xavier's dream to fight for a world that hated and feared them. Cassidy did, but he had his own reason for joining Xavier: Xavier's brother, Juggernaut, and Cassidy's cousin, Black Tom, had formed an alliance which was enough to make Banshee scream bloody murder. Later, Banshee became co-headmaster of the Massachusetts Academy with Emma Frost, charged with the training of Generation X. Most recently, Banshee created the more violent X-Corps to maintain order among the mutant population through any means necessary.

Banshee's vocal cords, throat and lungs allow him to create powerful sonic waves with his voice. He can use this "Sonic Scream" for a variety of effects, including shattering objects, placing people into a trance or leaving them unconscious. He can also use it to fly at the speed of sound, and create a psionic force field that protects himself from his own effects.

Banshee was embittered by the death of his wife and the volatile nature of his family. Even his love for Moira McTaggert ended in loss. His experiences have made him one of the more jaded, quick-tempered and violent X-Men.

BISHOP



Lucas Bishop

Height: 6'6"
Weight: 223 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutant

Abilities

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

(4) (12)

ACTIONS

Close Combat: 6

(Strength Bonus or Weapon Modifier)
— Hand-to-Hand
— Police Training
— Military Weapons

Energy Absorption/Reflection: 5

Leadership: 5

MODIFIERS

Mutant, Human appearance, "M" branded over left eye

Reflexive Dodge: (+1)

EQUIPMENT

Communicator

X.S.E. Body Armor: Defense (+2)

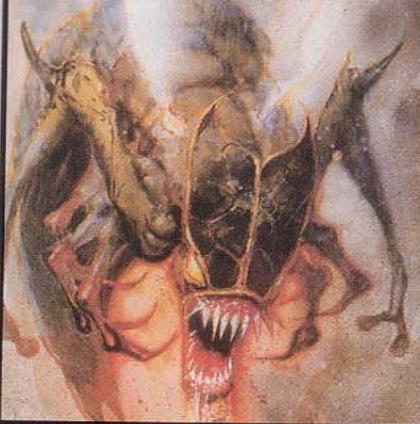
DESCRIPTION

The X-Man Bishop was born in a mutant prison camp run by Sentinels 70 years into an alternate future. He and his sister Shard grew up admiring and worshipping the legendary X-Men and eventually became members of the X.S.E., the Xavier Security Enforcers. His sister sacrificed her life to give Bishop a shot at Trevor Fitzroy. Ironically, the shot missed, but Bishop was able to thwart Fitzroy's plans anyway. When Fitzroy escaped in time to the past, Bishop and two fellow officers followed them back in time to stop them. There, not only did he come face-to-face with the very X-Men he worshipped as a boy, but he was also asked to join the team by Xavier himself. As an X-Man, Bishop has fought in the Shi'ar wars and traveled into the future far beyond his own time.

Bishop is a tough, determined warrior. His mutant ability allows him to absorb the energy of an enemy's attack and redirect it through his glowing hands as concussive force. He also carries specially developed X.S.E. weaponry to fire laser beams and plasma charges.

Forgetting his violent future/past and fitting into the present hasn't been easy for Bishop. Like the M (for mutant) tattooed over his left eye in the camps of his youth, Bishop's experiences have left an indelible mark on his soul. He's fiercely loyal, and has never forgiven himself for the deaths of his fellow officers. He regrets not being able to save his sister and is haunted by her memory. Even after his time with the X-Men, he's still got the instincts of a homicide cop in a future where cops do whatever it takes. He's had to temper his instincts to act as judge, jury and executioner and learn to abide by the X-Men's sense of justice.

THE BROOD



The Brood

Height: 8' long
Weight: Variable
Eye Color: Yellow or Red
Hair Color: None
Species: Alien Insectoid

ABILITIES

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

(3) (9)

ACTIONS

Hunting/Tracking: 2

Teleportation: 2

— Firstborn, only

MODIFIERS

Appearance: Alien Insectoids, drones are brown; all others (Firstborn, Queen, Empress) are green

Toughness: (+1)

Firstborn, (+2)

EQUIPMENT

The Acanti: A race of giant space whales, naturally peaceful, turned into lobotomized starships

Close Combat: 1

(Strength Bonus or Weapon Modifier)
— Fighting while weightless

Stingers: (+1), Firstborn, (+2)

Team Affiliation: The Brood Firstborn can disintegrate at will after completing mission Telepathy: Queen is always in telepathic communication with her offspring

and used as such. The average one comes with about 100,000 Brood and a Queen. When they use up the whale, they beach it on a planet and invade.

DESCRIPTION

The Brood is a savage, insectoid alien race that reproduce by implanting their eggs inside other life forms to incubate. As the Broodling grows, it first takes control of its host's mind. When the newborn hatches, it fully consumes its host and converts it into a member of the Brood. The new Brood then has all of the powers and abilities of its former host. For this reason, the Brood is constantly searching for superior life forms to become hosts. This quest brought the Brood to Earth, where they battled the X-Men. The Brood's first battle with the X-Men ended with the death of a Brood Queen and the destruction of the Brood homeworld, but not the extinction of the race. The Brood still roam the spaceways, and nests have been found almost anywhere—even in the basement of the X-Men's Mansion. The Brood have repeatedly attacked the X-Men in their attempt to conquer the Earth, and repeatedly failed. They even succeeded in implanting eggs into latent mutants, hoping to create an army of Brood with superhuman abilities. Unfortunately, the X-Men had no choice but to destroy the mutant Brood in a bloody battle.

The Brood are eight feet long and insectoid in appearance, with eight legs, a split tail with two stingers, sharp claws and jaws filled with long, pointed teeth. Firstborn Brood have only six legs and a single stinger, although they can teleport. They are fierce warriors in battle, and they show no mercy to their enemies. The Brood are ruled by a single Empress, guarded by the elite Firstborn, who remains in telepathic communication with all members of the Brood wherever they are in known space. Queens remain linked only to their own offspring. Because the Brood hatchling metamorphs its host until it is birthed, it will still seem to be the host, with all of its superpowers, even though it is really a Brood. This means that until they hatch, the Brood can be anyone, anywhere.

CALIBAN



Unknown

Height: 6'8"
Weight: 275 lbs.
Eye Color: Black/Yellow
Hair Color: None
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 6
Agility: 5
Speed: 3
Durability: 6

(6) (18)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

— Morlock Training

— Apocalypse Training

Wall Crawling: 3

(Strength Bonus)

Fear: 5

— Absorb Fear

MODIFIERS

Appearance: Mutant, enormous eyes, chalk-white skin with light purple tinge, prominent crest on brow, clawed hands, fanged teeth

Claws: (+1)

EQUIPMENT

None

DESCRIPTION

Caliban was born a monster, an outcast even among his fellow mutants. His hideous appearance caused his father to name him Caliban after the character in Shakespeare's play, *The Tempest*. But to those who have used and abused him, what he was didn't matter. What he could do was all they cared about. Caliban has the ability to sense and locate mutants. As a result he was sought out by the leader of a group of mutants living in tunnels below Manhattan known as the Morlocks. He was befriended briefly by Kitty Pryde (Shadowcat) of the X-Men and some of the other students under Xavier's tutelage. But when Apocalypse offered Caliban the power to wreak vengeance on the Marauders, who slaughtered his fellow Morlocks, Caliban accepted, in return for becoming first a Hellhound tracker, and later the Horseman of the Apocalypse known as Death. After Apocalypse was finally defeated, Caliban was free and joined Cable's mutant strike force, X-Force.

Caliban's primary mutation is his superhuman power to psionically sense the presence of another mutant within a radius of approximately 25 miles, allowing him to find friend or foe, whether they wish to be found or not. He can also psionically turn human's fears against themselves. He has been further mutated and given superhuman abilities by Apocalypse.

Although he can be loyal to his friends, Caliban is an example of how hate can transform a victim into a force to be reckoned with. He has been misused and manipulated. He has been loathed and feared by humanity for his entire life. And now, his very existence is a sober warning to those who are all too willing to let their hate and fear determine their actions.

CALLISTO



Unknown

Height: 5'9"
Weight: 140 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)
— Knife Fighting
— Quarterstaff

Ranged Combat: 5

(Weapon Modifier)
— Knife Tricks

Thieving: 5

— Move Silently
— Hide
— Spot/Set Traps

MODIFIERS

Mutant, Human appearance

Animal Senses: (5)

Reflexive Dodge: (+2)

EQUIPMENT

Knives: (+1)

DESCRIPTION

All that is known about the mutant Callisto's beginning is that she was once young and beautiful, until a catastrophe left her horribly disfigured and blind in one eye. Scared and alone, she fled society's condemnation and found a haven in the Alley, an abandoned military tunnel built underneath Manhattan during the 1950s. With the help of Caliban, a mutant who can sense the location of other mutants, Callisto gathered a growing group of mutant outcasts she named the Morlocks. Some time later, Callisto met and fell in love with the X-Man, Angel (now Archangel). Utterly enthralled, she kidnapped Angel to make him her consort. But the X-Men came to his rescue, and Callisto faced Storm in single combat. She lost and Storm became the leader of the Morlocks. Callisto and Storm became friends over the years, challenging each other in their care and stewardship of the lowest mutants on the social ladder. Eventually Callisto regained control of the Morlocks.

Callisto has superhumanly keen senses of sight, hearing, smell, touch and taste. The limits of these abilities are unknown, but her vision is especially helpful in the tunnels beneath Manhattan. She is an excellent hand-to-hand combatant and street-fighter, and particularly lethal with throwing knives.

Callisto is motivated by compassion for those who are hunted, or have been abandoned, by society. But she hides her compassion beneath a fierce personality, and her mistrust of those who are "beautiful" comes across as aggression and spite. Since the Morlock Massacre, her control over the Morlocks is less complete than it once was. But she is a shrewd leader, capable of manipulating both her allies and her enemies to get what she wants, and it is unlikely she could ever be satisfied with less.

CANNONBALL



Sam Guthrie

Height: 6'0"
Weight: 181 lbs.
Eye Color: Blue-Gray
Hair Color: Blond
Species: Mutant

ABILITIES

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

(4) (12)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)
— X-Force Training
— X-Man Multi-Style

Ranged Combat: 2

(Weapon Modifier)
— Aerial Combat

Blasting: 9**MODIFIERS**

Mutant, Human appearance

Mental Defense: (+2)**EQUIPMENT**

Communicator

Acrobatics: 4

(Agility Bonus)

Leadership: 4**Mining: 2****Black Ops: 1**

— Covert Operations

Social Skills: 4

— Coal-Mining Culture

— Mutant Culture

Team Affiliation: X-Men**Wealth: (2)**

Costume of Unstable Molecules: Defense (+1)

DESCRIPTION

Samuel Zachary Guthrie didn't know he was a mutant until the day he and a fellow coal miner were trapped in a collapse in a mine in West Virginia. The stress and sheer terror of being buried alive triggered something deep inside him. Moments later, Sam had blasted himself and his partner to freedom, and Sam knew he was a mutant. Guthrie's mutant power brought him to the attention of the Hellfire Club, who first trained him. They attacked Professor X and the New Mutants, but when Sam refused to murder the young mutants, his own life was threatened. Professor X rescued Sam, and invited him to join the New Mutants, the next generation of students to be educated at Xavier's School of Higher Learning. Later, Cable took control of the group and transformed them into a paramilitary strike-force called X-Force. Cannonball trained Cannonball extensively, especially in leadership techniques. Cannonball led the team in Cable's absence until their apparent destruction. Guthrie survived and was invited by Professor X to join the X-Men. Eventually, he went on to join the X-Corporation.

Cannonball possesses the ability to generate thermochemical energy, accompanied by smoke, flame and condensation and release it from his skin by an act of the will. The equal and opposite reaction to this thrust propels his body through the air like a human rocket. He calls it "blasting." An energy field protects Guthrie from the direct effects of the blast. He can extend this field around others he is carrying as well. There is also a possibility that Sam is immortal, although this hasn't been confirmed.

It took Cannonball a long time to learn how to control his power. At times Sam still struggles with a lack of confidence, and tends to believe and trust in others more than himself. But he's always been a steadfast friend to his teammates, and is known for his keen sense of morality.

CAPTAIN BRITAIN



ACTIONS

Close Combat: 5

(Strength Bonus or Weapon Modifier)
— Swords

Ranged Combat: 4

(Weapon Modifier)

Force Field: 5

— Effective against mental attack
— Effective against Magic

MODIFIERS**Precognitive Flashes:**

Occasional glimpse into future, at GM discretion, mostly sees danger to Great Britain or Otherworld

Mental Defense: (+2)**Magical Defense: (+2)****EQUIPMENT**

Excalibur: (+5), the Sword of Might. Armor Penetration, unbreakable, effective against nearly everything, (+3) extra Modifier when fighting evil (GM Discretion)

DESCRIPTION

As he hovered near death, nuclear researcher Brian Braddock was visited by the spirits of Merlin and Roma. They granted Braddock superhuman powers in return for becoming Britain's new champion. But this was just the first strange turn in Captain Britain's mythic life. Braddock would later learn that he was an extra-dimensional being and heir to the throne of Otherworld, a glorious kingdom at the nexus of reality where sorcery and science exist as one. His adventures have taken him to Otherworld, alternate realities and even beyond the grave, from whence he was again resurrected by Merlin to lead Excalibur, the team of British mutant super-heroes.

Captain Britain was gifted with superhuman strength, durability and reflexes and can fly at just under the speed of sound. Mystical energy within Captain Britain makes it nearly impossible to cause him physical harm. His power is also linked to Great Britain. The further he travels or the longer he stays away from Britain, the greater the possibility of hurting him.

Captain Britain is a man that has long denied the calling Merlin gave him. He is torn between competing ideals: Might and Right, Otherworld and Great Britain, science and myth, duty and personal fulfillment. He has sought alcohol to ease his trouble and has a tendency to allow his pride and anger to get the better of him. Still, he was chosen by Merlin because deep inside him dwells the same sort of heroic greatness of spirit that made Arthur King so many years before.

Brian Braddock

Height: 5'11"
Weight: 214 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Human/Sorcery

ABILITIES

Intelligence: 4
Strength: 9
Agility: 3
Speed: 3
Durability: 5

(5) (15)

Leadership: 4**Flight: 5****General Knowledge: 5**

(Intelligence Bonus)

— Physics
— Engineering

Vehicles: 4

— Aircraft

Social Skills: 4

— British History/Mythology

Toughness: (+1)**Team Affiliation: Excalibur****Wealth: (5)****Becomes Weaker away from Great Britain or Otherworld:** Loss of 1 red

stone/day, one white for every 3 red, resulting in death by day 16

Battlesuit: Defense (+2)

Amulet of Right: The source of his powers

Communicator

Cassandra Xavier (presumed)

Height: 5'4"
Weight: 115 lbs.
Eye Color: Blue
Hair Color: None
Species: Mummudai

ABILITIES

Intelligence: 8
Strength: 1
Agility: 1
Speed: 1
Durability: 5

(5) (16)(i)

ACTIONS**Close Combat: 1**

(Intelligence Bonus)

Telekenesis: 5**Social Skills: 3**

— Insanity
— Cruelty

CASSANDRA NOVA

**Telepathy: 10**

— Intelligence Bonus
— Possess/Control Others
— Illusions
— Create links with others
— Telepathic Communications
— Mental Bolts
— Edit Memories
— Repair/Damage Minds
— Astral Projection

Reconstitute Self, instant**Sense Mutants: (3)****Team Affiliation: None****Toughness: (+1)****Wealth: (9), due to access/influence****MODIFIERS**

Mutant, Near-human appearance: complete and total opposite ("Mummudai," a Shi'ar term) of Prof. X

Mental Defense: (+10)**EQUIPMENT**

None, but ardently desires Cerebra

DESCRIPTION

Cassandra Nova is Charles Xavier's vicious twin sister who seemed to die in their mother's womb after trying to strangle Charles. Her powerful psyche, the equal of Xavier's, survived stillbirth and eventually built itself a body. When she was ready, she embarked on her quest to destroy Charles and mutantkind. She began by unleashing a fleet of Sentinels on Genosha, slaughtering over 16 million mutants. Next, she struck at the X-Men, nearly killing Beast and taking possession of Xavier's mind and forcing his "psyche" to take up residence in her damaged body. Then she revealed publicly that Charles and his students were mutants. Finally, she attempted to take control of the Shi'ar empire and use the Imperial Guard to destroy the X-Men. She failed, losing most of her powers and nearly destroying her brain. She now "lives" imprisoned within the synthetic brain of a morphogenic alien, where it is hoped that she can be rehabilitated.

Like Xavier, Cassandra Nova is one of the most powerful mutants in the world. Her telepathic skills are the equivalent of his own, and she has a telekinetic ability he does not possess. But unlike Xavier, there are no moral restraints on her character. As a result, there is nothing she won't do according to her whims.

Where her brother Charles is a man of peace and compassion, Cassandra Nova is just the opposite. She is filled with hatred—it is the force that helped her crawl back from the brink of death. Her only motivation is the destruction of her brother, along with all of the mutants he cares so much about. She took great pleasure in twisting and destroying everything he worked for: "outing" the Institute, corrupting the Shi'ar empire, and sowing seeds of doubt and mistrust among the X-Men themselves.



CHAMBER

ACTIONS

Close Combat: 3

(Agility Bonus or

Weapon Modifier)

— Hand-to-Hand

— X-Man Multi-Style

Telepathy: 2

— Telepathic Communications

MODIFIERSCan only communicate via
Telepathy**Mental Defense: (+4)****EQUIPMENT**

None

DESCRIPTION

Pity Jonathan Evan Starsmore. His first manifestation of mutant power blew a hole in his own body from his mouth to his lower torso. It also destroyed the legs of Lady Gayle Edgerton, his girlfriend, crippling her for life. After being rescued by Generation X from near-certain death at the hands of Emplate, Chamber joined the newest generation of students of Xavier's dream. He accepted, knowing this was the best chance he'd have to learn to control his powers, but fearing he'd be a danger to those around him. He was right in more ways than he expected. Starsmore's powers drew attacks from mutants who feed on psionic bio-energy. Chamber also nearly burned down the dorms after being kissed by Husk. Still, he stayed with the team until it was disbanded. Chamber then went undercover as a student at Empire State University to investigate the deaths of mutant students there. Later, Chamber reluctantly accepted Professor Xavier's invitation to join the X-Men, and now teaches at the Xavier Institute.

Chamber can project destructive bio-blasts from his torso. Some believe that his body is merely an inanimate shell to contain his psionic energy. Chamber has no need to eat, drink or breathe and lacks several major organs including heart and lungs. He speaks through telepathy.

Chamber's power is certainly something to be feared and hated. And no one hates it more than Starsmore. He isn't even close to human, even according to mutant standards. And that seems to prevent him from getting close to anyone, mutant or human. His relationships have all ended badly, be they with rock stars or fellow teammates. He still carries the guilt of what he's done with him. For those whose lives he's destroyed, he does not have the words...even if he still had a mouth to speak them. By agreeing to teach at the Institute, at least he's finally trying to take control of his life and learn to settle down, rather than

Jon Starsmore

Height: 5'9"

Weight: 140 lbs.

Eye Color: Brown

Hair Color: Reddish-Brown

Species: Mutant

ABILITIES

Intelligence: 3

Strength: 2

Agility: 2

Speed: 2

Durability: 3

(3) (9)

Force Blast: 7

— Area Effect

— 2x Damage

Social Skills: 2

— British Royal Culture

— X-Men Culture

Self-Contained Life Form**Team Affiliation: X-Men****Wealth: (3)****Piotr Rasputin**

(Normal/Bio-Organic Steel)

Height: 6'6"/7'5"

Weight: 250 lbs./500 lbs.

Eye Color: Blue/Silver

Hair Color: Black

Species: Mutant

ABILITIES

Intelligence: 3

Strength: 3/9

Agility: 2

Speed: 2

Durability: 3/6

(3) (9) (6) (18)

ACTIONS**Close Combat: 4**

(Strength Bonus or

Weapon Modifier)

— X-Man Multi-Style

Artist: 4

— Drawing

— Painting

MODIFIERS**Mutant**, can appear human**Mental Defense: (+2)****Transform Self**

to bio-organic steel

Magical Defense: (+0/+9)**EQUIPMENT****Communicator****DESCRIPTION**

Piotr "Peter" Rasputin was born to Siberian farmers, to honesty, peace and a good work ethic. He used his mutant power to aid his family and fellow farmers in the fields. His life seemed happy and fulfilled until he was asked by Xavier to become an X-Man to help save other trapped X-Men from death. He would find true friendship in the X-Men—especially with Nightcrawler and Wolverine—and even the love of Shadowcat. But joining the group would strain Piotr's understanding of heroism. He discovered a world of deceit and fear away from his homeland, and was forced to kill Proteus, a mutant who threatened his teammates. As a result of that death, Peter's faith in the goodness of mankind, and in himself, was broken. Even harder on Peter was his sister Illyana's kidnapping by the demon, Belasco, and transformation into the witch-child, Magik. Eventually he joined the Acolytes for a time, trying to find something he could believe in again. But finding himself at odds with their violent philosophy, he left and returned to the X-Men.

Colossus possesses the ability to transform his body tissue into an organic, steel-like substance, resulting in superhuman strength and a high degree of imperviousness to injury and concussive impacts. In his organic steel form, even his eyes turn to steel; he is unaffected by temperature extremes and doesn't need to breathe.

Piotr is a man of sorrows with the soul of an artist. He misses his home, his family, and the simple way he lived and understood the world. His brother Mikhail became a deadly enemy. His sister soul was darkened by demons. Some say he is the greatest of the second generation of X-Men, but that may be because he gave up so much to be part of Xavier's struggle for peace between mutants and humanity.

COLOSSUS

**Ranged Combat: 4**

(Weapon Modifier)

Vehicles: 5

— Ground Vehicles

— Boats

— Aircraft

Social Skills: 3

— Russian Language/Culture

— Farming Culture

Toughness: (+0/+6)**Energy Defense: (+0/+2)****Self-Contained Life Form**, when transformed**Team Affiliation: X-Men****Wealth: (2)**

FABIAN CORTEZ



Fabian Cortez

Height: 6'5"
Weight: 214 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 2

(Agility Bonus or Weapon Modifier)
— Hand-to-Hand

Ranged Combat: 2

(Weapon Modifier)
— Handguns

Vehicles: 3

— Ground Cars
— Military Vehicles
— Genoshan Flying Vehicles

MODIFIERS**Wealth: (2)****EQUIPMENT****Communicator****DESCRIPTION**

Fabian Cortez is power-mad and treacherous. There is no one he has not betrayed in his bid for power. Once a leader of a renegade band of mutants, he led them to sanctuary on Magneto's Asteroid M. There, he lost control of his group, who swore allegiance to Magneto and became the Acolytes. Rather than give up, though, Cortez attempted to kill Magneto and bring about the fall of Asteroid M. Cortez then claimed to be Magneto's successor, reclaimed leadership of the Acolytes and gathered new followers. Cortez sent the Acolytes out on murderous missions, including a raid on a "flatscan" hospital, which proved to be the last straw. Upon Magneto's return, Cortez was exposed by Exodus and violently ousted from the group. Later, when Magneto was incapacitated, Cortez again attempted to gain power, this time over war-torn Genosha. Instead, Exodus again put a stop to his plans and Magneto emerged ruler of Genosha. Some people just can't win.

Like a parasite, Fabian Cortez is nothing without other mutants to act upon. That's because his mutant power is merely the ability to amplify any other superpower or energy source. He can use this ability to boost the powers of his fellow Acolytes, or to cause his opponent's powers to flare out of control and even to burn out.

Cortez is a schemer, a planner, and a strategist who cares nothing for those he uses in achieving his goals. He is known to be untrustworthy, and as a result, finds enemies everywhere. He has no compassion for anyone other than himself. He has slaughtered innocent humans who lay dying in a hospital. He helped destroy Asteroid M, resulting in the death of many of his fellow Acolytes. Unlike other mutants, it's not those who fear him that hate him. Those that know him, even a little, hate him a lot.

CYPHER



Douglas Ramsey

Height: 5'9"
Weight: 150 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Mutant

ABILITIES

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

(2) (10)(i)

ACTIONS

Close Combat: 2

(Agility Bonus or Weapon Modifier)
— Self-Defense
— Hand-to-Hand

Vehicles: 3

— Vehicle Control Systems
— Bikes and Scooters
— Virtual Flight Systems

MODIFIERS

Mutant, Human appearance

Universal Translation

Challenge: Can't drive a car

EQUIPMENT**Communicator****DESCRIPTION****Computer Skills: 5**

(Intelligence Bonus)
— Video Games
— Troubleshooting
— Software
— Coding
— Communication/Direct Interface

Social Skills: 3

— Mutant Culture
— Computer Culture

Team Affiliation: New Mutants**Wealth: (2)**

Douglas Aaron Ramsey was a friend of Kitty Pryde. At first glance, he was a computer geek. But upon getting to know him better, Pryde discovered he had the mutant ability to translate languages and codes. This ability made him very valuable to Emma Frost, who at the time was recruiting mutants under false pretenses, to join her sinister Massachusetts Academy. But Shadowcat exposed Emma Frost to Cypher, and Doug instead joined the New Mutants. In a fight, Cypher had all the abilities of a mutant wallflower. But his mutant abilities made him invaluable to the team, which was constantly needing to communicate with alien races and decipher runes found in other realities. Without Cypher, the team may never have learned to communicate with Warlock, the techno-organic alien who eventually joined the team. Cypher and Warlock became close friends. And it was through Warlock's intervention that Doug finally became valuable in a fight: Warlock literally reshaped itself to become Cypher's battle suit.

Cypher's mutant ability to translate and decode any oral or written language, whether human or alien, extended to deciphering codes and computer languages. He is also brilliant at understanding and writing extremely complex computer programs. His mutant power allows Cypher to directly interface with any computer.

Doug Ramsey has never felt that he could offer enough to the team or to be a real help in the battles they fought. As a result, at times he can be reckless in his attempts to win the respect of his peers. But Cypher is a true friend and loyal teammate, and no one can ever say he doesn't give his all for the team.

DAZZLER



Alison Blaire

Height: 5'8"
Weight: 135 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant

ABILITIES

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

3

9

ACTIONS

Close Combat: 3

(Agility Bonus or Weapon Modifier)

- Brawling
- Crowd Control
- X-Man Multi-Style

Ranged Combat: 2

(Weapon Modifier)

- Handguns

Sound/Light**Absorption/Reflection: 8****Force Field: 4****Flight: 5**

(— Limited Maneuverability)

MODIFIERS

Team Affiliation: X-Men

EQUIPMENT

Roller Blades, (size 8)

Communicator

DESCRIPTION

For Alison Blaire, being a mutant was nothing to sing about. In fact, it almost destroyed her career. She wanted to be a star, not just have the mutant ability to create them. Her mutant ability to transform sound into light manifested itself at a concert in high school, creating spectacular lighting effects that corresponded to the emotions of the songs she sang. Alison became a popular performer, using her abilities without ever admitting they came from mutant powers and not special effects. When one of her concerts was gate-crashed by agents of the Hellfire Club, Dazzler fought against them with her new allies, the X-Men. But the battle for peace was less important to her than the battle to remain in the top ten, so she left for Hollywood to make a film that was never released. She was blacklisted once her mutant nature became public knowledge. Dazzler joined the X-Men and adventured with them from one alternate reality to another, often in the company of Longshot, the mysterious X-Man she eventually married.

Dazzler has the ability to absorb externally generated sound and transduce sonic vibrations into various types of light. This light can take the form of spectacular fireworks or extremely fine lasers. She can create holograms of people. She can also use it to create a protective force field and cause her body to glow with light.

Alison never wanted to fight. That's why she didn't become a lawyer like her father. She wanted to perform. As a result, the X-Men's battle for peace between humanity and mutants has never really claimed her, and she has often left the team in hopes of finding a nightclub in need of a diva.

Acrobatics: 5

(Agility Bonus)

Create Illusions: 5**Show Business: 7**

- Skating
- Acting
- Dancing
- Singing
- Showmanship
- Roadie Skills

Social Skills: 5

- Hollywood Culture
- Broadway Culture
- Mojoverse Culture
- TV Culture

Wealth: (2)

Costume: Defense (+1) with implanted sound device that stores 8 free red stones of sound energy

Unrevealed

Height: 5'7"
Weight: 130 lbs.
Eye Color: Red, spiral-shaped pupils
Hair Color: Gray-Green
Species: Mutant

ABILITIES

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

3

9

ACTIONS**Close Combat: 5**

(Strength Bonus or Weapon Modifier)

- X-Force Training

Show Business: 2

- Singing
- Stage Work

MODIFIERS

Mutant, Non-living human appearance. Greenish-blue skin, blue lips, large black circles around eyes

Mental Defense: (+4)**EQUIPMENT**

Communicator

DESCRIPTION

No one knows who the mutant Dead Girl is or was. What is known is that she had come to New York City and was an aspiring actress until her co-star and lover murdered her. She awoke in the damp darkness of her own grave. Her death triggered her latent mutant powers and she dug herself out of her own grave to exact revenge on the actor who killed her. She soon found herself accepted into the ranks of the media-hogging mutant team known as X-Statix. During her first major mission, she saved the life of her team-member, Anarchist, and a romantic relationship between them began. The pair even occasionally leave the team to star in their "Death and Anarchy Roadshow."

Dead Girl's "gifts" include the superhuman ability to communicate with the cells, bacteria and disintegrating tissue of corpses in order to learn what happened to them up to and including their death. She can also talk to the dead and hear their responses. She has no need to eat or breathe and can survive indefinitely in a vacuum. She can rebuild her molecular structure after suffering the worst of injuries. One of her most unsettling powers is that she can animate severed parts of herself to use as weapons. She frequently throws herself into the line of fire to protect her teammates.

Most of Dead Girl's feelings remain a mystery, as do the reasons for her affections for the Anarchist. She was very upset when the X-Statix declined to give her the "sexy" superhero status they once gave U-Go Girl, and it was one of the main reasons she left the team with the Anarchist. But now that she's back, her sense of duty to her teammates is growing. All that's left to do is figure out who she is—and how to make a life for herself now that she's dead. Which won't be easy when the most honest conversations she has are with those that who speak from beyond the grave.

DEAD GIRL

**Mastery of Death: 7**

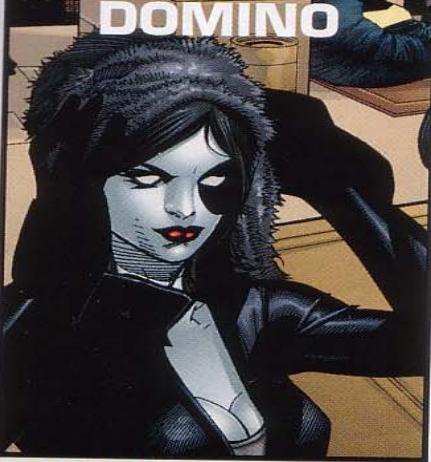
- Manipulation of dead things
- Communicate with the dead
- Read Corpses

Social Skills: 3

- Parties
- Fringe Culture
- Death Culture

Reconstitute Self**Self-Contained Life Form****Team Affiliation: X-Statix****Wealth: (-1)**

DOMINO



ACTIONS

Close Combat: 6
(Agility Bonus or Weapon Modifier)
— Hand-to-Hand
— Martial Arts
— Military Training

Ranged Combat: 7
(Weapon Modifier)
— Handguns
— Conventional Firearms
— Energy Weapons
— Alien Weapons

Acrobatics: 6
(Agility Bonus)

Leadership: 4

MODIFIERS

Appearance: Mutant, chalk white skin, natural black marking around her left eye.

Good Luck: (4)

EQUIPMENT

Body Armor: Defense (+1)

DESCRIPTION

Neena got lucky when she was very young. It turns out that it wasn't just luck, it was her mutant power. Normal life carried little risk for her, so she recklessly went looking for it. Neena relied on her "good luck" as a government agent and a mercenary. One of her undercover jobs was to protect the genius prodigy Milo Thurman. She fell in love with Thurman and they married. He nicknamed her Domino after the patch of black surrounding her eye. Their relationship ended after a subversive group raided the government facility where Milo lived, and Domino disappeared. She eventually became an ally in Cable's war against Apocalypse, becoming friends (and more) to the soldier from the future. She served first with Summer's team of mercenaries, Six Pack, and later with X-Force. She recently fought Lady Deathstrike, Donald Pierce and the Reavers in a failed attempt to save Milo's life. Domino has since joined the X-Corporation to monitor and protect mutants and their rights.

Domino's mutant power generates a psionic aura about herself that affects probability, thus causing events to "fall into place" for her. Her extensive training in various armed and unarmed combat technique, weapons and explosives has made her a lethal enemy and a powerful ally.

Domino is not as mercenary as she would have her employers believe. She often picks her "jobs" and her causes for reasons that go beyond money. That said, she's no pushover, and she has her motivations to herself.

Neena Thurman

Height: 5'8"
Weight: 120 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (9)

Black Ops: 7

— Covert Operations
— Explosives
— Spot/Set Ambush
— Spot/Set Traps
— Swimming

Vehicles: 5

— Cars
— Aircraft
— Spacecraft

Technology: 4

(Intelligence Bonus)

Social Skills: 4

— Intelligence Community
— Mercenary Culture
— Group Dynamics

Targeting: (+2)

Team Affiliation:
X-Corporation

Wealth: (2)

Hand Gun: (+2)

Communicator

Doop

(presumed)
Height: 3'5"
Weight: Unrevealed
Eye Color: Pink
Hair Color: None
Species: Unknown

ABILITIES

Intelligence: 10
Strength: 9
Agility: 9
Speed (flight): 9
Durability: 6

(6) (20)(i)

ACTIONS

Videography: 9

Mastery of Energy: 9
— All Options

MODIFIERS

Appearance: Mutant, green skin, four-fingered hands, no legs, potato-shaped body, floats in midair

Unintelligible: Only a few can understand him

Team Affiliation: X-Statix

Sense Mutants: (9),
knows the implication of mutation

EQUIPMENT

Communicator

DESCRIPTION

Doop is the cameraman for the X-Statix. Actually, man is the wrong word. Doop is a levitating green potato-shaped thingie that can eat and later regurgitate anything. That's closer, but still not quite the right description. It is responsible for recording all the team's missions for later review. It also films and directs documentaries about the team. Doop shares a mysterious friendship with Wolverine; the two have been friends for a very long time. Doop is very protective of his teammates, and has been known to kill anyone who might be a threat to them—including other teammates. It was Doop who discovered a plot by one of the members of X-Statix to kill teammates in order to boost ratings.

It's hard to call Doop a mutant, because no one is certain what it is. It could be an alien. Or the result of some strange experiment gone awry. But whatever Doop is, it is more than meets the eye. Physically, Doop is a potato-shaped being with green skin, large pink eyes, and two four-fingered hands. It speaks what sounds to be an alien tongue, but one which its teammates seem to have no problem understanding. It has the psionic ability to sense mutants and to prevent telepaths from listening in on its thoughts and conversations. Doop has an undefined but very powerful ability to control energy. Doop also doubles as an "all-purpose-carry-all": It can ingest anything, store it in the infinite space that exists within itself, and expel it for later use.

Doop himself...itself...herself...themselves...show(s) a great degree of care to be a member of a team, and a great degree of concern for the X-Statix. Friendship is not alien to Doop. But what Doop is and what Doop will become is one of the mysteries at the core of the X-Statix.

DOOP



General Knowledge: 6
(Intelligence Bonus)

Flight: 9

Toughness: (+4)

Can store an endless amount of stuff inside himself, then withdraw it for later use

Mental Defense: (+9),
power affects others

Immune to Reality Distortion

Wealth: (3) at need

Endless amounts of video equipment, which Doop stores within himself.

EXODUS



Bennet du Paris

Height: 6'0"
Weight: 195 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 4
Strength: 8
Agility: 2
Speed: 2
Durability: 5

(5) (15)

Telepathy: 8

- Intelligence Bonus
- Create links with others
- Telepathic Communications
- Project Thoughts/Control Others
- Mental Bolts

Telekinesis: 8

Teleportation: 6

Leadership: 4

Social Skills: 3

- Chivalry
- Genoshan Politics
- Mutant Culture

Toughness: (+2)

Wealth: (3)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)
— Sword
— Lance
— Horsemanship
— Knightly Skills, Weapons

Ranged Combat: 2

(Weapon Modifier)

- Crossbow
- Longbow

Drain Energy: 5

— Improved Drain

MODIFIERS

Mental Defense: (+8)

Team Affiliation: Acolytes

EQUIPMENT

Communicator

DESCRIPTION

Bennet du Paris did not begin his life aspiring to be a villain. He was a knight and a Crusader in the 12th Century. But his lust for power got the better of him, and he became trapped in one of Apocalypse's mutant strongholds in the Alps. After using one of the rejuvenation chambers that Apocalypse himself used, Paris awakened again the twentieth century, with his latent mutant powers now very much enhanced. He was rescued by Magneto and taken to Avalon, Magneto's space station, where he became one of the Magneto's Acolytes. When Magneto was defeated by Charles Xavier, Exodus took control of the Acolytes. Over time, the Acolytes were scattered by new enemies, but some remained loyal to Exodus. And Exodus sought to lead them in the ways of Magneto, in a lifestyle that made certain that humanity never victimized another race of people the way it had Magneto when he was a child. Exodus became Magneto's most trusted lieutenant, and in Magneto's absence even pretended to be Magneto himself. But his machinations helped hasten Genosha's fall into civil war, prior to its destruction by Sentinels.

Exodus has exhibited vast psionic power. He has the ability to telekinetically lift at least 10 tons of weight. He has incredible telepathic powers and the ability to project damaging psionic blasts. Exodus can also teleport as well as drain another's energy to replenish his own.

Exodus' last known whereabouts were in Genosha, where he repented of his hatred and bias against humanity. No one knows where he has gone since, or if he was trapped in the attack that destroyed Genosha. And nobody can say what his goals might be if he ever surfaces again.

FORGE



Unrevealed

Height: 6'0"
Weight: 180 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (12)(i)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)
— Military Training
— X-Man Multi-Style

Ranged Combat: 5

(Weapon Modifier)

- Experimental Weapons

Invention/Technology: 7

(Intelligence Bonus)

Vehicles: 6

- Unfamiliar Vehicles

Leadership: 4

MODIFIERS

Mutant, Human appearance

Team Affiliation: X-Men

EQUIPMENT

Communicator

Body Armor: Defense (+1)

Hand-Held Disintegrator: (+4), 3x Damage

Laser: (+6)

DESCRIPTION

Forge has always wandered between different worlds. He is a mutant, a man of science and a Cheyenne mystic, trained to know the spirit realms that surround our physical reality. When Forge was a soldier on a secret mission in Southeast Asia, his men were killed. He summoned their spirits to avenge their deaths, but later called in a B-52 air-strike to destroy the demons. He lost an arm and leg and swore to never use magic again. Forge went to work for the government creating advanced weapons to neutralize super powers and fend off alien invasion. Recently he became a full-time X-Man, upgrading the Blackbird with a cloaking device and redesigning the Danger Room.

Forge's innate mutant ability allows him to easily create whatever he imagines. Unlike Tony Stark or Reed Richards, who invent through intellectual discipline, for Forge, invention is natural and uninspired, like breathing.

Forge is a man who could do anything, yet struggles with questions of what he should do...a mutant whose inventions were used against other mutants...a mystic who fears his powers because of the damage he's done with them. He's been taken advantage of by the government he worked for, and it cost him Storm's love. He takes no joy from his ability to create, because it requires no effort at all. For these reasons, it's no wonder he often appears to lack passion and even direction.

EMMA FROST



ACTIONS

Close Combat: 4

- Strength Bonus or Weapon Modifier
- Self-Defense
- Hellfire Club Training
- X-Man Multi-Style

Ranged Combat: 2

- Weapon Modifier
- Handguns

Technology: 4

- Intelligence Bonus

Business: 6

- Intelligence Bonus

Leadership: 3

MODIFIERS

Mutant: Human appearance
Normal/Diamond Form

Mental Defense: (+8)

Toughness: (+0/+7)

Energy Defense: (+0/+2)

Team Affiliation: X-Men

EQUIPMENT

Communicator

DESCRIPTION

Emma Frost is one of the most capable, beautiful and alluring women alive today. She is also a powerful mutant telepath. She was born into old money, and with her brains, her charms and her psionic abilities, she became the CEO of Frost International. She simultaneously served as headmistress of the Massachusetts Academy, a prep-school that was a front for her own team of mutant teenagers, the Hellions. If that weren't enough, she was also the White Queen of the infamous Hellfire Club and a dangerous enemy of the X-Men. But her desires exceeded even her amazing talents, and eventually everything came crashing down around her. Her Hellions were slaughtered and she was left psychically incapacitated. After her recovery, Emma repented her ways and joined with Xavier.

Emma Frost can read and project thoughts, take control of people's minds, and project psionic mind blasts that cause pain or unconsciousness. A recent mutation allows Emma to turn diamond-hard with nearly indestructible skin, but in that form she has no access to her telepathic abilities.

Emma has always been ruthlessly self-serving. Softened by the destruction of her Hellions and the events of her life, she has seemingly joined Xavier and his students in bringing peace between mutantkind and humanity. But whether this is a true change in character or just the beginning of yet another in a long run of betrayals is anybody's guess.

Emma Frost

Height: 5'10"
Weight: 150 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant

ABILITIES

Normal/Diamond Form

Intelligence: 4/4
Strength: 2/8
Agility: 2/2
Speed: 2/2
Durability: 4/5

(4) 12 (5) 15

Telepathy: 8/0

- Intelligence Bonus
- Can't be used in Diamond Form
- Illusions
- Project Thoughts/Control Others
- Create links with others
- Mental Bolts
- Generate pain by touch

Invention: 1

(Intelligence Bonus)
(Psionic Devices)

Social Skills: 5

- Teaching
- High Society
- Hellfire Club Protocol
- Seduction

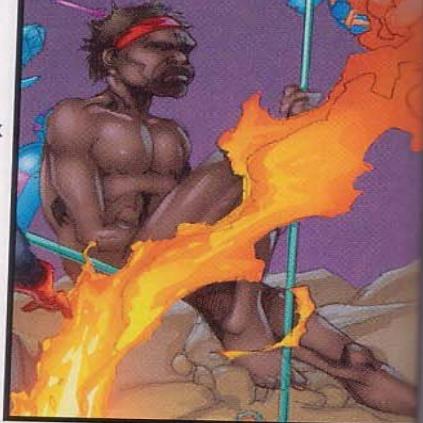
Immune to/cannot use Telepathy when in Diamond Form

Transform Self
to bio-organic Diamond

Self-Contained Life Form
when in Diamond Form

Wealth: (7)

GATEWAY



Unknown

Height: 4'6"
Weight: 80 lbs.
Eye Color: Brown
Hair Color: Gray-Black
Species: Mutant

ABILITIES

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

(3) 9

ACTIONS

Teleportation: 9

- Takes 1 Panel to prepare
- Sacred Bullroarer required
- Can see through portal before entering
- Open portals for others to return

Telepathy: 2

- Communicate with others

MODIFIERS

Usually considered a mutant

EQUIPMENT

Sacred Bullroarer, required for Gateway's Teleportation

Mastery of Magic: 4

— Accumulate Energy (via Meditations)

Witchcraft: 8

(Australian Aborigine)

— Communicate with Ancestors

Social Skills: 3

— Aborigine Culture

Team Affiliation: X-Men

Wealth: (-1)

Power: Takes 1 Panel to prepare, as Magical Travel (whirl over head).

DESCRIPTION

The enigmatic Aborigine known as Gateway was coerced into serving a criminal band of cyborgs known as the Reavers, who used his ability to teleport people and things across great distances for their own gain. After the X-Men defeated the Reavers, Gateway allowed the Reavers to escape in return for being released from his oath of service to them. Then Gateway voluntarily offered his services to the X-Men, at first in Australia and then at the Xavier School for Gifted Youngsters. Gateway left the school but later became an unofficial member of the X-Men. There is a possibility that he might be the great-grandfather of the time-traveling mutant known as Bishop.

It is not known whether Gateway is a mutant or something else entirely, although his rumored relationship to Bishop would suggest the former. He is in tune with the "spiritual force" of his people and can therefore create teleportational gateways or warp tunnels through space and time. These gateways can be used for both transport and observation. It is not known whether there are any limits to his power, although he has transported the X-Men between Australia, the United States and to alternate dimensions of Earth. He has even opened an observation gateway into Earth's past. When opening a gateway, he somehow creates a burning fire beside him, and he whisks his sacred bullroarer over his head as a focus for his teleportation. It is not known where the fire comes from, or if Gateway can teleport without using his bullroarer. He can also communicate with telepaths, and has only spoken allowed twice.

While his past alliances suggest that he may or may not be trustworthy, guilt has been a driving factor in his character makeup. What is known about this presumed ancestor of Bishop is that whatever wrongs he has done, he will find a way to make them right.



HAVOK

Alex Summers

Height: 6'0"
Weight: 180 lbs.
Eye Color: Brown
Hair Color: Blond
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 3

(Intelligence Bonus or Weapon Modifier)

- Hand-to-Hand
- X-Man Multi-Style

Ranged Combat: 3

(Weapon Modifier)

- Handguns

Force Bolt: 9

(Plasma)

- 2x Damage

- Stun Option

MODIFIERS**Mutant**, Human Appearance**Wealth: (2)****EQUIPMENT****Communicator****DESCRIPTION**

Alex Summers is the brother of Cyclops, the field leader of the X-Men. He, like his brother Scott, was orphaned at a young age; his parents were the victims of an alien Shi'ar attack. Alex suffered traumatic amnesia after the accident, and was separated from Scott and sent to an orphanage. It would be years before the two were reunited. Alex's mutant abilities didn't manifest until he was captured by the Living Monolith. But those same abilities drew the attention of the mutant-hunting Sentinels, who captured Alex. While imprisoned, Alex was given the code-name Havok and put in a cell with Lorna Dane, the mutant known as Polaris. The two escaped and became members of the X-Men. They also fell in love. For a time, the two of them served on a government-funded mutant strike force which Havok led. Alex was later lost to Polaris and the X-Men, trapped in an alternate reality, but has since returned to the team and the woman that he once loved.

Havok is potentially one of the strongest X-Men, and the upper limits of his power are not known. His body absorbs cosmic radiation and can release it in waves of energy. Unlike his brother Cyclop's concussive Optic Blasts, Havok's waves of energy can do everything from disintegrating their targets, to (at the smallest level) giving an enemy a headache. Interestingly, both Havok and Cyclops are immune to each other's powers. He's also been trained in hand-to-hand combat by fellow X-Men teammate, Wolverine.

Alex Summers has a weakness for beautiful women, and has become their pawn many times. He has struggled to get out from under the shadow of his older brother, and is resentful of how often he has allowed others to determine who and what he is. As a result, he can be impetuous and quick to anger.

Leadership: 3

Geophysics: 4
(Intelligence Bonus)

Vehicles: 4

- Cars
- Heavy Vehicles
- Aircraft
- Spaceship

Social Skills: 4

- Alien Cultures
- Government Ops
- Military Culture

Team Affiliation: X-Men

Havok and Cyclops are immune to each other's powers.

Body Armor: Defense (+1)

Paige Guthrie

Height: 5'7"
Weight: 128 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant

ABILITIES

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

(4) (12)

ACTIONS**Close Combat: 3**

(Strength Bonus or Weapon Modifier)

- X-Man Multi-Style
- X-Corps Training

Ranged Combat: 2

(Weapon Modifier)

- Handguns

Vehicles: 2**MODIFIERS****Mutant**, can appear human

HUSK

**Husking: (8)**

(Metamorphosis)

— Duration = 1 hour

Technology: 4

(Intelligence Bonus)

Social Skills: 4

- Mutant Culture
- Super Hero Fan Culture
- Farm Culture

Team Affiliation: X-Men**Wealth: (1)****EQUIPMENT****Communicator****DESCRIPTION**

Stop if you've heard this one before: "Hey guys, next time we go and fight the Sentinels and put our lives on the line for people who hate and fear us, can my little sister come along?" Paige Elisabeth Guthrie is the sister of Sam Guthrie, the X-Man known as Cannonball. Growing up in backwoods West Virginia, Paige was so jealous of her brother's adventures with the New Mutants and the X-Men that when her own mutant powers manifested themselves, she had no other wish but to enroll in the Xavier Institute. Of course, this was after she'd already saved her brother's life from a fringe branch of the Hellfire Club's Inner Circle. She trained under Banshee and Emma Frost as a member of Generation X. She was then recruited by Banshee to become part of the X-Corps, and later joined the X-Corporation. Her dream finally came true, however, when she was invited to join the X-Men.

Husk is an omnimorph, possessing the ability to alter the sub-molecular structure of her body underneath her skin, allowing her to shed her outer epidermis to reveal a new form with greater speed, strength, durability and special features such as wings, horns, spikes and more. This transformation usually lasts for about an hour. She can literally become all things to all people, although she still hasn't learned to clean up after her self-transformations. Yuck.

Husk lived in the shadow of her brother for many years. As a result, she's motivated by a need to prove herself to her teammates which can make her vulnerable to their suggestions. She's enthusiastic and a good team player, living her dream of being a super hero and making the world a better place for both mutants and mankind. But now that she's finally an X-Man, she's also learning that being a hero isn't all she thought it was, and that some of her heroes are only human, despite their super powers.

ICEMAN



ACTIONS

Close Combat: 4

— Strength Bonus or Weapon Modifier
— X-Man Multi-Style

Flight: 4

— Ice Slides

Accounting: 4

MODIFIERS

Toughness: (+3) when transformed

EQUIPMENT

Communicator

DESCRIPTION

Robert "Bobby" Drake is one of the original members of the X-Men. He first came to the attention of Charles Xavier after a lynch mob threatened to hang him for being mutant. The situation got ugly, and Cyclops nearly joined Bobby as a victim. If Professor X hadn't used his powers to halt the mob and erase their memories, they may never have become X-Men. Even after becoming an X-Man, though, Bobby was constantly haunted by anti-mutant bigotry. His own parents would like nothing more than for Bobby to quit turning to snow and just live a "normal" life. Bobby has long known that there is no such thing, and has saved his parents from certain death many times. Like Angel and Beast, he's had a number of group affiliations outside of the X-Men, including the Champions, the Defenders and X-Factor.

Iceman has the ability to lower temperatures both within and outside of his body. As a result, he can transform into a living being of ice. He can also transform moisture in the air into ice, creating any sort of weapon or shield he wishes, or even beautiful sculptures. He can encase an enemy in a block of solid ice, or build a wall to block an attack. He also uses his ability to create ice slides, which he uses to transport himself and others from place to place. Over time, he's learned to control his mastery of cold to a greater degree, even learning to fly without his ice slides.

Bobby Drake has long resented the fact for the longest time he was the youngest member of the X-Men, and still seems ruled by the need to prove himself to his teammates. Insecurity is one of his most common states of mind, although arrogance and anger are close behind. He tends to be as hot-headed as his ice-slides are cold, and he has yet to experience a long-term relationship. He often says the wrong thing, at the wrong time, to the wrong person. On the plus side, he's a notorious prankster, lending much-needed levity to the X-men during their darkest moments.

Bobby Drake

Height: 5'8"
Weight: 145 lbs.
Eye Color: Brown
Hair Color: Brown
Species: Mutant

ABILITIES

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

(3) (9)

Mastery of Cold: 8

— Immune to effects of cold
— Create/Manipulate ice
— Can transform into ice
— Ice Blast

Social Skills: 4

— Humor
— Political Culture

Team Affiliation: X-Men

Wealth: (2)

JUBILEE



Jubilation Lee

Height: 5'5"
Weight: 115 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 3

— Agility Bonus or Weapon Modifier
— X-Man Multi-Style
— Wolverine Training
— Martial Arts

Ranged Combat: 3

— Weapon Modifier
— Handguns

MODIFIERS

Team Affiliation: X-Men

EQUIPMENT

Communicator

DESCRIPTION

Fireworks: 6

— 2x Damage

Acrobatics: 4

— Agility Bonus

Healing: 1

Social Skills: 4

— Streetwise
— Mall Rat
— California Valley Culture

Wealth: (2)

Body Armor: Defense (+1)

If it were not for a mutant valley girl named Jubilee, Wolverine would have died at the hands of the cyborg mercenaries known as the Reavers. But just days before becoming Logan's mutant savior, Jubilee was an orphan, hiding out in a Beverly Hills mall. At the very moment that mutant hunters discovered her in the mall, Jubilee was rescued by Storm, Rogue, Psylocke and Dazzler, who happened to be shopping in that very mall. Jubilee followed the X-Men back to Australia, where she saved Wolverine. She earned a place on the team, and adventured with the X-Men for quite some time. When Professor Xavier decided to start a new school for mutants at the former Massachusetts Academy, Jubilee was transferred there to be a founding member of Generation X, where she stayed until the team was disbanded. Then, to her great joy, Jubilee got to rejoin her friends on the X-Men.

Jubilee mutant power lets her generate what she calls "Fireworks." These are globules of energy that follow her mental commands. She can make them take various sizes and explode according to her will, or she can choose not to explode them at all and reabsorb their energy instead. She can use them to blind her enemies and can shatter objects with the explosions emitted from her fireworks.

After her wealthy parents were murdered and her perfect life was destroyed, Jubilee gave up all hope of having a family again—until she met Wolverine, who became a combination father, friend, mentor and guardian. Just what a mall rat orphan needed to feel safe and secure. When she was taken away from him to be a student in Generation X, she became filled with resentment. She felt like she'd been demoted. Now that she's back to saving the world with the X-Men, she's where she belongs, and she's happy. Which doesn't stop her from being sarcastic, disrespectful to authority, brutally honest, annoying and explosive whenever she feels like it.

JUGGERNAUT



Cain Marko

Height: 6'10"
Weight: 900 lbs.
Eye Color: Blue
Hair Color: Red
Species: Human

ABILITIES

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

(6) (18)

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)
— Hand-to-Hand

MODIFIERS

Human, derived his power from the Mystic Ruby of Cyttorak

EQUIPMENT

Helmet that blocks all mental effects

Body Armor of indestructible fabric: Defense (+2)

DESCRIPTION

Cain Marko takes sibling rivalry to a ridiculous level. As a child, Cain hated his stepbrother Charles Xavier, and tormented him wherever he could. His resentment and jealousy of Charles was only increased by the frequent beatings he endured from his father. Years later, after Cain was to find the mystical ruby of Cyttorak and become Juggernaut, Cain's hatred of Charles still burned fiercely and he became one of the X-Men's most constant and persistent foes. Juggernaut formed a long-term alliance with international terrorist, Black Tom Cassidy, and together they pursued their varied and violent ends. But recently, when Black Tom's mutation flared out of control and he tried to kill Juggernaut, Marko turned to the X-Men for help. As a result, Juggernaut has made a sort of peace with his brother, and was asked to join the X-Men. He has even become friendly with one of the new students at the Institute, Squid-Boy, who actually saved Juggernaut from drowning.

The mystical ruby of Cyttorak endowed Juggernaut with immense power. As the inscription upon the ruby said, "Whosoever touches this gem shall possess the power of Cyttorak. Henceforth, you who read these words will become forevermore a human juggernaut." There is no known limit to his strength, and he is virtually unstoppable when in motion. He has survived being buried beneath thousands of tons of rock and being entombed in cement. His only weakness is his mind, which is easy prey for psionic attack whenever Juggernaut's protective helmet is removed.

Cain Marko has grown older, and possibly wiser. His brief time with the X-Men seems to have provided him with a sense of camaraderie and accomplishment for the first time in his life, although it has done nothing to smooth down his rough-edged personality. But he truly seems to want to join his brother Xavier in his dream for a peaceful world. The question is, does he mean it, or is this yet another trick to strike at the half-brother Marko has spent almost a lifetime trying to kill?

LADY DEATHSTRIKE



Yuriko Oyama

Height: 5'9"
Weight: 136 lbs.
Eye Color: Brown
Hair Color: Black
Species: Cyborg

ABILITIES

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

(4) (12)

ACTIONS

Samurai: 6

(Agility Bonus)
— Kenjutsu

Ranged Combat: 5

(Weapon Modifier)
— Handguns
— Samurai Weapons

Computers: 6

(Intelligence Bonus)
— Communications/
Direct Interface
— Control Computers

MODIFIERS

Cyborg

Mentally unbalanced fanatic

Reflexive Dodge: (2)

Toughness: (2)

EQUIPMENT

Modified Japanese Battle Armor: Defense (+2)

5' Katana: (+3)

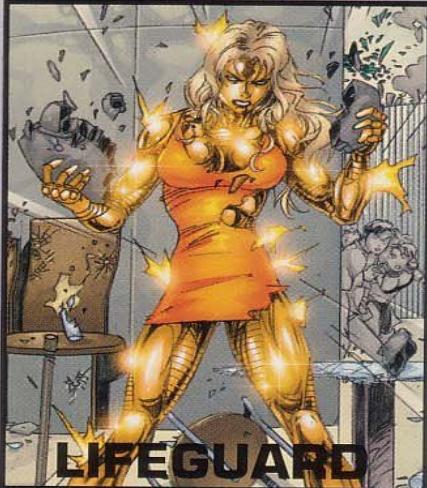
Shurikens: (+1)

DESCRIPTION

Believing that Wolverine had stolen her father's secret for bonding adamantium to human bone, Yuriko Oyama set out for revenge. Through a series of alliances—with Spiral, the Hellfire Club, the Reavers and others—Yuriko allowed herself to be transformed into an adamantium-clawed cyborg capable of extracting Wolverine's skeleton for further study. Although she became one of Wolverine's most persistent enemies, the truth was that Wolverine himself had no idea how Weapon X had achieved the process. Lady Deathstrike finally abandoned her quest for vengeance, only to find that her own humanity was lost to her. So she turned away from society to an empty life of cruelty, murder and mayhem.

Lady Deathstrike is a cyborg possessing augmented strength, speed, agility and durability. Her skeleton has been laced with adamantium and she has foot-long, telescoping adamantium claws. She is skilled in the martial arts and has memory centers that allow her to interface with almost any computer. She is fluent in both English and Japanese.

Lady Deathstrike gave up her humanity to strike at those she thought were enemies, including her own father, Lord Dark Wind. As a result, she has lost her sense of balance, and often allies herself with enemies she believes are friends. Each subsequent betrayal only renders her more a caricature of anger and vengeance.



LIFEGUARD

ACTIONS

Close Combat: 4

- (Strength Bonus or Weapon Modifier)
- Water Combat
- Hand-to-Hand
- X-Man Multi-Style

Ranged Combat: 2

- (Weapon Modifier)
- Handguns

Swimming: 7

- Surfing
- Lifeguard
- First Aid

MODIFIERS

Prescience: May change stone allocation after enemy attack revealed.

EQUIPMENT

Communicator

DESCRIPTION

Heather Cameron was a lifeguard long before she knew she was a mutant...long before she discovered that her father was a murderous super villain named Viceroy who took lives rather than saved them. Viceroy was ultimately killed by the Chinese Triad and his death triggered more confusion for Heather. Shortly thereafter, the Triad attempted to kill Heather and her brother Davis (Slipstream). They were rescued by the X-Men and went off with the team. When the inter-dimensional conqueror known as Khan invaded Earth, Lifeguard attempted to rescue Storm and learned that her own mother may have been Shi'ar in origin. In the process of this rescue, Heather herself grew more alien in appearance. She was invited to join the X-Men, and while adventuring with the team she saved Sage from Lady Mastermind. In return, Sage catalyzed Slipstream's powers, giving him the ability to teleport. Unfortunately, this also led to his running away out of fear of becoming alien in appearance like his sister. As a result, Lifeguard has left to search for him.

Lifeguard can instinctively, spontaneously manifest any power or ability necessary to save lives in a given situation. Protective metal coatings, wings, hydrokinesis, super strength, additional limbs—there seems to be no limit.

If Heather Cameron decides to join the X-Men, it wouldn't be an unusual decision. Her background as a lifeguard and her first aid skills in cardio-pulmonary resuscitation offer an insight into her character. And she seems to have a need to atone for the acts of her father. The question remains though, as to whether she's ready to trade saving the world one swimmer at a time for a front-line role in the war to save all of humanity and mutantkind.

Heather Cameron

Height: 5'10"
Weight: 156 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant/Shi'ar

ABILITIES

Intelligence: 2
Strength: 6
Agility: 2
Speed: 2
Durability: 5

(5) (15)

Lifesaving: 6

Lifesaving lets Lifeguard spontaneously manifest whatever is needed in a given situation to save a life. May only be used specifically to save lives. May not be improved by lines. (Cost Level = Action # + 13)

Hunting/Tracking: 6

Vehicles: 2

- Cars

Social Skills: 2

- Australian Culture
- Surfer Culture

Team Affiliation: X-Men

Wealth: (0)

Longshot

Height: 6'2"
Weight: 80 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Alien Synthetic

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 5

- (Agility Bonus or Weapon Modifier)
- Blades
- Hand-to-Hand
- Martial Arts
- X-Man Multi-Style

Ranged Combat: 5

- (Weapon Modifier)
- Throwing Blades

Psychometry: 6

- Can read thoughts before object is handled

Hear spirits/the dead: 6

MODIFIERS

Alien: Near-human appearance. Hollow bones, 3 fingers and a thumb on each hand, left eye glows with a bright white light whenever he uses his powers.

Reflexive Dodge: (+3)

Targeting: (+2)

EQUIPMENT

Custom Blade: (+3)

DESCRIPTION

Longshot was an artificial humanoid slave, created to entertain the television-crazed masses of interdimensional Mojoworld. But the stuntman rebelled against Mojo and fled to Earth, where he became an ally of the X-Men and fell in love with Dazzler. Together they faced Mojo and all he could throw at them, including childlike versions of the X-Men and transformed friends like Ricochet Rita (Spiral). Unlike many enemies the X-Men faced, Mojo's attacks were motivated not by hate or fear, or even a desire for power—he wanted better ratings. In the end, Longshot killed Mojo and married Dazzler.

Longshot's genetic engineering affects probability fields to give him "good luck." However, his luck depends on his motives: if used only for himself, it backfires, causing him bad luck. It also creates "bad luck" someplace else. It operates even when Longshot does not consciously use it; his left eye glows whenever the power is working. Longshot also has metahuman agility and reflexes. He can telepathically read a person's most recent memories, and hear the voices of spirits and the dead.

Longshot has had his mind wiped clean a number of times. Although he believes he has regained the knowledge of who he is, there is always an element of doubt. As a result of not being able to trust in his memories, he has learned to trust in his "luck," allowing it to guide him in his relationships and friendships.

LONGSHOT



Showmanship: 6

- Dangerous Stunts
- Stage Performance
- Stage and Movie Work

Acrobatics: 6

- (Agility Bonus)

Read Memories: 6

- By touch

Vehicles: 5

- Jet Packs
- Aircraft

Social Skills: 4

- Stuntman Culture
- Mojoverse Culture

Good Luck: (4)

- Balance: Bad luck is created somewhere else (possibly on himself)
- If motive other than "selfless," luck turns bad

Team Affiliation: X-Men

Wealth: (-1)

Body Armor: Defense (+1)

Communicator



ACTIONS

Close Combat: 4

- Strength Bonus or Weapon Modifier
- Hand-to-Hand
- Self-Defense
- Combat in Other Dimensions

Ranged Combat: 2

- Weapon Modifier
- Handguns
- Energy Weapons

Flight: 7

MODIFIERS

Mutant, Human appearance

Photographic Memory

Toughness: (+7)

EQUIPMENT

Communicator

DESCRIPTION

Monet St. Croix has been many things to many people. (In fact, there has actually been more than one Monet St. Croix!) An aristocrat and daughter of an ambassador from Monaco, she was called Penance when she joined Generation X. Her brother, Emplate, used dark and ancient magic to transform her into a red-skinned, diamond-bodied creature. Monet's younger sisters, believing she was dead, took their revenge by condemning their brother to an alternate dimension, which Monet visited in hopes of forcing her brother to reverse the transformation. And while the twin sisters merged into the form of Monet so that their father would not be broken-hearted, Monet herself was able to strike at her brother in this spirit realm and return to Earth, where she was returned to her true form. M is now stationed in the Paris branch of the X-Corporation, seeking to help those mutants who are facing adversity as a result of their genetic heritage.

M has a smorgasbord of superhuman abilities, including enhanced strength, flight, virtual invulnerability, low-level telepathy and acute night vision. She is extraordinarily intelligent, and there is a possibility that her abilities are psionic in nature. She also has a tendency to be egocentric, aristocratic and arrogant.

Monet has experienced the best and worst that a family has to offer. She may have been betrayed and cursed by her brother, but she also saw her sisters make extraordinary sacrifices for her father and herself. As a result, her loyalties tend to be fierce and unshakable once won. These days, those loyalties are to her friends and teammates, the X-Men, X-Corporation and to Professor Charles Xavier's dream of peaceful coexistence between mutants and humans.

Monet St. Croix

Height: 5'7"

Weight: 125 lbs.

Eye Color: Brown

Hair Color: Black

Species: Mutant

ABILITIES

Intelligence: 5

Strength: 7

Agility: 2

Speed: 3

Durability: 5

(5)

(15)

Telepathy: 2

- Project Thoughts/Control Others
- Telepathic Communications

General Knowledge: 4

- (Intelligence Bonus)
- Liberal Arts education
- Linguist

Social Skills: 3

- French/Algerian Culture
- Private School Circles
- European High Society

Enhanced Vision: (2), see in darkness

Team Affiliation: X-Corps

Wealth: (6)

MAGIK



Illyana Rasputin

Height: 5'5"

Weight: 120 lbs.

Eye Color: Blue

Hair Color: Blonde

Species: Mutant

ABILITIES

Intelligence: 4

Strength: 2

Agility: 2

Speed: 2

Durability: 3

(3)

(9)

ACTIONS

Close Combat: 5

- (Strength Bonus or Weapon Modifier)
- Swordsmanship

Ranged Combat: 4

- (Weapon Modifier)

General Knowledge: 6

- (Intelligence Bonus)

- Mystic Lore

Sorcery: 6

MODIFIERS

Mutant, also Enchanted by a Sorceress. Has demonic "Darkchilde" form.

Enhanced Vision: (5), see Auras

EQUIPMENT

Soulsword: (+5), This sword is summoned when needed, then disappears until next needed. 2x Damage on all supernatural, demonic or magical creatures. Removes mystical effects from

Mastery of Magic: 3

Astral Projection: 6

Teleport Disks: 6

- (Through Limbo)
- Can see through portal before entering
- Open portals for others
- Time Travel

Social Skills: 3

- Russian Language/Culture
- X-Men Culture
- Limbo Realms

Mental Defense: (+5)

Team Affiliation: New Mutants

Wealth: (1)

beings it strikes, or breaks any spell a being is under. No physical effect on normal beings. The wielder may also summon forth

Body Armor: Defense (+4)

Communicator

DESCRIPTION

Illyana Nikolievna Rasputin was once a sweet young girl, the younger sister of Colossus. But in a battle with the Sorcerer of Limbo, Belasco, Illyana was separated magically from her brother and the rest of the X-Men for just a moment. When she reappeared, she was years older and a sorceress trained in the black arts. In the moment she had been separated from her brother, she had spent seven years in a timeless otherworld called Limbo. There she watched as alternate versions of the X-Men killed each other and were killed in turn. There she was trained as a disciple to Belasco, and her soul was blackened. There she learned that she would end up a sacrifice to Belasco's own Dark Lords. And when at last she did escape from there, she was tainted, cursed by her time in Limbo.

Magik is both a superhumanly powerful mutant and a highly trained sorceress. She can teleport herself and others through time and space by creating "stepping discs." She is the supreme Sorceress of Limbo, and can cast any spell that Belasco could. On Earth, her power is limited, linked to her Soulsword, the embodiment of her mystical might. In her Darkchilde form, she is a scaly, red-skinned horned demon with fangs, forked tongue, ferocious visage and gleaming yellow eyes.

Illyana has had to face the fact that part of her now enjoys wickedness; she is in fact drawn to it. And this temptation, which she must deal with every day, has led her teammates to sometimes mistrust her actions and her motives.

MARROW



ACTIONS

Close Combat: 4

(Agility Bonus or Weapon Modifier)
— Bone Weapons
— Hand-to-Hand

Ranged Combat: 6

(Weapon Modifier)
— Bone Missiles
— Darts

MODIFIERS

Mutant, can appear human

Bone Weapons: (+2),
2x Damage, painful to use, control problem

Toughness: (+2)

EQUIPMENT

Communicator

DESCRIPTION

Whatever life Sarah had before she joined the underground mutant community of Morlocks is long forgotten. Marrow narrowly escaped the Massacre and, along with other Morlock survivors, was taken through an interdimensional rift to grow into adulthood. In time, Marrow came to lead a splinter group of Morlocks known as Gene Nation, bent on gaining revenge for the massacre. Callisto convinced Marrow to change her ways, and Marrow ended up joining the X-Men. But even as an X-Man, Marrow still hated humanity, and she left the team. Marrow eventually joined Weapon X in the hopes that they could help her control her mutation and even, possibly, give her a normal life. After undergoing extremely painful medical procedures, Marrow emerged with her powers under control and a beautiful face and body. However, in return Weapon X demanded that she assassinate her old friend and Gene Nation teammate, D'Gard. All she could do was make it quick and as painless as possible.

Marrow has a hyper-accelerated metabolism. As a result, many of her bones grow to abnormal sizes, breaking her skin. These bones are often blade-shaped and can be pulled from her body and used as weapons. She is quite adept at using these blades in hand-to-hand combat. Her entire skeleton is extremely tough, and new bones grow very quickly to replace those that have been extracted.

Marrow herself is full of rage. Her anger wasn't diminished by her time with the X-Men, or her relationship with Callisto. Weapon X gave her a beautiful body, but the price she paid to get it has guaranteed she'll never have a normal life again.

And a normal life, of course, is the only thing she's ever really wanted.

Sarah

Height: 6'0"
Weight: 160 lbs.
Eye Color: Blue
Hair Color: Purple
Species: Mutant

ABILITIES

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

(3) (9)

Black Ops: 3

— Weapon X Training
— Infiltration
— Assassination

Leadership: 3

Social Skills: 3
— Morlock Culture
— Gene Nation
— Mutant Culture

Healing Factor: Heal 1 white stone per hour. Regenerate 3 red stones per 2 white stones per Panel

Team Affiliation: Weapon X

Wealth: (2)

Tabitha Smith

Height: 5'5"
Weight: 120 lbs.
Eye Color: Blue
Hair Color: Blonde
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 4

(Agility Bonus or Weapon Modifier)
— Avoidance/Breaking Contact
— Hand-to-Hand
— Trained by Cable

Fireworks: 6 (Concussive Force)



MELTDOWN

Black Ops: 3

— Infiltration
— Distraction
— Sneaking

Social Skills: 4

— Video Game Culture
— Streetwise
— Ranching Culture
— Pranks

Wealth: (2)

MODIFIERS

Team Affiliation: X-Force

EQUIPMENT

Bolt Launchers: (+2) to Fireworks, if only one target

DESCRIPTION

When Tabitha Smith's mutant powers emerged at 13, her family was revolted. After her father beat her severely for setting a tiny "time bomb" in his lasagna, she left home. She boarded a train headed towards New York and Xavier's School for Gifted Youngsters and she's been running ever since. She's had many names—Boomer, Mutate #35, Boom-Boom, Time Bomb, Meltdown—and belonged to just as many teams. She was first a member of the Vanisher's team, the Fallen Angels, then the X-Terminators, X-Factor, the New Mutants and X-Force. She finally seemed to find a home with X-Force, falling in love with Cannonball and wholeheartedly joining first Cable, and later Pete Wisdom, in their respective crusades. When X-Force seemed to be destroyed in an explosion, Meltdown and the rest of the team just disappeared. They later resurfaced, and Meltdown joined Nathan Summers in an armed revolution against the Weapon X program and the Neverland mutant concentration camp.

Meltdown has the mutant ability to psionically create balls of concussive energy. These "time bombs" can do everything from startle and shock to destroy tree trunks and puncture metal. She can also control, within limits, the length of time it takes for her time bombs to detonate, and often intersperses her verbal countdowns with jokes and clever remarks. She can even muffle the sound of the explosion or reabsorb the energy of the time bomb, rendering it inconsequential.

Meltdown loves to play practical jokes, but the truth is that she does this in an attempt to create a false intimacy with her teammates. Her own family resented her, and ever since she left them she's been searching for acceptance. Thankfully, as she's gotten older and learned to control her powers, she's also learned to be a little more at home with her own place in the world...which is wherever she happens to be at the time.

MIMIC



Calvin Rankin

Height: 6'2"
Weight: 225 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Mutagenic

ABILITIES*

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

(2) (6)

ACTIONS

Close Combat: 4

(Strength Bonus or
Weapon Modifier)

— X-Man Multi-Style

Ranged Combat: 2

(Weapon Modifier)

— Handguns

MODIFIERS

*He is usually copying the best
Abilities nearby

Team Affiliation: X-Men

EQUIPMENT

Communicator

DESCRIPTION

Calvin Montgomery Rankin became the Mimic when his biochemist father's experiments into mutated genes accidentally blew up in Calvin's face. Rankin discovered that his newfound abilities to "copy" someone else went far beyond just their athletic ability or knowledge, but also included their super powers for heroes like the X-Men. He could sprout wings like the Angel, shoot concussive blasts out of his eyes like Cyclops, turn into bio-organic steel like Colossus, and more. After meeting the X-Men, Rankin mimicked them one after the other, and then blackmailed his way into Xavier's school. This made Mimic the first non-mutant to ever become an X-Man. And while he honed his ability by copying his fellow students, he also grew frustrated. For in a school where everyone had their own super powers, he didn't feel very special. In spite of Xavier's belief that Mimic's powers could be useful, Rankin's attitude problems led to his expulsion from Xavier's school. Outcast, his life turned from bad to worse. His alliances included the Mutant Underground and Onslaught, before he joined the ranks of the Brotherhood of Evil Mutants, the very villains the X-Men were formed to face.

At first, Mimic's ability to copy others lasted for a short time. But Rankin's father artificially enhanced the Mimic's ability to copy any skill or physical ability, allowing Mimic to "keep" the form or ability he had copied. His power makes Mimic potentially the equal of the strongest X-Man or the weakest, depending on whom he is copying.

Calvin's greatest weakness is his arrogance and belief that he is special and deserves special treatment. The fact that his power isn't very original haunts him. And because he has sometimes found himself actually taking on the personalities of the people he copies, the greatest danger Mimic faces is the possible loss of Calvin Rankin himself.

MISTER SINISTER



Nathaniel Essex

Height: 6'3"
Weight: 255 lbs.
Eye Color: Red
Hair Color: Black
Species: Mutant

ABILITIES*

Intelligence: 7
Strength: 6
Agility: 6
Speed: 3
Durability: 6

(6) (18)

ACTIONS

Close Combat: 3

(Strength Bonus or
Weapon Modifier)

Ranged Combat: 3

(Weapon Modifier)

Force Blast: 3

— Concussive Energy

Telepathy: 7

— Project Thoughts/
Control Others
— Repair/Damage Minds
— Edit/Add Thoughts, Memories
— Mental Block
— Astral Travel

Telekinesis: 2

MODIFIERS

Appearance: Mutant,
metallic silver skin, black
diamond on forehead

Mental Defense: (+7)

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

EQUIPMENT

Body Armor: Defense (+2)

DESCRIPTION

Nathaniel Essex was a brilliant geneticist living in Victorian England whose radical theories and unorthodox experiments were rejected by his peers. But then Apocalypse offered him immortality and power in return for his service. Essex agreed, and Mr. Sinister was born. Sinister began to manipulate the gene pool in order to create the ultimate mutant. He created the Marauders, a group of genetically modified killers. It was Sinister who ordered the Marauders to massacre the Morlocks, whom he considered genetically useless. It was Sinister who manipulated the lives of Scott and Alex Summers, and who created Jean Grey's clone, Madelyne Pryor. But Sinister has also opposed Apocalypse when it suited his own convoluted, mysterious plans.

Mr. Sinister can control the molecules of his body, allowing energy blasts and bullets to pass through him and changing his appearance at will. With a healing factor and the abilities to reconstitute himself and instantaneously phase shift or shape change to avoid damage, Mr. Sinister is virtually indestructible.

Why does Mr. Sinister do what he does? What are his objectives? Beyond his overall goal of producing the ultimately powerful mutant, his motivations are as mysterious as he is. One thing is certain, however: If Mr. Sinister is involved, nothing is ever what it seems.

MOONSTAR



ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)
— Quarterstaffs
— Hand-to-Hand
— X-Man Multi-Style

Ranged Combat: 3

(Weapon Modifier)
— Bows
— Handguns

Psi-Weapon: 4

— Arrows: (+4) to Ranged Combat

MODIFIERS

Mutant, Human appearance

Targeting: (+2)

Team Affiliation: New Mutants

EQUIPMENT

Darkwind: Asgardian flying horse. Top speed of 5.

Communicator

DESCRIPTION

When Danielle "Dani" Moonstar was ten, she had a dream that her Cheyenne Indian parents were killed by a demon bear. When she awoke, her parents were gone. Fearing for her own life, she sought refuge as one of the New Mutants at Charles Xavier's School for Gifted Youngsters. But the Demon Bear followed Moonstar to the Institute and attacked her. Her teammates saved her, and Magik broke the spell which had transformed Moonstar's parents into the Demon Bear in the first place. Later, Dani rescued a winged horse of Asgard with whom she felt a psychic rapport, and was invited into the ranks of the Valkyries. Moonstar went on to join the X-Men and X-Force.

Moonstar can create three-dimensional images from visual concepts within her mind and the minds of other people or animals. At first, she could only use their fears, but her powers have broadened. Her illusions are so real they can even fool her. She can also make them tangible, like the "neural arrows" she shoots at her enemies. At one time, Moonstar had the Valkyrie ability to see a "Deathglow" around those who are about to die.

When she was younger, Moonstar was tormented by nightmares. As she got older, she learned to deal with the guilt that came from her actions, including reconciling herself with the memory of her attempt to kill her own parents (or rather, the Demon Bear they'd been transformed into!). She mastered the ability to make thoughts into realities. Now all she has to do is figure out what to make out of her life.

Dani Moonstar

Height: 5'6"
Weight: 124 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (9)

Telepathy: 6

— Empathy
— Create Illusions

Hunting/Tracking: 6

— Riding
— Swimming
— Forest Lore
— Survival

Social Skills: 4

— Cheyenne Language/Culture
— Mutant Culture
— Asgardian/Valkyrie

Deathglow: At GM discretion, she can perceive a "Deathglow" surrounding a person in serious danger of dying.

Wealth: (2)

Ghost Staff: (+5),
2x Damage vs. magical creatures/gods. Armor Penetration, penetrates (ignores) magical shields.

Jamie Madrox

Height: 5'11"
Weight: 155 lbs.
Eye Color: Blue
Hair Color: Brown
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)

Ranged Combat: 3

(Weapon Modifier)

Black Ops: 3

— Government Agencies
— Army Operations

MODIFIERS

Duplicate Self



MULTIPLE MAN

Vehicles: 4

— Light Vehicles
— Heavy Vehicles
— Army Equipment

Social Skills: 3

— Mutant Culture
— Government Ops
— Underworld

Team Affiliation:

X-Corporation

Wealth: (2)

EQUIPMENT

Communicator

DESCRIPTION

James Arthur "Jamie" Madrox is Multiple Man. The moment he was slapped into life when he was born, he formed a duplicate of himself, marking the first time in history the doctor cried before the baby. On the advice of Professor X, Madrox was given a special suit that neutralized his ability, and raised in isolation on a farm in Kansas. After a clash with the Fantastic Four, Madrox was invited to join the X-Men. But he declined, becoming a lab assistant to Dr. Moira MacTaggert, instead, at her genetic research station on Muir Island. Eventually, Multiple Man joined the government-sponsored mutant team, X-Factor, as a founding member. Later, Banshee recruited Multiple Man for the X-Corps. Most recently, Madrox joined the Paris branch of X-Corporation where he's literally become a one-man rescue force.

James Arthur "Jamie" Madrox is capable of creating exact living duplicates of himself upon a strong enough physical impact. Each duplicate is capable of independent thought and tends to manifest himself as one particular aspect of Madrox's personality—be it caution, bravery, anger, etc. He is linked to these duplicates both telepathically and empathically. If one feels pain, so does Madrox. As an act of will, he can absorb a duplicate back into himself.

It may seem like Multiple Man could become his own unstoppable army, but in reality he may have too much of a good thing. If one of his duplicates is killed, the resulting trauma could be fatal to Madrox himself. He's survived the death of his duplicates before, including one who died from the Legacy Virus (although just barely). As a result, he tends to be a little more careful and a little less courageous these days than he used to be.

NIGHTCRAWLER



Kurt Wagner

Height: 5'9"
Weight: 161 lbs.
Eye Color: Yellow
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 3
Strength: 2
Agility: 5
Speed: 2
Durability: 3

(3) (9)

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)
— Hand-to-Hand
— Fencing
— X-Man Multi-Style
— Prehensile Tail as Weapon

Acrobatics: 6

(Agility Bonus)

Teleportation: 6

— Range Limit: 3 miles
— Spend 1 red stone extra per "guest"

MODIFIERS

Appearance: Mutant, covered with long blue fur, three fingers/hand, two toes/foot, fangs.

Flexible Spine (Contortionist)

EQUIPMENT

Image Inducer: allows him to pass as a normal human

Rapier: (+2)

DESCRIPTION

To humanity, Kurt Wagner looks like their worst nightmare: a devil himself, complete with barbed tail, pointed ears, three-fingered hands, two-toed feet and fangs. But to his friends and teammates on the X-Men, Nightcrawler is a brave warrior, a loyal teammate and an understanding friend. He's the son of the mutant terrorist Mystique, who threw him over a waterfall to save her own life. And thus began Nightcrawler's life of persecution and rejection. The abandoned infant was raised by gypsies in a traveling circus, where Kurt became an accomplished acrobat and aerialist. Later, fleeing from yet another mob in Germany, Kurt was rescued by Professor X, and the rest is X-Men history.

Nightcrawler can teleport from one place to another in the blink of an eye, accompanied by a puff of brimstone smoke. When he disappears, the air he displaces makes a distinct "bamf" sound. In his early days with the X-Men he used an image inducer to cloak his appearance.

While many see Kurt as a blue-furred demon, Kurt fancies himself a swashbuckling rogue. He even added a sword to his costume when he was with Excalibur. But the rogue just may be another of the disguises Kurt has been known to hide behind. Between his deeply held religious beliefs and his philosophical musings, Nightcrawler is one of the more introspective X-Men. He's even taken steps towards becoming a priest. But who would willingly take confession from a priest who looks like he could be the devil?

NORTHSTAR



Jean-Paul Beaubier

Height: 5'11"
Weight: 175 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 2
Agility: 4
Speed: 7*
Durability: 4

(4) (12)

ACTIONS

Close Combat: 4

(Speed Bonus or Weapon Modifier)
— Hand-to-Hand
— Trained by Puck
— X-Man Multi-Style

Ranged Combat: 2

(Weapon Modifier)

Flight: 9

— Maximum speed of 2 when carrying others

MODIFIERS

Mutant, pointed ears

Reflexive Dodge: (+4)

EQUIPMENT

Costume of Unstable Molecules: Defense (+2), helps protect from friction

DESCRIPTION

Jean-Paul Beaubier was a wealthy Olympic gold-medallist skier before becoming one of the original members of the Canadian super group called Alpha Flight. It wasn't the desire to be a hero that convinced Jean-Paul to join the team, but the fact that Jean-Paul's long-lost sister, Aurora, was also a recruit. After growing up in a foster home, and then losing his foster parents, his sister was all he had. But her personality was terribly splintered and her fragile psyche was further frustrated by the possibility that their mother was Asgardian. After years with the team, Northstar announced to the public that he was gay, and soon after that left Alpha Flight to write an autobiography. Jean Grey met him at a book signing and recruited him for the X-Men. Northstar now teaches economics and business at the Xavier Institute.

Northstar can fly and move at superhuman speeds. It is theoretically possible for him to reach speeds just short of light speed, but when he carries other people he flies much more slowly for their safety. He can also use his speed with great precision and control, moving just a single body part at incredible speed. So, for example, he can repeatedly punch an opponent with his fist in a fraction of a second while the rest of his body remains motionless. His body is highly resistant to temperature; ice and snow hardly affect him at all.

Northstar has experienced more loneliness than most of the X-Men, since pretty much anyone who had ever been family to him has died. Aurora's fractured personality is a fitting metaphor for Northstar's experience of love. It remains to be seen whether Xavier's School and teams can become the family Northstar never had.



OMEGA RED

ACTIONS

Close Combat: 6

(Strength Bonus or Weapon Modifier)
— Hand-to-Hand

Tentacle Whip: 5

(Strength Bonus)

Drain Energy: 8

— Use at Range of 2
— Improved Drain
— Death Factor

MODIFIERS

Appearance: Mutant, chalk white skin, carbonadium coils implanted in arms

EQUIPMENT

Body Armor: Defense (+2)

Arkady Rossovich

Height: 6'11"
Weight: 425 lbs.
Eye Color: Red
Hair Color: Blond
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 7
Agility: 4
Speed: 2
Durability: 5

(5) (15)

Pheromones: 5

— Lethal scents

Black Ops: 4

— KGB Training
— Hand Training
— Assassination
— Counterinsurgency

Social Skills: 3

— Russian Language/Culture
— KGB Protocol
— Criminal Culture

Team Affiliation: Red Mafia**Wealth: (4)****Carbonadium Tentacles:**

from wrist, enable Tentacle Whip, can tangle instead of wound, Difficulty of 7 to break, Range = 20 feet.

DESCRIPTION

When the KGB got hold of serial killer, Arkady Rossovich, they had bigger plans for him than mere retribution. Rather than kill Rossovich, the KGB decided to put his deadly energy to good use. They took him to their secret labs as part of the Soviet Super Soldier project. Their goal: to transform him into a Russian version of Captain America. But the operation went wrong—certain necessary components had been lost—and Omega Red proved unable to control himself or his deadly new abilities. He was placed in suspended animation. Years later he was revived by the group of mystic ninja assassins known as the Hand, and found himself in a war against Wolverine and the rest of the X-Men. Finally, after escaping the manipulations of the Hand, Omega Red was back on his own, free to do what he loved best: kill people. Lots of people. Recently, he joined Sabretooth's vendetta against Wolverine's family and friends, paralyzing the X-Man's close friend Yukio.

Literally dripping with death, Omega Red secretes pheromones from his body that will kill people in his immediate vicinity. He has no choice: If he doesn't drain the life energy of others, he will die. Implanted in his arms are long carbonadium tentacles which he uses both as weapons to strike or ensnare his enemies and as a delivery system to secrete his deadly pheromones up to 20 feet away.

Like Captain America, Omega Red is a man out of time. Nationalistic passions, combined with the mind of a serial killer and the finest lethal technology the KGB could devise, make Omega Red a walking agent of death. But Omega Red has also been manipulated time and again—by the Hand, Sabretooth, Lady Deathstrike and even his own government. And he's tired of it.

None

Height: 10'
Weight: 900 lbs.
Eye Color: Red
Hair Color: None
Species: Psionic Entity

ABILITIES

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

(8) (24)

ACTIONS**Close Combat: 2**

(Intelligence Bonus or Weapon Modifier)
— X-Man Multi-Style
— Brotherhood Training

Telepathy: 10

(Same as Prof. X)
— May Possess others

Mastery of Magnetism: 9

(Same as Magneto, see Game Guide, P. 27)

Flight: 8**MODIFIERS**

Psionic Entity, inhuman appearance with no true physical form, made from coherent psionic energy

Mental Defense: (+10)**Sense Mutants: (3)****EQUIPMENT**

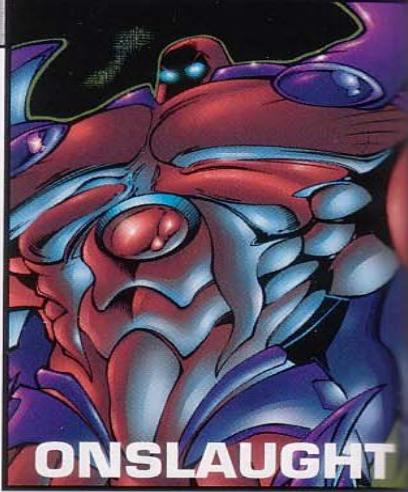
Psi-Armor: Defense (+9), against all forms of attack. If defense is overcome, the armor is destroyed.

DESCRIPTION

During a psionic duel between Professor Xavier and Magneto, part of Magneto's anger became lodged and unknowingly nurtured within Xavier's subconscious mind. Born of the combined psyches of Xavier and Magneto, Onslaught is their spiritual love child, so to speak, except that there's no love here. There's only hate: a deep-rooted hatred for mutants and for humanity, for life itself. Onslaught was nurtured by anti-mutant hysteria and Xavier's own doubts about his dream that man and mutant could live together in peace. In the end, Onslaught threatened not just the X-Men but all life on Earth. Onslaught was defeated only through the combined might of Thor, the Fantastic Four, the X-Men and more.

Onslaught has all the powers of both Xavier and Magneto, making him one of the most powerful psionic entities ever created. Onslaught can also absorb an unknown number of unconscious physical beings, displacing their bodies within his psi-armor. While they are absorbed, Onslaught can use their super powers as if they were his own. His psi-armor was very effective, but had a fatal flaw: when pierced, it was destroyed.

It would be easy to say Onslaught was a combination of the "good" Xavier and the "evil" Magneto, but the truth is more complex. Magneto is not pure evil and Xavier is not pure good. And Onslaught is a cautionary tale of what anger, hatred and self-doubt can create, even in the best of men.



ONSLAUGHT

Growth: 1

Leadership: 5

Genetic Engineering: 7
(Intelligence Bonus)

Astral Projection: 6

— Psionic body travels with him
— Can take others

Technology/Robotics: 7

(Intelligence Bonus)
— All Models of Sentinels
— Control of Sentinels
— Robotics Production

Energy Defense: (+3)

Physical Invulnerability

Invulnerable to physical attack when armor removed

Self-Contained Life Form

Wealth: (10+) at need

Onslaught uses this armor to imprison helpless victims with his own body. Armor allows limited Stealth Superpower of absorbed victims, but with no permanent memory transfer.

ORPHAN



ACTIONS

Close Combat: 5

(Intelligence Bonus or Weapon Modifier)
— Martial Arts

Ranged Combat: 3

(Weapon Modifier)
— Throwing Weapons
— Bows

Hunting/Tracking: 6**MODIFIERS**

Appearance: Mutant, purple skin and fleshy antennae. Super-sensitive skin that even air can irritate.

Animal Senses: (7), touch, taste, smell, sight, hearing

EQUIPMENT

Special Suit to protect skin: Defense (+1), Orphan must wear a special suit to

DESCRIPTION

Guy Smith was born with his mutations, and was the victim of hate and fear before he even had a sense of memory. His senses, though, were hyper-attuned to his surroundings, which made every sensory experience a source of amazing agony. His parents didn't just abandon him; they tried to kill him and were sent to jail for it. Guy grew up an orphan until he came to the attention of Professor Charles Xavier. Professor X designed a special suit of armor to help control Guy's abilities, and protect his hyper-kinetically enhanced skin. Guy was called Mr. Sensitive before becoming the Orphan and the leader of X-Statix. But those who live by TV ratings, sometimes die by them. Unbeknownst to Orphan, the team's public relations specialist, Coach, plotted to increase the team's TV ratings by killing some of the less popular members, starting with Orphan. Luckily, the plot was foiled by U-Go Girl and Doop.

The Orphan has superhumanly enhanced senses of touch, taste, smell, sight and hearing. His skin is so sensitive that even a warm breeze can cause third-degree burns. His fleshy antennae enhance his extreme sensitivity to other beings, and Orphan is therefore able to sense changes in heartbeat, respiration, body heat and other functions. Years of martial arts training have also made him a formidable combatant.

Guy's suit may protect him from outside stimuli, but it can't protect him from his own personal demons. There have been times in the Orphan's life when he ended every day by playing Russian roulette. Sometimes his teammates are like a new family, the one he never had. But there are other times... times when the Orphan just wants people to leave him alone.

Guy Smith

Height: 6'1"
Weight: 185 lbs.
Eye Color: Purple
Hair Color: White
Species: Mutant

ABILITIES

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

(3) (9)

Concentration: 4

(Intelligence Bonus)
— Sense emotional vulnerability
— Sense physical vulnerability

Acrobatics: 4

(Agility Bonus)

Leadership: 2**Social Skills: 1**
— Mutant Culture

Radar Senses: (7), requires protective suit to control power

Reflexive Dodge: (+3)**Team Affiliation:** X-Statix**Wealth: (3)**

protect self, always has blisters on exposed skin due to great sensitivity.

Communicator**MODIFIERS****Special Suit to protect skin:** Defense (+1), Orphan must wear a special suit to

Lorna Dane

Height: 5'7"
Weight: 138 lbs.
Eye Color: Green
Hair Color: Green
Species: Mutant

ABILITIES

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

(3) (9)

ACTIONS**Close Combat: 4**

(Strength Bonus or Weapon Modifier)
— X-Factor Training
— X-Man Multi-Style

Ranged Combat: 3

(Weapon Modifier)
— Handguns
— Energy Weapons

Geophysics: 6

— Magnetic Fields
— Electrical Fields
— Earth Science

MODIFIERS

Mutant, Human appearance, except for green hair

EQUIPMENT

Body Armor: Defense (+1)

DESCRIPTION

In keeping with her mutant control of magnetism, Lorna Dane has attracted more than her share of trouble. Never knowing her real parents, she was convinced by Magneto that she was his daughter and tricked into joining his crusade. When "Magneto" was revealed to be an android, Polaris left and joined the X-Men. Later, after leaving the X-Men to get a masters in geophysics, she was possessed by the evil psychic entity, Malice. As a Marauder, Malice helped slaughter the Morlocks, fighting the X-Men in the process. But Lorna Dane's magnetic personality also attracted the love of her life: Alex Summers. Together, they fought side-by-side as both X-Men and on a government-funded mutant strike force. And while they have faced one enemy after another, as well as the likelihood that the other was dead, she and Alex have returned to each other time and time again. Most recently, her powers again brought her to Magneto, this time in her attempt to intercede in his tyrannical rule of Genosha.

When it comes to manipulating magnetic forces, Polaris has the potential to reach Magneto's power and ability. Unlike Magneto she can perceive the world around her according to its patterns of magnetic and electrical energy if she concentrates hard enough. But Polaris has been reluctant to use her powers and therefore is not nearly at Magneto's level.

Polaris survived the destruction of Genosha, but now carries millions of magnetic patterns within herself—including the last moments of the city and the last words of Magneto himself. The concentrated pain and suffering to which she was the last witness has left her heartsick and mindsick, barely able to maintain her hold on sanity.

POLARIS

**Flight: 5****Mastery of Magnetism: 6**

— Immune to effects of Magnetism
— Can Manipulate Magnetic Forces and objects as if using Telekinesis
— Accumulate energies over time

Social Skills: 3

— Mutant Culture
— Savage Land Culture
— Alien Cultures

Mental Defense: (+2)**Team Affiliation:** X-Men**Wealth: (3)****Communicator**



PROFESSOR X

ACTIONS

Close Combat: 2

(Intelligence Bonus or Weapon Modifier)

— X-Man Multi-Style

Mutant Science: 8

(Intelligence Bonus)

— Genetics

— Mutation

— Life Sciences

— Psionic Powers

Invention/Technology: 7

(Intelligence Bonus)

— Psionic/mutant-oriented inventions

Leadership: 7**MODIFIERS****Mutant**, Human appearance, legs are paralyzed**Mental Defense: (+10)****EQUIPMENT****Hoverchair**: speed, 5 (running)**Cerebro**: (+9) to Locate Mutants (Appendix C, P. 94)**DESCRIPTION**

Charles Xavier dreams that mutants and humans can live in peace. And as the most powerful telepath alive, he may be capable of making that dream come true. Realizing there were mutants who would use their powers to dominate the world, and also to protect mutants from the fear and hatred of humanity, Professor X created the X-Men. He founded the Xavier Institute to teach mutants to control their powers and use them for good. His quest for peace has taken him to other times, other galaxies (and love with the Shi'ar Empress Lilandra) and even to other dimensions.

As a telepath, Professor Xavier can do just about anything he sets his mind to, although his morality keeps him from abusing his powers. He is even capable of astral projection, although via mental rather than magical or mystical energy. He's a natural genius who has invented many devices to make mutant lives easier. For most of his adult life, he's been confined to a wheelchair, although there have been times when the use of his legs has been restored.

Xavier is a man of many sorrows who can be plagued by doubt. He has buried many of his students in his fight for equality and peace. His stepbrother hates him and his twin sister has tried to destroy him. His best friend, Magneto, became his greatest enemy. In the end, Charles Xavier fears that his dream is greater than his ability to fulfill it. But that hasn't ever stopped him from dreaming it.

Charles Xavier

Height: 6'0"
Weight: 173 lbs.
Eye Color: Blue
Hair Color: None
Species: Mutant

ABILITIES

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

(2) 14(i)

Business: 6

(Intelligence Bonus)

Telepathy: 10

- Intelligence Bonus
- Project Thoughts/Control Others
- Illusions
- Create links with others
- Telepathic Communications
- Mental Bolts
- Edit Memories
- Repair Minds
- Mental Block
- Astral Projection

Social Skills: 6

— Persuasion

Sense Mutants: (3)**Team Affiliation: X-Men****Wealth: (6)****Cerebra: (+10)** "Focus" is better (Appendix C, P. 94)**Numerous laboratories, resources, contacts****Communicator**

PSYLOCKE



Betsy Braddock

Height: 5'11"
Weight: 165 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) 9

ACTIONS**Ninja: 7**

(Agility Bonus and Weapon Modifier or 2 Weapon Modifiers)

- Martial Arts
- Hand Training
- Swordsmanship
- Oriental Weapons

Psychic Knife: 7

(Psi-Weapon)

Black Ops: 5

- Field Operations
- Concealment
- Security Systems

Telepathy: 7

- Project Thoughts/Control Others
- Illusions
- Create links with others
- Telepathic Communications
- Mental Bolts

Acrobatics: 5
(Agility Bonus)**Leadership: 4****Social Skills: 4**

- Modeling Culture
- Mutant Culture
- Otherworld Culture
- Mojoverse Culture

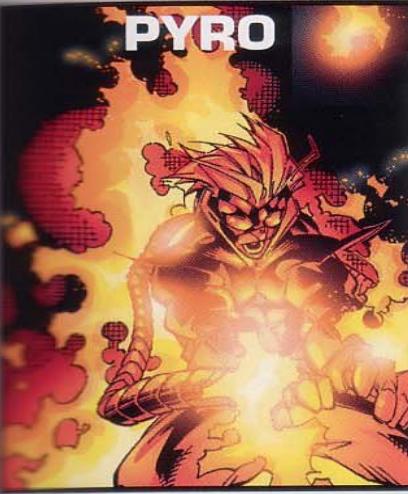
MODIFIERS**Mutant**, Human appearance**Reflexive Dodge: (+4)****EQUIPMENT****Laptop Computer****Team Affiliation: X-Men****Wealth: (2)****Communicator****DESCRIPTION**

The sister of Captain Britain and daughter of the rulers of Otherworld, Elizabeth Braddock has always been more than she appeared. As a teenager, she was a leading fashion model by day, while at night she was a member of STRIKE, the British PSI division of S.H.I.E.L.D. She eventually left to replace her brother as Captain Britain, but gave up the role after being blinded in a battle. Then she was given new eyes by Mojo, ruler of Mojoworld, in return for her service. Rescued by the New Mutants, Betsy joined the X-Men and took the codename, Psylocke. And that's when things get strange. Psylocke was captured and her mind and body were swapped with a female ninja assassin named Kwannon. But Kwannon died of the Legacy Virus, and Psylocke found herself trapped in Kwannon's body.

Psylocke possesses a wide range of telepathic abilities, enabling her to read minds, communicate mentally and create illusions in the minds of others. She can stun people with "mental bolts" and often fights using a "psychic knife." She's been highly trained in combat techniques by Wolverine and the assassin cult known as the Hand. Note: Psylocke used her telepathic powers to imprison the evil Shadow King on the Astral Plane, and now she risks releasing him whenever she uses those powers.

Psylocke has loved and lost many times. She has watched terrible things happen to all those around her, and because she is such a keen telepath, feels their pain to a great extent. She is therefore more guarded than other X-Men, and hides behind a veil of seeming coldness and cruelty.

PYRO



St. John Allerdyce

Height: 5'10"
Weight: 150 lbs.
Eye Color: Blue
Hair Color: Blond
Species: Mutant

ABILITIES

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

(3)**9**

ACTIONS

Close Combat: 2

Strength Bonus or
Weapon Modifier
— Hand-to-Hand
— Brotherhood Training

Ranged Combat: 2

Weapon Modifier
— Military Training

Author: 5

Gothic Romances

MODIFIERS

Mutant, Human appearance

Wealth: (1)**EQUIPMENT**

Custom Flamethrower:
(+4), Range = 2, designed to
be used with his Mastery

DESCRIPTION

As a young man, St. John Allerdyce covered Vietnam and Indonesia as a journalist for an Australian news service, traveling the mysterious and exotic lands of Southeast Asia. His adventures fired his imagination, and he became a writer of weird gothic romance novels. But then he met Mystique, who recruited the fiery mutant into the new Brotherhood of Evil Mutants. His first assignment was the attempted assassination of Senator Robert Kelly. While that mission failed, the new Brotherhood went on to face enemies like the X-Men and the Avengers. Ironically, Pyro soon found himself and the rest of the Brotherhood being employed by the United States government as part of Freedom Force. He and his teammates were now justified in their attacks on other mutants, doing so without consequence until Freedom Force was disbanded by the government.

Pyro has the mutant ability to cause any fire, no matter how small, to grow in size and intensity. His flames can take on any form he desires, from beautiful to terrifying, including that of a flaming bird which can carry himself and others in flight. He cannot generate fire himself and uses a flamethrower whose flames he then manipulates. He is invulnerable to any fire he controls, but can be badly burned if surprised by a fire he does not control. Pyro therefore wears a specially made insulated suit to protect himself.

While he seems like a hardened mercenary, Pyro can be moved by the same sentimentality that made his books bestsellers around the world. He is a romantic at heart, and has proven himself to be a real friend to other members of the Brotherhood. He's even shown that he's capable of doing what's right on rare occasions.

SAGE



Tessa

Height: 5'7"
Weight: 135 lbs.
Eye Color: Blue
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 5
Strength: 2
Agility: 2
Speed: 2
Durability: 3

(3)**10(i)**

ACTIONS

Close Combat: 4

(Intelligence Bonus or
Weapon Modifier)
— X-Man Multi-Style

Ranged Combat: 4

(Weapon Modifier)
— Handguns

Telepathy: 6

— Intelligence Bonus
— Illusions
— Project Thoughts/
Control Others
— Telepathic Communications
— Mental Bolts
— Reflect mental attacks
— Astral Travel

MODIFIERS

Mutant, Human appearance

Psycho-Centric Power
Template: (+2)

EQUIPMENT

Special Sunglasses: Allows
free telepathic links with team
members who wear them

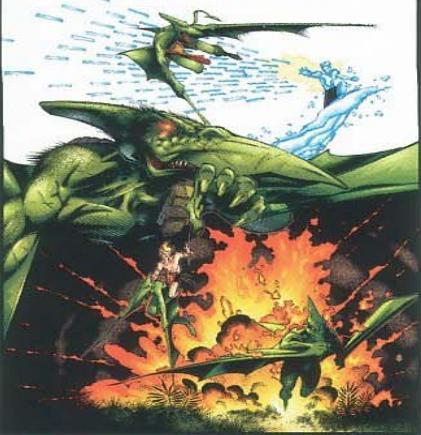
DESCRIPTION

With her computer-like brain, Tessa was Charles Xavier's spy within the Hellfire Club for years, dating back to his formation of the X-Men. She was a perfect spy: Sebastian Shaw found her abilities invaluable, and she was privy to the darkest secrets of the Hellfire Club until she left to join the X-Men. She was instrumental in saving Beast's life and joined the hunt for the lost writings of Destiny, a mutant who chronicled the future of man and mutant for the next thousand years.

Tessa's mind works like a computer. Her psycho-centric power template enables her to store vast amounts of information and analyze data almost instantaneously. She's also a telepath who can read and manipulate other minds and project herself astrally. Perhaps most unsettling is her ability to catalyze the latent abilities of other mutants and manipulate mutagenic fields, allowing her to alter mutants' abilities and powers with unforeseen results. This power has saved lives, but also wrecked them, as with Slipstream. Sage has outfitted the team with special sunglasses connected to her mind, allowing her to see what her teammates see and to provide them with any important information at a moment's notice.

Perhaps because she had to hide her true identity for all those years she was a spy, Sage is uncomfortable letting people get to know her. She remains enigmatic and aloof, distancing herself from her teammates, about whom she seems to know everything.

SAURON



ACTIONS

Close Combat: 2

(Strength Bonus or Weapon Modifier)

Ranged Combat: 2

(Weapon Modifier)

— Hand Weapons

— Energy Weapons

— Aerial Combat

Drain Energy: 6

— Use at Range of 2

— Improved Drain

— Can redirect absorbed stones as a Force Blast*

Flight: 0/3**MODIFIERS****Mutagenic, can appear human****Talons/Horn: (+2)** to Close Combat**Targeting: (+1)*****EQUIPMENT****Communicator****Wrist-Mounted Missiles: (+4)**, 2x Damage, Armor Penetration***DESCRIPTION**

On an expedition with his father to an island near the Savage Land, young Karl Lykos was bitten by pterodactyls. The bites transferred a genetic virus to Karl, who found that to stay strong, he needed to drain the life essences of others. Lykos tried to cure himself of his hunger, and even turned to Professor Xavier for help, but no solution was found. Later, he found that if he fed on mutants, he would actually transform into the evil pterodactyl-like creature, Sauron. This, of course, brought him into conflict with the X-Men, whose life essences could keep Sauron very strong. He has been a member of the Brotherhood of Evil Mutants and has attempted to take over the Savage Land. He was recently recruited by Weapon X, who enhanced some of his powers at the cost of a reduced intelligence.

Sauron must drain the life force from living beings every day to sustain his life. The effects of this drain are temporary, for both Lykos and his victims. In pterodactyl form, he has a 12-foot wingspan, razor-sharp talons and superhuman strength. Lykos is a trained hypnotherapist with the ability to hypnotize his victims or cause them to hallucinate.

Karl Lykos did not want to become the monster Sauron. He did everything he could, including a self-imposed exile in the Savage Land, to keep from doing harm. It didn't help, and now it may be too late: what little humanity Sauron has left is drained from him every time he feeds.

Dr. Karl Lykos

Height: 5'7" / 7'
Weight: 160 lbs. / 200 lbs.
Eye Color: Brown / None
Hair Color: Brown / Red
Species: Mutate

ABILITIES**Intelligence: 3****Strength: 1/6****Agility: 1/4****Speed: 2****Durability: 2/5****(2) 6 (5) 15****Mesmerism: 5**

- Can't read minds, but can hypnotize
- Requires eye contact
- Illusions involving terrain/surroundings

Healing: 5**Technology: 7**
(Intelligence Bonus)**Invention: 1**

(Intelligence Bonus)

Social Skills: 2

- Scientific Community
- Medical Community

Self-Transformation into "Sauron" form

- Must drain at least 3 red stones per day, or revert to human form

Team Affiliation: Weapon X**Wealth: (3)****Armor: Defense (+2)*****Shoulder-Mounted Laser: (+5)***

* Note: Weapon X Enhancements/Equipment

SENTINEL

**None**

Height: 20'
Weight: Variable
Eye Color: None
Hair Color: None
Species: Robot

ABILITIES**A.I.: 3****Strength: 9****Agility: 1****Speed: 6****Durability: 5****(5) 15****ACTIONS****Close Combat: 4**

(Strength Bonus Only)

— Fighting smaller opponents

Ranged Combat: 4

(Weapon Modifier)

— Beam Weapons

Rocket Launcher: 6

Range = 5

— 2 Launchers, 4 rounds each

Capture Nets: 4

(Attack vs. Agility or caught,

Toughness: 8, Range = 1)

Detecting/Pursuit: 4

— Tracking Mutants

Flight: 6

— Boot Jets

MODIFIERS**Appearance: Robots****Team: Government****Targeting: (+2)****Toughness: (+5)****EQUIPMENT****None****DESCRIPTION**

When Bolivar Trask designed the first Mark I Sentinels, he programmed them to protect humanity by hunting and killing all mutants. When the Sentinels decided the best way to protect humanity was to rule it, Trask sacrificed his life to destroy the Sentinels and their Master Mold. Unfortunately, his son, Larry (himself a mutant), resurrected the program. These new Mark II Sentinels turned on Larry and each other, destroying themselves. But not before covert Sentinel bases were established all over the world, operated by mutant-hunting humans, the U.S. government, Sebastian Shaw and even by Sentinels themselves.

The Sentinel statistics above are based on a Mark II Sentinel, although there were different configurations even within the same series. Later developments included Bastion's Prime Sentinels, whom he created by converting living people into cyborgs. The newest models can even assimilate raw materials to build themselves into various shapes and sizes, including microscopic Nano-Sentinels. These new "wild" Sentinels can become anything they choose, making them not only harder to destroy but also much more difficult to recognize.

Sentinels have no morality and no mercy. There is no such thing as an innocent bystander to a Sentinel. Wild Sentinels set loose by Cassandra Nova killed over 16 million mutants in Genosha. Some say it's only a matter of time before they, not mutants, become the dominant life-form on Earth.

SHADOWCAT



ACTIONS

Close Combat: 5

Agility Bonus or
Weapon Modifier
— X-Man Multi-Style
— Martial Arts
— Trained by Wolverine

Ranged Combat: 2

Weapon Modifier
— Handguns

Technology: 4

Intelligence Bonus

MODIFIERS

Mutant, Human appearance

Limited Prescience: May re-allocate stones to Phase Shift after enemy attack revealed.

EQUIPMENT

Lockheed: A small flying dragon-like creature from a race known as the "Flock." He can fly (top speed unknown), Int: 5, Str: 1, Agi: 3, Spd: 3, Dur: 3. Breathes fire at 5, Area Attack, Mental

DESCRIPTION

When Katherine "Kitty" Pryde was 13 years old she discovered she could "phase" through solid objects, like walls and floors. The intelligent mutant from the affluent suburbs of Chicago attracted the attention of both Charles Xavier and Emma Frost, each of whom wanted Kitty to attend their schools for mutants. When Kitty chose Xavier, Frost kidnapped the X-Men. Kitty helped them escape, and soon she was an X-Man herself. It was hard enough accepting that she was a mutant, but now she found herself in the company of demons and freaks. Before long, though, they became her friends, especially Wolverine, Magik and Colossus, who was Kitty's first love. Kitty left the X-Men to help found Excalibur. She later returned to the X-Men, but after Colossus died she left again to continue her education at the University of Chicago.

Shadowcat is an expert with computers, which is ironic since phasing disrupts any electrical equipment she passes through. She was trained in combat by Wolverine. She's got a pet dragon, Lockheed, whom she befriended on a mission in outer space.

Since becoming an X-Man, Kitty has been called Sprite, Ariel and Shadowcat. Like her name, Kitty has changed quite a bit as she's grown older. She's seen friends and lovers die in the cause of peace, and she's no longer the naive little girl who first came to Xavier's mansion. While she still fervently believes in the dream of peaceful coexistence, the mature Katherine Pryde knows she must find her own path to that goal.

Kitty Pryde

Height: 5'6"
Weight: 132 lbs.
Eye Color: Hazel
Hair Color: Brown
Species: Mutant

ABILITIES

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

3**9****Phase Shifting: 7****Computers: 5**

(Intelligence Bonus)
— Hardware Design
— Software Design
— Electronic Systems
— Video Games

Social Skills: 5

— Bartending
— Academic Culture
— Dancing
— X-Men Culture

Nearsighted, wears contacts**Reflexive Dodge: (+2)****Team Affiliation: X-Men****Wealth: (2)**

Defense (+10), Close Combat 1, Toughness of (+6), can speak English but tends not to, enjoys feasting on Brood Eggs.

Costume of Unstable Molecules: Defense (+1)**Communicator**

SLIPSTREAM

**Actions****Close Combat: 2**

(Strength Bonus or
Weapon Modifier)

Surfing: 7

— Swimming

Abilities

Mutant, Human appearance

Equipment**Communicator****Costume of Unstable Molecules: Defense (+1)****Description****Team Affiliation: X-Men****Wealth: (2)****Molecules: Defense (+1)**

Shortened metal surfboard: (+1) to Teleportation

ACTIONS**Close Combat: 2**

(Strength Bonus or
Weapon Modifier)

Surfing: 7

— Swimming

MODIFIERS

Mutant, Human appearance

EQUIPMENT**Communicator****Costume of Unstable Molecules: Defense (+1)****DESCRIPTION**

Davis Cameron and his sister, Heather (Lifeguard), are mutants. They're also the children of Viceroy, a murderous super villain who was killed by an organization known as the Chinese Triad. Both Davis and Cameron became the Triad's next targets. But instead of being killed, their lives were forever changed. They were rescued by the X-Men, and began traveling with the team. Since then, Davis and Heather have discovered things about who they are that they would probably rather not have known, including the possibility that their mother may have been an alien of the Shi'ar race. Lifeguard began changing, growing more alien in appearance, and Davis began to fear that it could happen to him as well. After Sage catalyzed Davis' latent mutant power, turning him into Slipstream, his fears got the best of him and Davis transported himself away from his sister and the X-Men.

Slipstream can instantaneously transport himself and others to another location via a tachyon stream he calls the "warp wave." This transport happens at speeds greater than light. Slipstream does not have to transport himself in order to transport others, but each transport weakens him a little.

Not long ago, Davis was just another happy-go-lucky Aussie surfer riding the big waves "Down Under." Now he feels like he's being sucked under and smashed against rocks he didn't even know were there. All he has left in the world is the memory of his big sister, but even that may not be enough to help him keep his balance in a world gone mad.

Note: Slipstream is a good example of a player who has "saved stones for later." He used only 14 white Character Creation stones (at most) to create his character and gets about 6 back because of his Challenges (he's a mutant and has a disastrous family background). Since he is a "newbie," the GM decided to let him save all his remaining stones (even though that's more than normally allowed). So Slipstream has 32 white stones "saved". (See the example in the middle of p. 46 for how he spends some of these saved stones.)

STACY X



ACTIONS

Close Combat: 1

(Agility Bonus or Weapon Modifier)
— Streetfighting

Social Skills: 4

— Streetwise
— Brothel Culture
— Mutant Culture

MODIFIERS

Appearance: Mutant, snake-like skin

EQUIPMENT

Communicator

DESCRIPTION

With no job skills, a volatile personality and mutant pheromones that allow her to easily seduce anyone she wanted, it almost seems inevitable that Stacy X would become a prostitute. Which makes it all the more extraordinary that she's in the process of becoming a hero. She first began to find herself at the X-Ranch, a mutant brothel in Nevada where being a mutant was a good thing and she finally had a family, of sorts. But then the self-proclaimed Church Of Humanity attacked the brothel, killing everyone except Stacy X. Stacy was rescued by the X-Men, the mutant heroes she'd always idolized, and she accepted their invitation to return to the Mansion. And while she isn't your typical X-Man, she's proving to be a valuable member of the team. She saved Beast's life. She was critical in helping the X-Men defeat the Vanisher, the head of a drug cartel that peddled a drug granting short-term mutant powers. She used her powers to distract Vanisher for several days, giving Archangel the time he needed to shut down the cartel financially. And she was key in stopping Black Tom Cassidy from killing her teammates. Recently, she's also developed an attraction to her teammate Archangel.

Stacy's snake-like skin secretes special pheromones that allow her to stimulate another person's emotions or physical reactions to seduce, distract or stun. She can treat her "victims" to a short dose, allowing her to accomplish simple things, or she can string out the process, keeping them under control for days.

Stacy X's home life was tragic and filled with many forms of abuse. Her life on the streets was even worse. As a result, the X-Men have become her new family, although there are some team members who seem unable to forget her past. Even so, she has experienced more love and acceptance from them than she's ever known, and would do anything for their well-being. She still tends to be oversensitive and quick tempered, but she's definitely, finally, on the road to redemption.

Unrevealed

Height: 5'11"
Weight: 160 lbs.
Eye Color: Green
Hair Color: Black
Species: Mutant

ABILITIES

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

(3) (9)

Pheromones: 7

— Attack vs. Durability to stun or seduce, duration = Damage, see Duration row on D&R
— Can stimulate emotions to the point of total distraction (as stun)
— Distract: Target must subtract stones of distraction from Actions

Team Affiliation: X-Men

Wealth: (-1)

"Cable"

Height: 6'8"
Weight: 350 lbs.
Eye Color: Blue
Hair Color: White
Species: Mutant

ABILITIES

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

(5) (15)

ACTIONS

Close Combat: 7

(Strength Bonus or Weapon Modifier)
— Extensive Military Training
— Psimitar

Ranged Combat: 7

(Weapon Modifier)
— Any weapon

Telepathy: 7

— Project Thoughts/
Control Others
— Create links with others
— Mental Bolts

Telekinesis: 8

MODIFIERS

Mutant, Human appearance

Bionic Eye: 4, as Enhanced Vision, Infrared

Techno-Organic Virus:

Must continually have 2 red stones in TK box. 2 of his white stones are infected.

Reflexive Dodge: (+2)

EQUIPMENT

Communicator

Body Armor: Defense (+1)

DESCRIPTION

Nathan Charles Dayspring Summers, a.k.a. Cable, is the son of Cyclops and Madelyne Pryor, the clone of Jean Grey. Shortly after he was born, Apocalypse infected him with the techno-organic virus. To save his life, Cyclops sent him 2,000 years into the future where he might be cured. He was raised by Rachel Summers and the Clan Askani to become the sworn enemy of Apocalypse. He has since returned to the present to stop Apocalypse and prevent that terrible future. Cable's first allies in our time were the Six Pack and his friend Domino. Later, he transformed the New Mutants into a mutant commando team, X-Force. He then fought alongside the X-Men before parting ways with Xavier and setting out alone as Soldier X. The virus continues to transform him, although it seems to be in remission.

Summers has extraordinary telepathic and telekinetic abilities. He's a consummate battle leader, and is usually heavily armed with futuristic weapons. But even without a weapon, Cable is a deadly adversary.

Nathan Summers lives a life of tenuous balance. It's only by concentrating his telekinetic abilities that he's been able fight the techno-organic virus and retain his humanity. This is only slightly easier than trying to balance Xavier's dream of peace with his own belief that sometimes violence is the only road to peace.

NATHAN SUMMERS



Leadership: 6

Vehicles: 5

— Any

Black Ops: 7

— Covert Operations
— Surveillance
— Intimidation
— Spot/Set Ambush
— Insurgency
— Counterinsurgency
— Infiltration

Social Skills: 5

— Future Culture
— Military Culture
— Authority

Team Affiliation: X-Men

Targeting: (+1)

Toughness: (+2)

Team Affiliation: X-Men

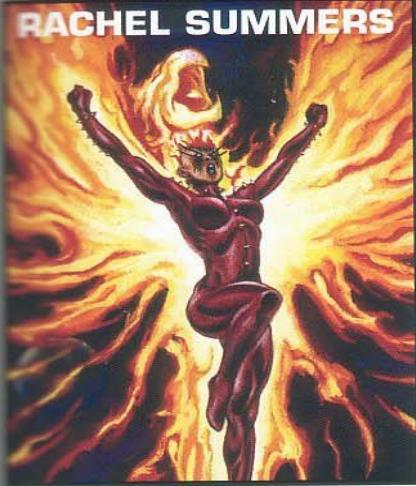
Accelerated Healing

Factor: Heal 1 white stone per 2 Panels, Regenerate 3 red stones per 2 white stones per Panel

Wealth: (3)

Psimitar: staff/blade:
(+3); (+2) Modifier to channel Telepathy and Telekinesis

RACHEL SUMMERS



ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)

- Hand-to-Hand
- X-Man Multi-Style

Ranged Combat: 5

(Weapon Modifier)

- Energy Weapons

Phoenix Force: 7

Force Field: 4

Flight: 9

Telekinesis: 6

MODIFIERS

Mutant, Human appearance, but has tattoos that mark her as a "hound" in her native reality (she uses her powers to hide this)

Sense Mutants: (3)

EQUIPMENT

Costume of Unstable Molecules: Defense (+1)

DESCRIPTION

In an alternate reality, Rachel Summers was the daughter of Scott Summers and Jean Grey. She was captured by authorities and brainwashed into serving as a mutant-hunting "hound." She saw the X-Men all but wiped out by Sentinels. Finally, Rachel escaped to our reality, where she found that the X-Men weren't dead and Scott and Jean weren't her parents. She also found she could access a small part of the same Phoenix Force that her mother could. Taking the name Phoenix, she joined the X-Men, and later, Excalibur. In order to save Captain Britain, her teammate who was trapped in the timestream, Rachel traded places with him and ended up 2,000 years in the future. There, she founded the Clan Askani to oppose Apocalypse, and as Mother Askani, she raised Nathan Summers to become his archenemy.

Rachel Summers is a powerful mutant with numerous psionic abilities. Thanks to the Phoenix Force, she can exist in any environment without harm, project force bolts, force fields and fly. She possesses the power of telepathy like her mother and can cast illusions.

Rachel has fought in many eras and watched the X-Men die over and over again. She has hunted mutants and caused their deaths. As a result, Rachel feels she has much to make up for. She is far older and wiser than she appears, and has risen above the hatred and mistakes that marked her youth.

Rachel Summers

Height: 5'7"

Weight: 125 lbs.

Eye Color: Green

Hair Color: Red

Species: Mutant

ABILITIES

Intelligence: 2

Strength: 2

Agility: 3

Speed: 3

Durability: 4

4

12

Telepathy: 6

(Intelligence Bonus)

- Illusions
- Create links with others
- Telepathic Communications
- Mental Bolts
- Edit Memories

Hunting/Tracking: 6

- Following Mutants
- Spot/Set Ambush
- Spot/Set Traps
- Interrogation

Social Skills: 6

- Youth Culture
- Academic Culture
- Clan Askani

Mental Defense: (+6)

Phoenix Force Energy: 14 free stones of energy per Panel to use as she likes

Team Affiliation: X-Men

Wealth: (2)

Communicator

Shiro Yoshida

Height: 5'10"

Weight: 175 lbs.

Eye Color: Dark Brown

Hair Color: Black

Species: Mutant

ABILITIES

Intelligence: 2

Strength: 3

Agility: 3

Speed: 2

Durability: 4

4

12

ACTIONS

Close Combat: 5

(Agility Bonus or Weapon Modifier)

- Karate
- Kendo (swords)
- Samurai Skills
- X-Man Multi-Style

Ranged Combat: 5

(Weapon Modifier)

- Energy Weapons

Flight: 6

Black Ops: 5

— Japanese Military Intel. (Yakiba) Training

MODIFIERS

Mutant, Human appearance

Psionic Energy Field: (4), acts like a Force Field of 4 vs. physical, 8 vs. energy attacks

Energy Defense: (+2)

Reflexive Dodge: (+2)

EQUIPMENT

Body Armor: Defense (+1)

DESCRIPTION

Shiro Yoshida's mother was exposed to the radiation emitted by the bombing of Hiroshima. Years later, she died giving birth to Shiro. While Shiro's father worked to improve relations between Japan and America, Shiro's uncle raised Shiro to hate anything American. When Shiro's mutant powers emerged, his hatred burned even brighter. As Sunfire, he attempted to destroy the U.S. Capitol, and found himself in battle with the original team of X-Men. Ironically, years later Professor X would recruit Sunfire to rescue those same X-Men. Sunfire stayed with the X-Men for just a single mission, after which he returned to his home to serve as a special agent for the Japanese government. Recently, Sunfire joined the Mumbai, India branch of X-Corporation, the mutant search-and-rescue operation.

Sunfire gets his power from the solar and electromagnetic energy of the sun. He can ionize matter and convert it into plasma, creating a fiery aura around his body and unleashing it in concussive force blasts from his hands. He can detect people according to their heat patterns. Sunfire is also an expert in hand-to-hand combat.

Where once Sunfire was consumed with hatred, he has since learned to love, forgive and trust. And Sunfire believes that if he who was born out of hate can learn to trust, then so too can humanity learn to overcome its hate and fear of mutants.



SUNFIRE

Mastery of Plasma: 7

- Immune to plasma
- May combine Close/Ranged Combat stones with Mastery
- Force Blast, x2 Damage
- Absorb 3 per Panel from solar/electromagnetic energy source.
- Regenerate +1/Panel in sunlight
- Absorb solar/plasma attacks
- Free Force Field
- Overstrain, but effects last for hours, not weeks

Social Skills: 4

- Japanese Language/Culture
- Far-Eastern Cultures

Targeting: (+1)

Enhanced Vision: (7), infrared

Team Affiliation: X-Corporation

Wealth: (3)

Communicator

SUNSPOT



ACTIONS

Close Combat: 4

(Strength Bonus or Weapon Modifier)
— Trained by Cable

Ranged Combat: 2

(Weapon Modifier)
— Handguns
— Force Bolts

Flight: 6

— Can't maneuver

Vehicles: 4

— Bikes
— Cars
— Aircraft of all kinds

MODIFIERS

Mutant, can appear human
When using his power, his body and clothing turn black.

EQUIPMENT

Communicator

DESCRIPTION

Wealth and power couldn't isolate Roberto DaCosta from the impact of being a mutant. His power first emerged during a soccer game, panicking the crowd. When he came to the attention of Donald Pierce, the renegade White Bishop of the Hellfire Club, Pierce ordered Roberto kidnapped. The mercenaries failed, but killed his girlfriend Julianna. Roberto vowed revenge and then joined the New Mutants as Sunspot. Later, he was mysteriously kidnapped and subjected to experiments which increased his powers. Eventually, Sunspot was blackmailed by Selene into taking his murdered father's place as the Black Rook of the Inner Circle of the Hellfire Club. He accepted, hoping to destroy the Club from within. But he recently had to put his quest for revenge on hold in order to take charge of the Los Angeles branch of the X-Corporation.

Sunspot absorbs solar energy, which he can use to increase his physical strength, fly or shoot energy blasts from his hands. When he uses his abilities, strange black dots appear all around his body. When not in direct sunlight, though, he loses his power quickly.

Like Archangel, Sunspot comes from money and appreciates the finer things in life. As a result, these days his fight for mutant rights takes a less direct path. He will often wage his battles using politicians and through social circles like the Hellfire Club rather than in the streets. He is an essential part of Xavier's plan to transform a culture that hates and fears into one characterized by peace and trust.

Roberto DaCosta

Height: 5'8"
Weight: 170 lbs.
Eye Color: Brown
Hair Color: Black
Species: Mutant

ABILITIES

Intelligence: 2
Strength: 2 (6*)
Agility: 2
Speed: 2
Durability: 4

(4) (12)

Mastery of Solar Energy: 6

— Increase Strength to 6
— (+1) Situational Modifier if in full Sunlight, (-1) if in Darkness
— Immune to Energy Attacks
— Absorb heat/light attacks
— Regenerate +1/Panel in sunlight
— Energy Blast from hands

Soccer: 5

(Agility Bonus)

Social Skills: 4

— Brazilian Culture
— Hellfire Club
— Mutant Culture
— Sports Culture

Team Affiliation:

X-Corporation

Wealth: (6)

Neil Sharra

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

ABILITIES

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

(3) (9)

ACTIONS

Close Combat: 3

(Strength Bonus or Weapon Modifier)
— Hand-to-Hand
— Self-Defense
— Indian Police Procedures

Ranged Combat: 2

(Weapon Modifier)

— Handguns

Flight: 6

— Often leaves a trail of fire

THUNDERBIRD



Black Ops: 3

— Missing Persons
— Indian Police Procedures
— Sentinel Operations

Mastery of Plasma: 8

— Immune to plasma attacks
— Free Force Field
— Force Blast, 2x Damage
— Accumulate Energy

Social Skills: 3

— Bangladeshi Culture
— Many Indian Subcontinent Languages
— Police Procedures

Team Affiliation: X-Men

Wealth: (2)

Costume of Unstable Molecules: Defense (+1)

MODIFIERS

Mutant, can appear human

EQUIPMENT

Communicator

DESCRIPTION

Neal Sharra first became aware of the mutant cause after his brother Sanjit disappeared. Neal tracked him to a mutant-hating organization called Operation Zero Tolerance, where he discovered that his brother had been transformed by Bastion into one of his cyborg Prime Sentinels. Neal was captured, and Bastion tried to convert him into a Sentinel as well, but the stress of the process triggered Neal's own latent mutant abilities and brother was set against brother. Neal destroyed Bastion's base, while Sanjit was able to overcome his Sentinel programming at the last minute and died disabling the other mutant-hunting Sentinels. Neal escaped and, now a mutant, went home to his parents. They suggested he see their old friend, Dr. Moira MacTaggert, and through her Neal met Professor X and was asked to join the X-Men. He went with them on their mission to try and locate the missing notebooks of Destiny, the mutant seer who had chronicled the next thousand years of mutant and human history. He has recently left the X-Men in order to help Lifeguard in the search for her missing brother, Slipstream.

Thunderbird can convert ambient heat energy into plasma in much the same way as Sunfire. He unleashes concussive blasts from his hands and a fiery aura forms around him when he uses his power. His body is protected from the heat he generates. He can also fly.

Neal has lost his brother and two lovers to the battle between humans and mutants. Rather than destroy him, though, it has only strengthened his resolve to fight for the day when humans and mutants can live together in peaceful coexistence. And ever since he joined the X-Men, he doesn't have to wage that fight alone.

VENUS DEE MILO



Dee Milo

Height: 5'6" *
 Weight: 114 lbs. *
 Eye Color: Yellow *
 Hair Color: Black *
 Species: Mutant
 * In containment suit.

ABILITIES

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

3

9

ACTIONS

Close Combat: 1

(Strength Bonus or
 Weapon Modifier)
 — X-Statix Training

MODIFIERS

Mutant, her body consists of pure energy; she can appear human only by wearing containment suit (see Equipment)

EQUIPMENT

Containment suit: red, with straight black hair, three-quarter length gloves

DESCRIPTION

Dee Milo never wanted to be a mutant. She never wanted to become a being of pure energy. And she never wanted to live with what this power would cost her. When she was 11, her family was killed in an explosion caused when she first transformed into pure energy. Luckily, Professor X found her and built a containment suit that allowed her some level of humanity. Eventually, she was asked to join X-Statix as the replacement for the deceased U-Go Girl. Even joining X-Statix has brought its own problems. Fans accuse her of being an opportunist trying to cash in on U-Go Girl's death, and contract troubles with the made-for-TV O-Force almost prevented her from being allowed to join the team. But Spike Freeman, financier of the X-Statix, bought out her contract for millions of dollars, allowing Venus to leave O-Force and join the team. Venus Dee Milo continues to work with Professor X, learning how to control her powers and use them to travel into the alternate dimensions with which her power seems to be somehow connected.

She is a mutant whose body was converted into pure energy with its first manifestation. She is forced to wear a containment suit developed by Professor X to keep her form from disintegrating. Venus is able to utilize her energy to teleport herself and others over great distances, traveling through different dimensions as she does so. She can project blasts of concussive force and heal the moderate injuries suffered by others. For the most part, however, the extent of her super powers is unknown.

Dee Milo suffers from tremendous guilt over causing the deaths of her family. She has tried to kill herself four times, been in therapy for eight years and is often sedated to stave off the nightmares she has about her parents' deaths. But X-Statix is the perfect team for super heroes with problems, and may turn out to be exactly what Dee needs in order to learn how to live with herself.

James Proudstar

Height: 7'2"
 Weight: 350 lbs.
 Eye Color: Brown
 Hair Color: Black
 Species: Mutant

ABILITIES

Intelligence: 2
 Strength: 8
 Agility: 4
 Speed: 7
 Durability: 4

4

12

ACTIONS

Close Combat: 5

(Strength Bonus or
 Weapon Modifier)
 — Apache Weaponry
 — Trained by Cable
 — X-Man Multi-Style

Ranged Combat: 4

(Weapon Modifier)
 — Bows
 — Thrown Weapons

MODIFIERS

Mutant, Human appearance, Thunderbird tattoo on back

Animal Senses: (4)**Reflexive Dodge: (+2)**

EQUIPMENT

Body Armor: Defense (+1)

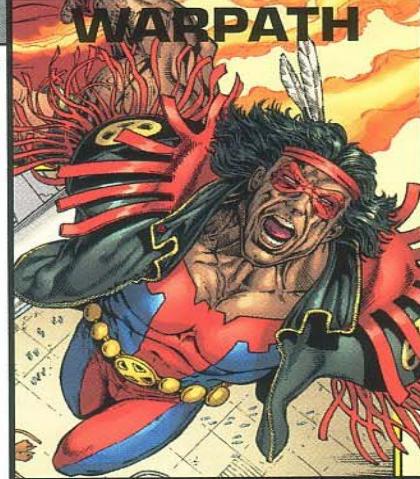
DESCRIPTION

James Proudstar is an Apache and the brother of the first X-Man to ever die in battle, the original Thunderbird. Because he blamed Professor Xavier for his brother's death, James joined Emma Frost's mutant team, the Hellions. There he gave vent to his hatred and rage, but it turned out not to be who he was. He learned over time that Xavier was not to blame for his brother's death and decided to devote his power to making the world a better place. He joined the mutant strike team, X-Force, and helped Cable wage war against Apocalypse and Stryfe. He left X-Force for a while to adventure on his own, but returned to the team after an encounter with Stryfe. He stayed with the team when Pete Wisdom became its leader, disappearing when X-Force was seemingly killed in an explosion. Recently, Warpath resurfaced and joined the X-Corporation branch in Mumbai, India, devoting his life to saving the lives of persecuted mutants everywhere.

Warpath possesses superhuman strength, speed, agility and durability. He possesses a great degree of resistance to physical injury and can go toe-to-toe with the strongest of opponents—even Juggernaut. He has recently learned how to fly. He is extremely skilled in hand-to-hand combat. The traditional wilderness skills of his people and the training he received from Cable while he was a member of X-Force have also made Warpath a formidable hunter and tracker.

Warpath's original anger and resentment has turned to the resolve that he can best honor his brother's spirit by making certain that other mutants need not die the same way. As a result, James Proudstar is fast becoming one of the most idealistic of the X-Men.

WARPATHT



Hunting/Tracking: 6

— Wilderness Survival
 — Traditional Apache Skills

Flight: 5

Vehicles: 4

— Motorcycles
 — Ground Vehicles
 — Jet Aircraft
 — Special flying devices

Social Skills: 2

— Apache Language/Culture
 — Mutant Culture

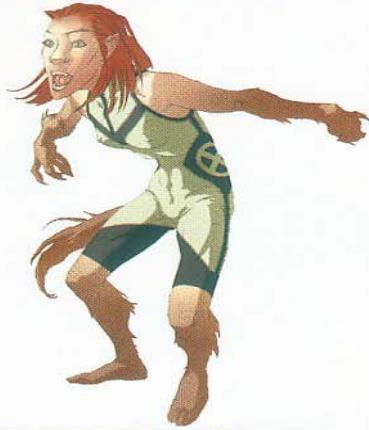
Toughness: (+2)

Team Affiliation:
X-Corporation

Wealth: (1)

Communicator

WOLFSBANE



ACTIONS

Close Combat: 3/4/5

(Agility Bonus or Weapon Modifier, Strength Bonus in Wolf form)

Hunting/Tracking: 0/2/4**MODIFIERS**

Mutant, can appear human. As a wolf she cannot speak; only limited use of paws as hands in transitional form.

Psychic Link to Moonstar

Transform Self, 2 forms, Intermediate form and Wolf form

Reflexive Dodge: (+1)/(+2)/(+2)**EQUIPMENT**

Communicator

DESCRIPTION

Rahne Sinclair is a werewolf, but there's nothing supernatural about her. She is a mutant. She was abandoned at birth and raised by a Scottish fire-and-brimstone minister. When her mutant abilities manifested at 14, not only did he cast her out, he also led a lynch mob to hunt her down. She was rescued by Dr. Moira MacTaggart, the mutant geneticist who had helped deliver her at birth, and sent to join Professor X's New Mutants. Rahne gained a new confidence in herself and lost her superstitious, religious belief that she must be evil because of what she was. She later joined X-Factor. Wolfsbane then joined up with the X-Men for a time before striking out on her own. She was at Muir Island when the Brotherhood of Evil Mutants attacked. With her power neutralized by a weapon, Wolfsbane could only watch helplessly as the Brotherhood proceeded to murder Dr. MacTaggart, one of the only people who ever truly cared about her.

In lupine form, her strength, speed, agility and senses are similar to those of a wolf. In her transitional form she has access to both her humanity and the characteristics of a wolf. Due to subsequent genetic engineering, she can reach 8 feet in height and is consumed by a greater fury than before.

Rahne's fears have gotten the better of her more often than she would like. She was raised in an environment of fear and prejudice, and it almost destroyed her. Her father scarred her so deeply that she has found it nearly impossible to form romantic relationships. But her experiences with the X-Men and the love she received from Dr. Moira MacTaggart have helped her learn to accept herself, and not to base her own self-image on the judgments of others.

Rahne Sinclair

Human/Transitional/Wolf
Height: 5'2"/8'/12' long
Weight: 110 lbs./
410 lbs./1,050 lbs.
Eye Color: Blue-Green
Hair Color: Red/Reddish-Brown/Reddish-Brown
Species: Mutant

ABILITIES**Intelligence: 2/2/2****Strength: 2/3/4****Agility: 3/3/2****Speed: 2/3/4****Durability: 3/4/4****(3) 9 (4) 12 (4) 12****Ranged Combat: 3/0/0**

(Weapon Modifier)

Social Skills: 3/1/0

- Scotland History/Culture
- Religious Culture
- Mutant Culture

Animal Senses: (0)/(2)/(4)**Claws: (0)/(+1 attack)/(+1 attack)****Fangs: (0)/(+1)/(+2)****Enhanced Vision: (0)/(+2)/(+4), ultraviolet, infrared****Team Affiliation: New Mutants****Wealth: (2)**

Costume that becomes collar when she changes to wolf form

Unrevealed

Height: 6'2"
Weight: 240 lbs.
Eye Color: Inapplicable
Hair Color: Inapplicable
Species: Mutant

ABILITIES**Intelligence: 3****Strength: 2 (7*)****Agility: 2****Speed: 2****Durability: 3****(4) 12****ACTIONS****Close Combat: 3**

(Strength Bonus or Weapon Modifier)

Social Skills: 4

- Chinese Languages/Culture
- Tibetan Monastery Training
- Zen-Buddhist Culture
- Teaching

MODIFIERS

Mutant, has a microscopic star in his brain. His power is potentially out of control (see Equipment).

EQUIPMENT

Iron Mask: Must be worn or all nearby subjected to intense radiation assault of (10)

DESCRIPTION

Xorn has no head. It was incinerated by a microscopic star that exploded in his brain two days after reaching puberty. Interestingly, instead of killing Xorn, it gave him tremendous power. Fearing the destruction he could cause, Chinese authorities built a prison around him and forced him to wear an iron mask to contain his powers. He stayed in this prison for decades until Cyclops came to rescue him. Cyclops talked Xorn out of his plan to commit suicide by creating a black hole that would destroy the world. Xorn helped the X-Men defeat Cassandra Nova, Xavier's evil twin. He helped eradicate the nano-Sentinel infection that was threatening the team. And he even did what medical science could not: He healed Professor Xavier's legs, allowing him to walk again. Now Xorn is a member of the staff at the Xavier Institute. He has taken a particular interest in the group of students known as the "special class," that is, those mutants with serious debilitations or physical deformities that make them outcasts even within a society of outcasts.

The iron mask Xorn wears is a safeguard to those around him—they could be incinerated by the star that still remains in his mind. Xorn's mutant power allows him to manipulate gravitational fields, and he can even cause his star to collapse by making a black hole. He has amazing healing abilities, the limits of which have not been fully measured, but which already seem highly advanced.

Xorn is a devout Zen Buddhist who is constantly searching for ways to spread beauty and peace. As a teacher at the Xavier Institute, he can concentrate on helping himself—and the world at large—find peace and beauty, both among themselves and among those whom they hate and fear.

XORN

**Healing: 8**

(Intelligence Bonus)

Mastery of Gravity: 7

- Intelligence Bonus
- *Increase Strength to 7
- Immune to the effects of gravity
- Force Blast, 3x Damage
- Manipulation of gravitational wavelengths

Enhanced Hearing: 5**Team Affiliation: X-Men****Wealth: (Unrevealed)****Body Armor: Defense (+1)****Communicator**

Not all characters need their own character profiles. For this reason, we've prepared the following group profiles. They won't tell you everything there is to know about these groups, but they'll tell you enough to use these groups in your Adventures when you need them. Many of these characters are included in "Creating Your Own Teams of NPCs" on P. 55-70, and are so noted.

THE NEW CLASS AT THE XAVIER INSTITUTE FOR HIGHER LEARNING

The Xavier School for Gifted Youngsters has done more to train young mutants how to use their powers than anywhere else on Earth. Behind its protective walls, it has prepared them to fight for their own freedom and to exist as mutants in a world that hates and fears them.

But now the School has become the Institute. And the revelation that its students are all mutants means that the protective walls are no longer quite so secure. The current class is different from any other class in the history of Xavier's. These students do not fight. Where once the students of Xavier's school went on field missions, this current class goes on field trips.

Professor Xavier no longer teaches students directly. Now many of the teachers are themselves former students: Beast, Cyclops, Jean Grey, Wolverine and Chamber. They have been joined by Northstar (Alpha Flight), Xorn and the former headmistress of the Massachusetts Academy and leader of Generation X, Emma Frost.

There are more students than ever before, perhaps as a result of "going public." Current students include the new Angel (flight, deafening ultrasonic wing vibrations, acid projectile vomit), Basilisk (a strobe pulser), Beak (flight), Dummy (gaseous form), Ernst (superhuman strength), Glob Herman (transparent, flammable paraffin body), Kid Omega (omega-level super intellect, telepath), No-Girl (unknown, possibly invisible), Radian (blinding ultraviolet flashes), Redneck (intense heat-generating hands), Slick (illusory self-image, enhanced charisma), Squid Boy (ability to breathe and talk underwater), the Stepford Cuckoos (a group telepath made up of 5 girls), Tattoo (physical intangibility, chameleon skin) and the mutant brain known as Martha Johansson (suppression of other mutant powers, telepathy).

ACOLYTES

(Also see team and individual entries on P. 55-70.)

On the run from U.S. soldiers, Fabian Cortez led the Acolytes to Asteroid M, where Magneto granted them refuge. They became convinced that Magneto would be the savior of mutantkind and swore their loyalty to him over than Cortez. They inspired the retired Magneto to strike back at humanity once again, calling humans "flat-scans" because of their genetic inferiority. They were religious fanatics who saw Magneto less as a man or mutant, and more like a god. Even the X-Men's Colossus became a member of Magneto's Acolytes after the death of his sister, Illyana, and brother, Mikhail. But the fanaticism of the group was too much for Colossus to accept, and he left to join the X-Men again.

Unfortunately, the Acolytes had certain expectations of

how Magneto should behave, and they were militant in their devotion. They had no room for him to show mercy or love. In many ways, actually meeting and serving the object of their devotion was a terrible disappointment. It wasn't long before seeds of betrayal were growing within those who claimed to be Magneto's servants. After Magneto's disappearance, Exodus, Magneto's herald, took over the leadership of the team. This led to an almost fatal confrontation between Exodus and Fabian Cortez and the destruction of Asteroid M.

Magneto rebuilt his asteroid base as Avalon, which became the headquarters of the Acolytes until Exodus fought Holocaust, a mutant enemy from an alternate reality who opposed both Magneto and the X-Men alike. Avalon was destroyed in the ensuing battle.

When Magneto was given control over the island-state of Genosha, the Acolytes followed and, in their own dysfunctional way, continued to try to serve their master. That is, some of them. Others left to join the Zealot, a Genoshan who led the Carrion Cove rebellion and was responsible for the civil war that had been tearing Genosha apart.

MORLOCKS AND GENE NATION

(Also see team and individual entries on P. 55-70.)

The Morlocks are mutants too grotesque, too freakish to be able to hide their genetic nature from the surface world. The Morlock community was founded by the mutant Callisto. She named them the Morlocks after the subterranean antagonists from H.G. Wells' *The Time Machine*. But where Wells' creations fed upon the world above, these Morlocks are the outcasts of that world.

Together with a being sensitive to the presence and pain of other mutants called Caliban, Callisto forged a community of these outcasts. Many of them were not merely mutants, but the rejected genetic experiments of the Dark Beast, an alternate version of Hank McCoy from a reality where Apocalypse ruled. They took up residence below the streets of New York City in the "Alley," an enormous, long-abandoned tunnel. Running the length of Manhattan, the Alley was originally a nuclear fallout shelter for the Tri-State area.

One day, years later, Callisto took notice of the X-Man, Angel. She was so moved by his beauty that she kidnapped him, swearing that the only way for him to free himself would be to pledge his affections to Callisto. The X-Men tracked him to the Alley, where Storm battled Callisto for Angel's freedom. Storm won, and became the leader of the Morlocks.

The Morlocks were not only rejected by humanity, but also by their fellow mutants. Apocalypse saw them as unfit for the age to come. Mr. Sinister, Apocalypse's agent, hired Gambit to recruit a team of Marauders. To Gambit's horror, the Marauders then proceeded to massacre the Morlocks. While many escaped the attack, many more were killed. Angel was injured, and his wings had to be amputated as a result. Magneto later put Gambit and the Marauders on trial for their crimes against mutantkind.

Mikhail Rasputin, the older brother of Colossus and Magik, saved some of the Morlocks by transporting them to another dimension he referred to as "the Hill." In this other dimension, Mikhail raised and trained them to avenge all their fallen

brethren. When he saved them, they were children. He waited in this other dimension until they grew and their abilities manifested themselves, and then he forced them to fight each other. This, he believed would turn them into warriors ready to avenge the deaths of the mutant massacre. He turned them into the Gene Nation, a new terrorist group dedicated to avenging the blood of slain mutants. This group was led by Marrow before she joined the X-Men.

Currently, the Morlocks are a fragmented society. While Callisto is still the closest thing to a queen they have, they are more a loose collection of clans than a unified nation. Also, they're not confined to New York. Separate groups of outcasts live below the streets of most major American cities. Hiding from mutant-hunting Sentinels and the world above, they struggle to survive in a world that has utterly rejected them.

SENTINELS, MASTERMOLD, NIMROD, BASTION, BOLIVAR & LARRY TRASK

The irony is that Dr. Bolivar Trask created the Sentinels for his children. So fearful was Trask of a world filled with mutants that he created the robot sentinel program to hunt down, incarcerate and even potentially assassinate mutants. Little did he know that his children, Larry and Tanya, would grow up to become mutants themselves. When Trask realized that his creation was not only a threat to his children, but also to all of humanity, he sacrificed his life to stop the Sentinels. His attempt failed and the Sentinels were rebuilt by Trask's son, Larry, who was not even aware of his own genetic mutations. As a result, the Sentinels killed him. The X-Men have fought the Sentinels many times, and have watched in horror as these creatures have mutated themselves. And if it is true, as some believe, that all of humanity will one day evolve into *homo superior*, then everyone will ultimately become a target of these soulless techno-assassins.

MASTER MOLD The Master Mold Sentinel was the first Sentinel, the prototype for all those to come. Trask thought he'd destroyed the Master Mold in the explosion that took his own life. But years later, Cyclops faced the remains of the prototype, which was now attempting to rebuild itself.

NIMROD This is the most sophisticated form of Sentinel created. It comes from an alternate future where most of the X-Men have either been captured and imprisoned or killed. Nimrod followed Rachel Summers into the present for the purpose of hunting her down, only to discover a world more in need of its primary objective than the future it left. When Nimrod found a remnant of the Master Mold prototype, its own programming was overwhelmed by the prototype and the two Sentinels were rebuilt as one being, Bastion.

BASTION One of the reasons humanity never embraced the Sentinel program was that these robots appeared more fearsome than the mutants they were supposed to hunt. But not any more. Unlike the Sentinels of the past, Bastion looks like a human being. Bastion almost succeeded in ridding the world of mutants using his Prime Sentinels: humans unknowingly implanted with nano-technology that transformed them into Sentinels. Even Senator Robert Kelly and Henry Gyrich, not exactly friends of mutants, recognized the danger Bastion

and his Operation: Zero Tolerance represented, and convinced the President and S.H.I.E.L.D. to shut the program down.

DEMONS

(For Demon specifications, see MURPG Game Guide, P. 113.) While the X-Men have faced many demons, their supernatural adventures have frequently involved the other-dimensional realm known as Limbo. The Lord of Limbo was a 13th-century sorcerer known as Belasco, who made a deal with the elder gods. Since Demons are untrustworthy, he kidnapped Illyana Rasputin from the X-Men to become his disciple. Under his tutelage, Illyana became a dark and terrible sorceress. While in Belasco's care, Illyana met S'y'm, Belasco's principal Demon enforcer, and N'astirh, a Demon who coveted her position as Belasco's disciple.

Eventually, Illyana overthrew Belasco and took the name Magik. But she didn't want to rule Limbo, so she left S'y'm to rule in her place and returned to Earth. S'y'm, now more powerful than ever, summoned N'astirh and commanded him to steal 13 children to be sacrificed to establish a portal to Earth to conquer humanity. Magik foiled the plan, but was transformed into the demonic Darkchylde.

N'astirh had stolen Belasco's primary book of magic and become a formidable sorcerer himself. He defeated S'y'm and tried to create another portal to Earth, this time by corrupting the clone of Jean Grey, Madelyne Pryor. Pryor's own mutant abilities and her darker nature were released and she became the Goblin Queen. But due to the combined might of the X-Men and X-Factor, N'astirh was completely destroyed.

BELASCO Demonic appearance, short red horns on forehead, long pointed tail, fangs and pointed ears. He is missing his right arm. (Height: 6'4", Weight: 250 lbs, Hair: Brown, Eyes: Black). **ABILITIES:** Int: 6, Str: 2, Agi: 2, Spd: 2, Dur: 6; **ACTIONS:** Mastery of Magic: 7 (Int. Bonus Accumulate Energies, Increase Action Modifier), Sorcery: 8 (Int. Bonus, Transform people into animals or Demons, Raise the dead), Summoning: 8, (Int. Bonus, Demons of Limbo), Teleport: 8 (also travel to/from Limbo), Close Combat: 1 (Int. Bonus, Swords), Leadership: 5, Social Skills: 8, General Knowledge: 8 (Black Magic); **MODIFIERS:** Toughness: (+6), Magical Defense: (+8), Mental Defense: (+7), Energy Defense: (+7), Immortality, Elder Gods Bonus: (+2) to all Magic in Limbo, Reconstitute Self (reappear in Limbo), Healing Factor, Transform Others/Objects by Touch (into demon forms under his control, lasts till Belasco is defeated), Wealth: 10; **EQUIPMENT:** Belasco's Book of Spells, Belasco's sword (+4) 2x Damage, Armor Penetration, Damage done to Belasco with this sword can't be cured.

N'ASTIRH Demonic appearance, green skin, fangs, claws, pointed ears. **ABILITIES:** Int: 4, Str: 6, Agi: 5, Spd: 5, Dur: 5; **ACTIONS:** Close Combat: 4 (Str Bonus), Flight: 5, Black Ops: 6 (Black Magic, Misinformation), Social Skills: 2, Teleport: 8 (also travel to/from Limbo), Master of Magic: 3 (Int. Bonus Accumulate Energy, Increase Action Modifier), Sorcery: 6, Summoning: 6, Social Skills: 6 (Lying, Tricks); **MODIFIERS:** Toughness: (+4), Mental Defense: (+4), Immortality, Reconstitute Self (reappear in Limbo), Healing Factor, Claws: (+2), Fangs: (+1), Energy Defense: (+4), Magic Defense: (+4), Transform Self (Unlimited, can appear as any 10-stone physical

being or object). Transform Others/Objects by Touch (into demon forms under his control, lasts until N'astirh defeated), Iron Sensitivity: Iron/steel weapons (incl. bio-organic steel) do 3x Damage and touch causes pain; FACTORS: Control Factor: Must obey the Ruler of Limbo, otherwise, 6 red stones per Panel, Binding Factor: 27.

S'YM Demonic appearance, reddish skin, fangs, claws and pointed ears, massive physique. **ABILITIES:** Int: 2, Str: 10, Agi: 5, Spd: 5, Dur: 4; **ACTIONS:** Close Combat: 4 (Str. Bonus), Flight: 5, Black Ops: 6, Teleport: 8 (also travel to/from Limbo), Social Skills: 2, Master of Magic: 2, Summoning: 4 (From Belasco's Limbo); **MODIFIERS:** Toughness: (+4), Mental Defense: (+4), Immortality, Reconstitute Self (reappear in Limbo), Healing Factor, Claws: (+2), Fangs: (+1), Energy Defense: (+4), Magic Defense: (+4), Transform Self (Unlimited, can appear as any 10-stone physical being or object), Iron Sensitivity: Iron/steel weapons (incl. bio-organic steel) do 3x Damage and touch causes pain; **FACTORS:** Control Factor: Must obey the Ruler of Limbo, otherwise, 4 red stones per Panel, Binding Factor: 33.

MISCELLANEOUS HUMANS

Over the years, the X-Men have come into contact with their share of *homo sapiens*, both friendly and antagonistic. Some have met the team through official business, like Valerie Cooper, the government liaison to X-Factor, and Charlotte Jones, a NYC police officer. Some have worked with the X-Men, like nurse Annie Ghazikhalian and dance instructor and physical therapist Stevie Hunter. But by far the most important humans in the lives of the X-Men have been either their staunchest allies or their worst enemies. Here are just a few:

GRAYDON CREED This anti-mutant demagogue headed the "Friends Of Humanity" political party, an organization which literally terrorized mutants. Creed's hatred for mutants increased exponentially when he learned that his parents were the mutants, Sabretooth and Mystique.

HENRY GYRICH Federal Agent Henry Gyrich has, perhaps more than any other government figure, attempted to control super-powered individuals. While attached to the Avengers, he attempted to control and determine the team's actions and membership. He worked behind the scenes with a mutant named Forge to create a weapon that had the ability to nullify mutant powers. He was involved in two covert anti-mutant government operations, Project Wideawake and Operation: Zero Tolerance. Unlike those humans that are motivated by fear and distrust, Gyrich is motivated by power. He is not to be trusted, even by his fellow humans.

CAMERON HODGE Cameron Hodge was an old schoolmate and friend of Warren Worthington, the X-Man known as Angel. Unknown to Warren, Hodge hated mutants. He was jealous of Warren's wealth, inherent beauty and power. Hodge helped Worthington establish the first X-Factor team, pretending to be on the mutants' side while in reality using X-Factor to spread anti-mutant hysteria. Hodge was fired from X-Factor and later headed to Genosha, where he began plotting the destruction of the X-Men. Along the way, he killed

Worthington's fiancée, Candy Southern. As a result, Archangel beheaded him in a blind rage. But Hodge had struck a deal with the demon N'astirh, and he survived. With his head now attached to a spider-like body, Hodge was now more machine than human, and an even greater threat to the safety of mutants and the X-Men alike.

KA-ZAR Lord Plunder, the famous English explorer, discovered the Savage Land many years ago. The explorer returned later with his son, Kevin, only to be killed by the primitive Man-Apes. Kevin was rescued, and later raised, by a ferocious sabertooth tiger whom he named Zabu.

Kevin adopted the name Ka-Zar (meaning "Son of the Tiger") and grew to become Lord of the Savage Land. When the X-Men found themselves trapped in the Savage Land, Ka-Zar helped them survive the dangers and defeat their enemies. Ka-Zar has fought alongside the X-Men against Magneto, the pterodactyl-like Sauron, Zaladane's mutants and other foes. Ka-Zar married American anthropologist Shanna O'Hara, who bore him a son, Matthew.

SENATOR KELLY Perhaps no human opposed Xavier's dream more than Senator Robert Kelly. Kelly spearheaded a "Mutant Registration Act" whose purpose was to locate and monitor the actions of mutants in the United States. After his wife was killed by collateral damage from a fight involving the X-Men, his hatred rose to new heights. He supported the Sentinel program and Operation: Zero Tolerance (for a time). For all this, the X-Men saved his life on at least two separate occasions. After the mutant Pyro saved Kelly from assassination by other members of the Brotherhood of Evil Mutants, Kelly abandoned his anti-mutant stance.

DR. MOIRA MACTAGGERT Moira MacTaggert's work in the field of genetics won her the Nobel Prize. In graduate school, she met and fell in love with Charles Xavier. Unfortunately, she was already married to the abusive Joseph MacTaggert, who refused to give her a divorce. Their only son, Kevin, turned out to be one of the most dangerous mutants ever born: Proteus, who had the ability to alter reality by willpower alone. After Proteus killed Joseph and beat the X-Men, Moira was forced to kill him for the good of humanity. She established a Mutant Research Center on Muir Island, and became a leader in working with mutants. She took an orphaned Wolfsbane as her ward, becoming the only truly stable adult in the shapeshifter's life. Over time, she fell in love with Banshee. When the mutant-killing Legacy virus appeared, Moira dedicated herself to finding its cure.

REVEREND STRYKER U.S. Army Ranger William Stryker's life changed forever when a car accident caused his pregnant wife to go into labor prematurely. The baby was an abomination, and Stryker killed it, and then his wife, before attempting to kill himself by blowing them all up in their car. Stryker survived, and eventually discovered that his child was actually a mutant. At that moment, Stryker turned to religion and began the Stryker Crusade. Now Reverend Stryker, he is the leader of a religious cult devoted to the destruction of mutants, complete with their own paramilitary wing called the Purifiers.

NEW ACTIONS

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

BIOCOMPUTING

Cost Level = Action Number + 3 Levels

DESCRIPTION

This power lets your brain work like a computer, allowing you to record, store, analyze, recall all data learned and to interface directly with computers. You can combine stones with any other Action where brainpower might be applicable. Power does not combine with combat Actions except where computers are directly involved.

COMMENTS

One of the most generally useful Actions available. It is expensive, but a wise player can buy it at low level and bring it up by adding Lines. An added boost to almost any other non-combat Action your character can perform.

Rules for Action Box:

- **Combine stones with other Actions**

EXAMPLE

Sage wants to put as much energy into her Telepathy as possible. She only knows Telepathy to 6, but can add in all 10 of her stones by putting 6 stones into Telepathy combined with 4 stones in Biocomputing.

BLASTING

Cost Level = Action Number + 2 Levels

DESCRIPTION

Similar to "Unstoppable," but you're rocketing through the air (Action Number = Max. flight speed) as opposed to traveling along the ground. You and anyone you carry are immune to the effects. You burst through anything of lesser Hardness (see the D&R), doing 2x Damage. Blasting generates a Force Field which can't be used offensively but protects you and passengers at 2x Defense,

just like a normal Force Field, and lasts for one Panel after you've stopped Blasting. Carry others at 1 extra red stone per person. Leaves a rocket-like trail of smoke and fire.

COMMENTS

If you want to get where you're going fast, not stop for anything along the way and pack a big punch when you get there, this is the Action for you. Blasting doesn't come with the free Ability Bonus that Unstoppable does, but who cares when the sky's the limit? Useful in underground adventures (read Cannonball's bio to find out why).

Rules for Action Box:

- **Action # = Max. flight speed**
- **Can burst through walls, etc.**
- **2x Damage**
- **Split stones for multiple targets**
- **Free Force Field protects self/passengers**

EXAMPLE

Cannonball grabs a teammate, puts 8 stones in Blasting and hurtles through the air. He strikes his target with 7 stones of effect, 2x Damage. He needs his 1 remaining stone to bring a teammate. Cannonball and the hero he is taking with him are protected by a Force Field of 7, which is doubled for free to (+14) Defense, as per a normal Force Field, while they are in flight, and for one Panel after.

COMPUTERS

Cost Level = Action Number

DESCRIPTION

Expertise in computers, a specialized subset of Technology. Works much like Technology, except it applies only to computer-related problems and does not include other technological devices. You may add Specialties (normally not allowed under Technology) to denote specific expertise.

To figure out the approximate Difficulty and Resistance of a computer problem, consult the Opening Locks row of the D&R chart. For cracking S.H.I.E.L.D. level computers, look up S.H.I.E.L.D. level security: the Difficulty is 6, the Resistance is 3,000, so you can figure that's probably about what you're up against. For reprogramming the X-Men's computers, look up the X-Men Mansion security. To download the data from a Shi'ar Battle Cruiser's computers, look up Advanced Alien. In other words, find the appropriate equivalent level, and use

the numbers provided. (You may also look at other rows, such as Technology, to help give you a sense of Difficulty.)

Specialties include

(feel free to make up your own):

Coding • Video Games • Hardware • Troubleshooting • Computer Languages • Alien Configurations

OPTIONS

- +2 to Cost Level to interface directly with computers (cuts Resistance in half).

COMMENTS

This skill is cheaper than Technology, but doesn't cover as much. However, the mere fact that computers are so common can make this a worthwhile skill to take in lieu of Technology. Later on, you may want to combine it with Technology or another Action for wider scope. Be sure to take advantage of your Specialties.

Rules for Action Box:

- **Intelligence Bonus**
- **Expertise in computers**
- **(Insert Specialties)**

EXAMPLE

Cypher has located an alien supercomputer and wants to recover data from it. Unfortunately, the computer is badly damaged, adding 5 to the normal Difficulty level of 7, for a Difficulty of 12. But Cypher is up to the task. He has Computer Skills at 5 + 5 Intelligence Bonus + 2 Situational Modifier for his Specialty in Troubleshooting. So he can overcome the Difficulty of the problem and can start to work on it. Looking at the D&R chart for Opening Locks, Cypher figures the Resistance is probably about 7,000+. So, with his Regeneration rate of 5 stones/Panel, he figures it should take him around 1,400 Panels or around 11 hours to get the data.

FEAR

Cost Level = Action Number + 1 Level

DESCRIPTION

Create fear in another person by overcoming his reason and causing his Actions to falter. Spend stones vs. Intelligence, and subtract damage from enemy red stones currently in an Action Box or from Energy Reserve. This only works against those who are capable of emotion, so it will prove quite ineffective against your standard Sentinel android or non-sentient monster. Range = 2.

OPTIONS

- Absorb Fear (+3 to Cost Level): Place both the stones you spent and any stones you removed from your victim into your Energy Reserve. Excess stones above your normal capacity drain off at 1 stone/Panel.

COMMENTS

Highly effective against "weak-minded" opponents. You decide where the "damage" comes from (that's good). But it is not effective against cyborgs and other things that are (literally) incapable of Fear. We'd give Daredevil a Situational Modifier against this—he is the Man Without Fear, after all. Not unlike "Drain Energy," but not quite as wide-ranged.

Rules for action box:

- Stones vs. Intelligence
- Range = 2
- Take enemy "Damage" directly from Action Box of your choice
- Split stones for multiple targets

EXAMPLE

Caliban sends a 6-stone wave of fear over Scalphunter, who is preparing to take a shot at Shadowcat. Scalphunter's Intelligence is 2, so 2 stones get through, and Caliban takes 4 stones from Scalphunter's Ranged Combat Box, ending his shot. Caliban also has the Absorb Fear option, so Caliban puts the stones he took from Scalphunter and the stones he just spent in his back into his available Energy Reserve.

GENETIC ENGINEERING

Cost Level = Action Number + 6 Levels

DESCRIPTION

You may permanently increase your subject's Abilities, as well as increase or give her new Actions and/or Modifiers, up to the Level of your Genetic Engineering Action Number, but no higher (i.e., your Intelligence Bonus doesn't apply). May only be done under specialized laboratory conditions.

To figure out how many stones you need to spend to increase your subject's numbers, you first need to look at the end result of the modification, and spend as many red stones as the final Action Number. Then you would add in stones for what the "extra" cost above the Action Number was. (Look at the original cost of the Abilities/Action/Modifier. If it says Cost = Action Number +

3 Levels, then you would have to add 3 more stones. To raise Intelligence and Durability, which actually have cost multipliers as opposed to extra cost levels, just add 2 stones and 3 stones, respectively.)

So, for example, to increase your subject's Toughness (Cost = Modifier Number +3) from 4 to 6, you would need to spend a total of 9 stones (6 for the base increase, and 3 for the extra cost). To raise their Intelligence from 3 to 4, you would need to spend a total of 6 stones (4 for the base increase, and 2 for the extra cost).

If an Action/Modifier cost is in white stones (such as Self-Contained Life Form), treat each white stone as if it were an Action Number. So to make your subject a Self-Contained Life Form, you would spend 3 stones.

The maximum number of stones you can spend on any single experiment is equal to your Genetic Engineering Action Number plus Intelligence Bonus. If you wish to spend more stones than that, you will have to do additional experiments.

All this takes time. At normal speed, you must spend 1 day for each stone of improvement to your subject. Special Equipment, such as the evolution chambers on Apocalypse's Celestial Ship, can make it quicker and "safer" at GM's discretion. You may also speed up the process by adding an extra red stone of haste for each day you shorten the process—see next paragraph.

- There are serious risks to Genetic Engineering. Each time you genetically enhance a subject (but only once per "experiment," no matter how many days it would take), you must put into a hat a number of white stones equal to the subject's Durability and one red stone for each point you increased each of their Abilities, Actions or Modifiers, and any additional red stones for haste. (So if you increased a subject's Strength from 3 to 4, and they had a Durability of 4, you would put 1 red stone and 4 white stones into the hat.) Then draw a stone. If a red stone comes up, something horrible occurs in addition to the desired effect. The GM is encouraged to be creative in this regard, depending on what the experiment was supposed to achieve. (In Marvel Comics, irony in such matters is highly regarded and is a much more desirable outcome than mere death.) You can make as many attempts as you like, but on each attempt, you must pick out of a hat for success or failure.

OPTIONS

- 2 to Cost Level if you can only enhance each subject once.
- +5 to Cost Level if no laboratory necessary.

COMMENTS

If you want to let out the mad scientist in you, this is a good one. Make friends. Influence people. Remember: "If at first you don't succeed, try, try again." And above all, keep in mind that the end justifies the means...

Rules for action box:

- Intelligence Bonus
- Raise Abilities/Actions/Modifiers of others
- Subject's Durability vs. amount of increase for risk
- Split stones for multiple Abilities/Actions/Modifiers

EXAMPLE

Look at what GE can do: Mr. Sinister had normal human Abilities (except for the 7 in Intelligence), but after undergoing an extended series of "treatments" courtesy of Apocalypse, he emerges from the evolution chambers with his Abilities as we see him in his profile—plus inhuman appearance and altered personality for the red stones he drew while under experimentation. Here's how that happened:

Apocalypse decides to raise Sinister's Durability to 6. He has a total of 15 stones to spend per experiment (Genetic Engineering at 9 plus his Intelligence Bonus of 6) and can raise an Ability/Action/Modifier up to 9 minus its "cost level plus," if any.

Sinister has a Durability of 3, and Apocalypse wants to raise it as high as he can. So he spends 9 stones of effort to raise Sinister's Durability. Since Durability costs triple to buy (treated like an Action at "Cost Level +3"), Apocalypse must subtract 3 stones, leaving 6: So it costs 9 stones to raise Sinister's Durability to 6. Apocalypse still has 6 more stones he can spend, so he raises Sinister's Strength to 6, costing him his 6 remaining stones of effort.

Sinister, in his original form, has a Durability of 2 and a Strength of 2. He is getting a total of 8 points added to his Abilities when they go up to 6. So the GM puts 8 red stones in the bag and 2 white stones (Sinister's Durability at the time). Apocalypse draws a red stone, and the GM decides that Sinister gets the increase but takes on an inhuman appearance.

After additional experimentations, Sinister eventually winds up with increased Agility and Speed, as well as Telepathy, Healing Factor and other powers—at the cost of his mental stability for another red stone being drawn during the process.

MANIPULATE MUTAGENIC FIELDS

Cost Level = Action Number + 7 Levels

DESCRIPTION

Similar to Adding New Super Powers on P. 72 of the Game Guide, except you're doing it to someone whether they like it or not. You can add white "character-building" stones up to your Action Number to catalyze (add/improve) the Actions/Abilities/Modifiers of another mutant or potential mutant. You decide how many stones to use, but your "victim" decides what he wants changed, and the GM assigns an appropriate Challenge(s) commensurate to the number of stones gained (i.e., if you add just 1 stone, the Challenge will be mild, but if you add, say, 5 stones, the Challenge would be relatively severe). Limits: Can be done only "once per customer." You can't use this power again for a period equal to one day per stone spent. (So if you spend 6 stones, you can't do it again for 6 days.) The subject is healed of all normal damage in the process. The GM may decide a character has been mutated to the maximum or has no mutant potential and is immune to this Action.

COMMENTS

This power can be very valuable, but it is potentially dangerous. Normally, such opportunities to change a hero's powers rarely come up in play. Have fun spending stones, but beware the Challenges. If you try and overdo it, the GM might make it all backfire. Because the victim gets to decide the mutation and the GM the Challenges, this is a prime example of players and GM working together to write the story.

Rules for action box:

- Can improve Mutants, potential mutants
- Proceed as per P. 72 of the Main Guide
- Stones of effort = Character Creation Stones
- Victim chooses effect, GM adds Challenges
- Must wait one day per stone spent before repeating

EXAMPLE

Sage wants to catalyze any potential mutation in Slipstream. She has an Action number of 6, which is boosted by +2 for her Psycho-Centric Power Template. In addition to this, she can combine stones with Biocomputing.

This enables her to give Slipstream up to 12 white stones. Slipstream gains 12 white stones and chooses to add Teleportation. He has many stones saved, so he throws in 8 of them and buys Teleportation at Level 7 with the option that he does not have to travel himself in order to send others. The total Cost Level is 11, or 20 white stones (with 12 of the stones coming from Sage and 8 coming from his own saved stones. Next, the GM considers Challenges. 12 added stones is a lot. On the other hand, Slipstream received some rather harsh Challenges recently—murdered crime lord father, marked for death by the Chinese Triad—but he never received the stones for it because he didn't need them at the time. So the GM credits him with 3 and 4-stone Challenges, respectively. In addition (to make up the remaining 5 stones), he threatened to turn Slipstream into Shi'ar form like his sister, Lifeguard. At which point, Slipstream, to avoid the implications of this additional Challenge, runs away.

METAMORPHOSIS

Cost Level = Action Number + 6 Levels

DESCRIPTION

Temporarily change one or more physical Ability, Action or Modifier by 1 stone for each stone played. (Exception: It takes 3 stones to increase your Durability by 1.) You may alter your form and weight, as per the D&R, spending 1 stone per shift up (or down). You can also change your physical appearance to match the changes, at the GM's discretion. Regardless of change (form, weight, etc.), your other stats stay the same.

It takes a Panel to change forms. You are healed of all conventional damage when you change forms. You can reduce your weight to 0 and become an insect (but without the benefits that come with the Shrink Action). Duration is either 1 red stone/Panel or 1 hour (you must choose which when purchasing the power).

OPTIONS

- Choose one of these durations: 1 hour total or 1 red stone/Panel.
- -2 to Cost Level if only one alternative form possible (specify).

COMMENTS

A very expensive but highly flexible power that can be adjusted to adapt to almost any emergency. The only problem is the slight delay, but clever planning can take that into account. Another example of an

Action to buy at a low Action Number and build up by lines.

Rules for action box:

- Spend stones to improve physical Abilities/Actions/Modifiers
- 1 Panel to Morph
- Duration = 1 hour or 1 red stone/panel (choose one)

EXAMPLE

Husk wants to become an elephant. So she "Husks" for one Panel and emerges with her Strength improved from 2 to 6, adds a Toughness of 2 and shifts from column 2 to column 4 on the Weight row of the D&R (c. 2 tons). Instant Elephant. Let's say she wants increased Toughness instead. She simply puts all 8 points into Metamorphosis and emerges a Panel later with Toughness of (+8) and a metallic appearance.

PHEROMONES

Cost Level = Action Number + 5 Levels

DESCRIPTION

Release pheromones as an attack against Durability, distracting the victim (as stunned) if any damage is caused. It is an Area Attack that affects everyone within Close Combat Range, but can combine stones of effect with Tendril Whip (etc.) to increase its "reach." Stones of "damage" determine duration of effect; see Duration row on D&R chart. Does not affect non-corporeal beings or those without human or animal-type senses. You may also cause your choice of emotional reactions in your victims, like rage, fear or sorrow. You may choose to have deadly pheromones where excess stones cause damage instead of stun (specify when purchasing).

COMMENTS

A limited but effective way of getting past conventional and mental defense. It does not cause damage, but it can take an enemy right out of a fight. The indiscriminate nature of this power makes it extremely useful for a "lone wolf" adventurer, but can make it a problem in a group situation. We recommend that you couple this power with a high Agility, so you can act early on the panel.

Rules for action box:

- Area Attack vs. Durability to distract (or damage)
- Duration = Stones of "damage"
- Range = 1

EXAMPLE

Shacy X is surrounded by a menacing gang as she passes an alleyway. She hits them all simultaneously with 6 stones of Pheromones. Since the gang members are human and have Durabilities of 2, they are totally distracted for a few hours, and she escapes.

PHOENIX FORCE, FULL

Cost: N/A

DESCRIPTION

Like the full Power Cosmic in nature. You can do just about anything. This power can't be purchased and can only be acquired at GM discretion. The GM also determines the capabilities and effects of the Phoenix Force (and Power Cosmic, etc.), but they are relatively unlimited: destroy solar systems, alter reality, unlimited Teleport, Time Travel, etc. This power is inherently out of control and can't be improved by Lines. When manifesting the Phoenix Force, you are, in effect, roleplaying a creature of cosmic power who is not "taking over" your hero, but simply using his body for its own ends. You must speak and think as a chaotic force with the power to consume a solar system, a passion to create and destroy, many deadly appetites and no real concern for lesser life forms. And if you don't, the GM should (with regrets) step in and do it for you.

COMMENTS

The Phoenix Force and other similar disproportionate powers are always an embodiment of the fact that absolute power, when available, is highly risky and requires great responsibility. Handle with care. That applies to both the players and the GM. This is the power that once possessed Jean Grey. Maybe your hero will do good, and maybe ill. But regardless, the GM will always make you live with the consequences. The Phoenix Force (either form) is not particularly practical for a player, owing to its Cost Level. But it is a perfectly acceptable tool for the GM to use against the players! Feel free to threaten the players' very existences. After all, that's what it's there for.

Rules for action box:

- Almost absolute power to create and destroy
- Physical Invulnerability
- Can't be improved by lines

EXAMPLE

Jean Grey did not start out with the Phoenix Force, but was possessed by it "during play." The first thing that happened was that she uncontrollably destroyed an entire civilization of billions by consuming its sun. She did this merely by informing the GM. (The GM then applied various consequences...)

PHOENIX FORCE

Cost Level = Action Number + 13 Levels

DESCRIPTION

The partial Phoenix Force (simply referred to as Phoenix Force) is more like a Mastery of Fire on steroids. Unlike Masteries, it offers twice your Action Number in free red stones each Panel when used, which makes it hugely powerful. You become an enormous, burning phoenix, immune to fire, plasma, heat, and able to manipulate matter and energy. You also get an Energy Blast, 2x Damage, Armor Penetration. While in Phoenix form, you're a Self-Contained Life Form and can exist almost anywhere. At GM discretion, you are also allowed limited Teleport and Time Travel (to Action Number). To use, describe your what you're doing and put stones into the Phoenix Force Action Box. You may split stones for multiple effects. You also get Flight for free (it gets its own Action Box) at the same Action Number as you bought Phoenix Force (although you may improve it with lines). Just like with Masteries, you can use the Phoenix Force to do pretty much anything you can dream up. Be creative.

COMMENTS

If the GM does decide to give the Phoenix Force to a player, it should always be a double-edged sword. Jean Grey could not always control whether she manifested the Phoenix Force, which allowed the GM to make trouble—bad trouble—for her. When the Phoenix Force caused the death of billions, she went to great lengths to rid herself of it, but was always blamed by the Shi'ar for the consequences.

Rules for action box:

- 2x Action Number free red stones/Panel
- Become an enormous phoenix
- Force Blast, 2x Damage, AP
- Immune to energy
- Manipulate time, matter, energy
- Self-Contained Life Form
- Limited Teleport, Time Travel at GM discretion

EXAMPLE

Rachel Summers has the partial Phoenix Force at 7. She wants to fly into space and destroy an incoming nuclear missile. She puts 9 of her free stones into flight, and 5 into her Phoenix Force Action Box. She adds 3 more stones of her own energy into the Phoenix Force, allowing her to hit the missile with an 8 stone, 2x Damage, Armor Penetrating force blast, demolishing the missile and setting off its nuclear warhead. Of course, since she's immune to energy, the blast doesn't bother her at all.

POWER BOOST

Cost Level = Action Number + 4 Levels

DESCRIPTION

You may amplify another character's power by touch by spending stones up to your Action Number. These stones are assigned after everyone else has assigned stones (with the exception of any form of prescience). This power can be used to help another character, by giving him more stones to use up to his limit, or hurt him, by increasing their power above his limits (Action Number plus any Bonuses, etc.) so the powers flare out of control, or even by burning his power out (forcing his power past double their limit). When powers flare out of control, GM determines effect. "Burn Out" is the same as Overstrain; see Overstrain Advantage on P. 57.

COMMENTS

This can be used to both help your friends and harm your foes. It has a lot of potential for roleplaying situations and can produce some quite amusing (not to say grizzly) effects.

Rules for Action Box:

- Amplify another's powers by touch
- "Flare out of control" over normal limit
- "Burn out" if over 2x normal limit
- Split stones for multiple targets

EXAMPLE

Fabian Cortez and the Acolytes are fighting the X-Men. Cortez puts four stones into Banshee's 8 stone Sonic Blast, causing his beam to amplify to 12 stones (which exceeds Banshee's Action Number), and Banshee's carefully focussed Sonic Blast flares out of control, becoming an area attack with plenty of collateral damage. If Cortez could have added 8 stones, he would have burned out Banshee's power. Not that he'd ever dream of doing something so cruel...

NEW MASTERIES

MASTERY OF DEATH (NECROMANCY)

"Manipulation" includes being able to animate limbs (e.g., make a dead hand "crawl" away) and the ability to tell how old a corpse is. Sometimes the dead will talk to you without being solicited. (And just try getting them to shut up!)

OPTIONS

- Communicate (+1 to Cost Level): speak with spirits and the dead, if they wish to talk, that is.
- "Read" Corpses (+1 to Cost Level): Communicate with the cells, bacteria, and disintegrating tissues of a corpse, and thus be able to tell what happened to the deceased up to and including the point of death.
- Call Undead (+2 to Cost Level): You can direct Zombies or Skeletons to do your will. Control is based on the number of "health stones" of your subject. You can command 1 stone of "health" per Mastery Action Number, so if you have a 5-stone Mastery, you can command up to 5 stones of Zombies. To command more powerful Undead, use the same basic procedure as for Summoning (i.e., elder spirit, vampire, mummy, long-dead wizard, etc., can all have Control and Binding factors just like Demons). Weaker animated undead will normally serve unswervingly until dismissed. Stronger beings will be intelligent and self-interested, however.
- Resurrect the Dead [Only Available at GM Discretion]: Action Number/Duration Row of the D&R determines how far back the death can have occurred and still be able to be recoverable. (We recommend that the GM limits this option to NPCs.)

Selected Masters of Elements

Banshee: Mastery of Sonics

Cost Level = Action Number + 6 Levels

- Immune to own effects
- Manipulate sound, amplify, create sonic barriers
- Sonic Blast: Normal Damage, or Area Attack vs. Durability to stun
- Overstrain
- Collateral Damage can occur
- Also bought Flight at a discount

Pyro: Mastery of Fire

Cost Level = Action Number + 1 Level

- Max. Range = 3
- Can't become or create fire
- Immune only to fire he controls
- Manipulation of fire into shapes/ forms that can safely transport self, others

Avalanche: Mastery of Vibration

Cost Level = Action Number + 2 Levels

- Manipulate vibration to create earthquakes, building collapses, etc. May hit single targets.
- Area Attack, 2x Damage. Blast affects only non-living substances, attacks on living beings backfire against him.
- Also bought Flight at a discount

Dead Girl: Mastery of Death

Cost Level = Action Number + 3 Levels

- Manipulation of dead things
- Communicate with the dead
- Read Corpses

Sunfire: Mastery of Plasma

Cost Level = Action Number + 11 Levels

May combine Close/Ranged Combat stones with Mastery (+3 to Cost Level)

- Immune to plasma
- Absorb 3 stones per Panel from solar/ electromagnetic energy source
- Force Blast, 2x Damage
- Regenerate +1/Panel in sunlight
- Absorb solar/plasma attacks
- Free Force Field (+2 to Cost Level)
- Overstrain, but effects last for hours instead of days
- Also bought Flight at a discount

Thunderbird: Mastery of Plasma

Cost Level = Action Number + 7 Levels

- Immune to plasma attacks
- Free Force Field
- Force Blast, 2x Damage
- Accumulate Energy
- Also bought Flight at a discount

Sunspot: Mastery of Solar Energy

Cost Level = Action Number + 7 Levels

- (+1) Situational Modifier if in full Sunlight, (-1) if in Darkness
- Immune to Energy Attacks
- Absorb heat/light attacks
- Regenerate +1/Panel in sunlight
- Energy Blast from hands
- *Special Option: Sunspot can also substitute his Mastery for his Strength. (This added +1 to the Cost Level for a total of +2.)
- Also bought Flight at a discount

NEW ACTION OPTIONS

The following are new Options that belong to existing Actions that appear in the Marvel Game Guide.

ASTRAL PROJECTION

NEW OPTIONS

- +2 to Cost Level if psionic body travels with you.
- +1 to Cost Level if you can take others with you astrally.

DRAIN ENERGY

NEW OPTIONS

- +1 to Cost Level if you can redirect absorbed stones as a Force Blast.
- -2 to Cost Level for a Death Factor; must drain at least 3 stones a day from others or lose 1 white stone.

ENERGY ABSORPTION/ REFLECTION

NEW OPTIONS

- (No Additional Cost) Sound/Light Transduction: Convert sonic energy into light or laser beams. Absorb ambient sounds as below:

Sound	Stones Per Panel
Loud Music	2
Subway, Explosions	4
Rockets	6
Banshee's Scream	9

FLIGHT

NEW OPTIONS

- -1 to Cost Level if maximum speed is more than 5 (you may still use extra stones to carry people).
- -1 to Cost Level for limited maneuverability.
- -1 to Cost Level if maximum speed is 2 when carrying others.

FORCE FIELD

NEW OPTIONS

- +1 to Cost Level if effective against mental attack. (Cont. on next page.)

- +1 to Cost Level if effective against Magic.

MASTERY OF ELEMENTS

NEW OPTIONS

- +2 to Cost Level for free Force Field at full Action Number while using Mastery.
- +1 to Cost Level to Absorb stones of attack in same element as Mastery.
- +1 to Cost Level to Regenerate one extra stone per Panel in Sunlight (or Underwater, in Darkness, etc., as appropriate to your Mastery).
- +2 to Cost Level if Mastery can combine stones with Close or Ranged Combat.

TELEPATHY

NEW OPTIONS

- +1 to Cost Level for Empathy. Read emotions, perceive images within people and animals.
- +2 to Cost Level to generate pain by touch.
- +2 to Cost Level for "Psychometry": Can read the "psychic imprint" that people leave on objects they have handled. For +1 Cost Level more, can also read these thoughts of people before they handled the object (be careful, GMs!).
- +1 to Cost Level to read recent memories by touching subject.
- +1 to Cost Level to hear the voices of spirits and the dead.
- +2 to Cost Level to Swap Minds (Duration at will).
- +2 to Cost Level to possess others.
- +1 to Cost Level for Mental Block; can prevent a being (post-hypnotically) from using powers until the block is removed.
- +1 to Cost Level for Astral Projection.
- +2 to Cost Level to reflect Mental Attacks back on the attacker (up to Action Number).
- -1 to Cost Level if requires eye contact.
- -1 to Cost Level if can't read minds.

TELEPORTATION

NEW OPTIONS

- +1 to Cost Level to see through portal before entering it.
- +2 to Cost Level if you do not have to travel yourself to send others.

- +2 to Cost Level to open portals for others to return.
- +6 to Cost Level for Time Travel: Use Duration row of D&R, at GM discretion, not encouraged except for NPCs.

NEW MODIFIERS

BIONIC SELF-REPAIR

Cost = 1 red stone per limb

DESCRIPTION

For people with bionic limbs and other cybernetic enhancements. If your enhancement takes damage, the damage doesn't come out of your white stones of health. Normally, you'd have to take the limb someplace to be repaired or replaced. With this modifier, each limb you pay for is repaired for free. It takes one Panel per red stone of damage to self-repair, but costs you no stones to do so. So, if your bionic limb took 1 white stone of damage, it would take 3 Panels before the limb was fully repaired.

BONE WEAPONS

Cost = See Below

DESCRIPTION

The hero can grow razor-sharp bones (etc., specify) of any shape and size (or has them already). They emerge through the skin, and are thrown/used as weapons. They add stones to both Close and Ranged Combat but, like Claws, don't count as a Weapon Modifier for Close Combat. Maximum Modifier Number is 3.

OPTIONS

- Costs 3 white stones for (+1) bone weapons.
- Costs 5 white stones for (+2) bone weapons.
- Costs 7 white stones for (+3) bone weapons.
- +4 extra white stones for 2x Damage.

COMMENTS

Although this is usually a disfiguring power, this substitute for weapons can be very effective, especially for characters without high Durability. If nothing else, your character will be impossible to disarm.

Rules for Modifier Box:

- Adds free stones to Close Combat
- Weapon Modifier for Ranged Combat

COPY ABILITY/ACTION/MODIFIER

Cost: 30 white stones

DESCRIPTION

You may choose to get the highest Abilities, Actions and Modifiers (subject only to limitation of Action Boxes) of anyone within 10 feet of you, and retain them until you're 1 mile away (unless something better comes along). You must also take on any physical properties of the people you copy (grow wings if copying Archangel, get big and blob-like if copying Blob, etc.). However, you can't copy any equipment or safety devices needed to control or use the powers you have copied.

COMMENTS

A classic "Great Leveler." You'll never be much on your own, but you will never be outdone by anyone you face.

Rules for Modifier Box:

- Use highest Abilities/Actions/Modifiers within 10'
- Retain until a mile away from source

CYBERMORPHICS

Cost = 1 red stone each

DESCRIPTION

Looking for a cyborg body part that can telescope or stretch up to 3 times its normal length? Have we got a deal for you! Just add 1 extra red stone to the cost of your bionic limbs and other cybernetic enhancements when you're building them. That's right! Just 1 red stone for two telescoping arms, legs, eyeballs, a full head of telescoping hair, a telescoping tangle of tendrils or... (See P. 78 of the main Game Guide for details on purchasing cybernetic enhancements.)

DUPLICATE SELF

Cost = 30 white stones

DESCRIPTION

Create autonomous duplicates of yourself upon impact. A handclap is enough. You can push a finger through a hole in a screen door and create a "dupe" on the other side. Each dupe tends to have one aspect of the creator's personality exaggerated, such as caution or aggressiveness. Each killed dupe reduces your white stones by one for 24 hours, to a minimum of 1 white stone. (In other words, losing dupes can mess you up, but it won't kill you.). You may

reabsorb copies. There is no limit to the number of copies you may make, except maybe the number of extra CADs you'll need to handle all your duplicates.

COMMENTS

Seemingly unlimited, this power is kept under control by the danger of many dupes dying at once, not to mention the fact that you don't want to wind up being blamed for the unwise behavior of one of your dupes. The GM will find many delightful ways to torture the player who abuses this power!

Rules for Modifier Box:

- Create unlimited number of duplicates
- Reabsorb dupes by touch
- Lose 1 white stone/day/dupe lost

IMMUNITY TO REALITY DISTORTION

Cost = 8 white stones

DESCRIPTION

At will, you are immune to the effects of Time-stopping, Gravity-Reversal, Illusion, Hex Spheres, etc., whether caused by mutation, Magic, etc.

OPTIONS

- +6 white stones if you can protect others. Affect all you touch (or all within Close Combat range; choose one or the other).

COMMENTS

One of those Modifiers that is not always useful—but can save you in the right circumstances.

Rules for Modifier Box:

- Immune to Time-Stopping, Gravity Reversal, Matter Manipulation, etc.

INVULNERABILITY

Cost = See Below

DESCRIPTION

Sometimes a substance (or hero) is simply invulnerable to a certain type of attack. This is expensive, though, and as a result a hero will generally be left with an Achilles' heel. Do not allow a player to have too many Invulnerabilities (they are ruinously expensive, in any case). Players and NPCs should always have some sort of Achilles' heel.

- Physical Invulnerability (Cost = 20 white stones): Can't be harmed by physical blows, bullets, etc. Not protected from Energy, Magic,

Telepathy, etc. Note that Toughness and Reflexive Dodge protect against most forms of energy and magical damage, but Physical Invulnerability doesn't.

- Energy Invulnerability (Cost = 20 white stones): "Blast proof." Can't be harmed by any normal form of projected energy. Not protected from Magic, Telepathy, bullets, etc.
- Magical Invulnerability (Cost = 20 white stones): Can't be harmed directly by purely magical energy or spells. Can't be harmed by any normal form of projected magical energy. Of course, a Summoner could call up a Demon to rip you to shreds, but you could not be brought down by a stun blast cast by that Demon.
- Mental Invulnerability (Cost = 20 white stones): A Mental Defense that cannot be overcome except by Universe-wrenching plot twists (e.g., Magneto and Juggernaut both have helmets that give them Mental Invulnerability—as long as they keep their helmets on).
- Minor Invulnerabilities (Cost = 3 or more white stones each (highly variable)): This covers a vast array of minor variations of protections the player or the GM will make up. The GM can vary cost at his discretion to keep things under control. For bigger versions, such as Invulnerability to Demons, the GM should bump up the charge to around 10 white stones. Here a few examples: Invulnerability to Radiation, Invulnerability to being Stunned, Invulnerable to Good or Bad Luck

COMMENTS

While the power is awesome, the expense is prohibitive. So even if you buy one of the more expensive versions, you can't afford two.

Rules for Modifier Box:

- Invulnerable to (name Invulnerability)

PHOTOGRAPHIC MEMORY

Cost = 2 red stones

DESCRIPTION

You can remember everything you see. Whatever you read, you can remember, down to the last detail. Not speed-reading, so while you can remember what you read, you still need enough time to read it.

COMMENTS

This is very cheap and can be very useful in a wide variety of circumstances, especially

if used in combination with an appropriate skill such as Black Ops or Invisibility.

Rules for Modifier Box:

- Remember everything you see or read

PRECOGNITIVE FLASHES

Cost = 1 red stone

DESCRIPTION

Less than Prescience, more than *déjà vu*. The GM can use this as a tool to warn a player of danger to those things or people he is committed to protect. For example, Captain Britain sees visions of England in danger. Almost any player can have a Precognitive Flash, but some are so prone to it they have it listed as a Modifier.

COMMENTS

This sort of serves the role of a combination alarm clock and burglar alarm. On one hand, it can lead to inconvenient obligations and emergency situations—"Drop whatever you're doing, England needs you!" On the other hand, if you want to keep an eye on certain concerns, an occasional look ahead to ward off potential danger never hurts. In essence, you're spending a red stone now to tell the GM what's important to your character, and the GM should give you a heads-up every now and then.

Rules for Modifier Box:

- Precognitive Flashes

PSYCHO-CENTRIC POWER TEMPLATE

(Cost = Modifier # + 5 Levels)

DESCRIPTION

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

COMMENTS

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

Rule for Modifier Box:

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

RECONSTITUTE SELF

Cost = 8 white stones

DESCRIPTION

Up to one hour after being destroyed (GM discretion), you return to action.

intact and whole. This works even if you're not destroyed, but just horribly mangled, or even just a little mangled.

OPTIONS

- +7 extra white stones to Reconstitute Self by next Panel.

COMMENTS

The reason most players don't go for this is that it's not cheap and the idea is to keep from getting killed in the first place. But for some (such as Mr. Sinister), it has very much come in handy. If you are going to "kill" such a character, you would have to put him in a continual-destruction environment or perhaps confine him. And even then, he may always escape or be set loose.

Rules for Modifier Box:

- Return intact and whole after about 1 hour (GM Discretion)
- Return intact and whole by next Panel (option)

SUPPRESS MUTANT POWERS

Cost Level = Modifier Number + 9 Levels

DESCRIPTION

You completely suppress all mutant and mutagenic powers of friend and foe alike within area of effect. Radius = Modifier Number on the Area row of the D&R. The effect lasts until target is out of range or you are knocked unconscious. It does not affect Magic (except magical energy of specifically mutant/mutagenic origin). It is active all the time and can't be "turned off."

OPTIONS

- +3 to Cost Level if friends not affected, you pick "friends."
- +5 to Cost Level if effect is permanent (until cured).
- +1 to Cost Level if able to restore powers you suppressed.

COMMENTS

This power can be the great leveler. Or unleveler, depending on how you use it. Callisto would sometimes require Leech to be present to make sure nobody nearby could use mutant powers. Since the Morlock powers tended to be fairly weak and they made up for it by their skills, this could prove an advantage. The best way to stop this power is to knock out the hero who is using it.

Rules for Modifier Box:

- Radius = Modifier # on Area/Leaping row on D&R
- Suppress all mutant/mutagenic powers within radius

SENSE MUTANTS

Cost Level = Modifier Number + 2 Levels

DESCRIPTION

Sense the approximate distance and direction of all other mutants or those with mutagenic powers at a range equal to your Modifier Number.

COMMENTS

This is relatively expensive, and it might make more sense to try to pick up a piece of equipment that will do what you need. But some will choose this power just for a sense of "situational awareness."

Rules for Modifier Box:

- Modifier Number = Range

TRANSLATION

Cost = See Below

DESCRIPTION

Communication can be of paramount importance on a mission, especially in cases where Telepathy is considered an intrusion. Cypher exemplifies the value of this skill.

- Normal Translation (Cost = 2 white stones): Can translate most known human and alien languages into each other well enough to be understood. (Note: Cost: 1 for Powered Armor)
- Computer Translation (Cost = 1 white stone): Can translate between all known computer codes.
- Universal Translation (Cost = 5 white stones): Translates virtually anything into virtually anything else, regardless of form.

COMMENTS

We have gone way past the days of, "Aren't we lucky the natives speak English." All too often, they don't. Therefore, it can be a good investment of a few loose stones to cover this potentially vital base (or find someone who can). For a mere two stones you can be a linguist. Some consider this a waste, but it only has to save your life once to be worth it.

Rules for Modifier Box:

- Translate (fill in specifics)

NEW MODIFIER OPTIONS

The following are new Options that belong to existing Modifiers that appear in the Marvel Game Guide.

LUCK, PERSONAL

These can easily be adapted for Bad Luck as well.

NEW OPTIONS

- Balance (-1 to Cost Level): Bad Luck is created somewhere else (possibly on yourself).
- Backfire (-1 to Cost Level): If your motives are anything other than "selfless," your luck turns against you.

PRESCIENCE

NEW OPTIONS

- Costs 4 white stones for Limited Prescience: Can reallocate stones into one Action only. You must specify which Action at the time you buy this option.

TRANSFORM SELF

Note: To create extra-powerful NPCs, a GM can exceed the normal 40-stone "building limit" for a character (as Apocalypse).

NEW OPTIONS

- +2 white stones extra per additional form a hero can take. Cost only +1 stone if an intermediary form, as Wolfsbane.
- +10 white stones to become as many different forms as you can make up, still limited by the rules of Transform Self.

VISION, ENHANCED

NEW OPTIONS:

See P. 71 of main Game Guide for cost details.

- Blinding Light
- Electrical Energy
- Fog or Smoke
- Invisible Gasses
- Life Energy
- Magnetic Fields
- Pheromones
- Psionic Waves
- Radioactivity
- Sonic Waves
- Underwater

SUPPLEMENTAL RULES AND CLARIFICATIONS

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

GENERAL NOTE ON VARIATIONS OF POWERS

It is easy to vary powers that already exist. Force Blasts, for example, come in many varieties. Bishop Absorbs/Reflects Energy the standard way, but here's how Dazzler does basically the same trick somewhat differently:

Example: Sound-Light Absorption/Reflection, such as Dazzler has, costs the same as the normal version of the power. Why? Because, on one hand, only sound may be absorbed. Very few attacks are sound-based (except a few such as Banshee's). But it's offset by the fact that sound is all around—and a player may carry devices capable of putting out around 8 stones of sound every Panel. Otherwise her power operates much as Bishop's.

MAKING UP KNOWLEDGE-BASED ACTIONS

For Knowledge-based Actions you want to make up, such as Codebreaking, use the "Scientific Specialty" row of the D&R as a basis for effect. Use the "Opening Locks" row to determine Resistance.

COMBINING TWO OR MORE ACTION BOXES INTO ONE ACTION BOX

Logical combinations of Actions can result in already-existing Actions.

Example: Beast had Genetic Research, Biology and Chemistry, and when they were around Action Number 5 each, the GM (at his discretion) allowed Beast to combine those three Actions into Medical Healing (which normally costs Action Number + 1 Level). Healing doesn't get specialties, so Beast refers to his specific Lines if he needs to indicate specific expertise.

SPACE CONSIDERATIONS, SPECIALTIES & LINES

Because of space limitations in our character profiles (hey, we crammed as much as we could on those pages), we didn't give all of the characters all of the specialties (or any of the Lines of Experience) that you can give your characters on your CPR and CAD. Of course, we didn't have to—the comic books do it for us. Wolverine can pretty much drive any vehicle he finds. He's done it in the comic books—in essence earning Lines and adding Specialties without writing them down—so obviously anything he's done in the comics he can do in this game (and would have lines on his CPR—of course he'd need a couple of dozen CPRs).

OPTIONS TAKEN AS ACTIONS

If an Option looks like something you'd like to have, but you want it as a separate Action, and it's not already available, you can buy it separately at Cost Level = Action Number + the indicated number to Cost Level. Example: Longshot doesn't want to be a Telepath, but likes the Psychometry Option [+2 to Cost Level]. So he buys Psychometry separately at Cost Level = Action Number + 2 Levels. The GM can increase or decrease cost at her discretion, or disallow it if she feels it is inappropriate.

VARIABLE ADVANTAGE COSTS

Sometimes certain Advantages and Disadvantages have differing value based on context, and at those times, the GM should feel free to use discretion at modifying the cost.

COST LEVELS

If a power's cost is "-1 to Cost Level" (such as Close Combat for Powered Armor), that does not mean you get it for free at an Action Number of 1. All powers cost at least 1 red stone. (But you could get Computers at Action Number 2 for 1 red stone.)

"STARTING STONES" IN DIFFERENT TYPES OF CAMPAIGNS

- We normally recommend that a GM allow a player 40 stones to build his hero. This allows a hero to buy a powerful Action or Modifier and still afford to cover many of the other bases. Only Godlike Powers are effectively out of reach (especially if they can't be improved by Lines).
- However, if one wants to run a Morlock-only underground campaign, the GM might want to reduce that to 30 or even as low as 25. This means that a hero can't afford the big-ticket items (except by anomaly), and you start out small. But you can add enough lines to become as big a hero as any.
- If, on the other hand, we are talking a full-fledged Asgard-only campaign, we're talking 80 to 100 stones to start out, which means a player can actually afford a piece of that Phoenix Force, Power Cosmic or god-like Powers.
- You could even run a campaign purely on the Cosmic Level of irresistible forces vs. immovable objects, where the Beyonder is just another curious neophyte on the prowl and the Phoenix Force is just another planet-eater on the block (get in line) and a planet (galaxy, etc.) is an NPC!

But in Marvel, even a lowly 25-stone hero can cope and prosper in a Cosmic-Level campaign, given smart play and a can-do attitude. That's not only an old comic book standard, but a myth-and-folklore oldie, entrenched in the fantasy realm as well: Did not a lad named Jack get thrust into a situation beyond his control, keep a cool head, and emerge with great riches and the title of Giant Killer? As in comics, myths and lore, it's not just having a lot of stones. The secret is clever allocation, finesse, dealing with and doing the unexpected.

TEAM	WEALTH RATING MODIFIER
X-Statix	4
The Four Horsemen	10+ at need
Morlocks	-1
Excalibur	3
Acolytes	3
New Mutants	2
X-Corporation	3
Reavers	5
Weapon X	2
X-Force	3
Marauders	2
The Brotherhood	1
Alpha Flight	2
Savage Land Mutates	0
Hellfire Club	8

Some characters rely on team wealth for their day-to-day needs. Team Wealth is not exactly the same thing as Personal Wealth: It has the usual freedoms and restrictions of any stipend or expense account. For example, using Team Wealth against the interests of the team will be frowned on.

A player with high Personal Wealth does have more latitude when it comes to discretionary spending. As for the Hellfire Club, they normally don't consider anyone with a Personal Wealth Modifier lower than 6 for membership.

NEW CHALLENGES

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

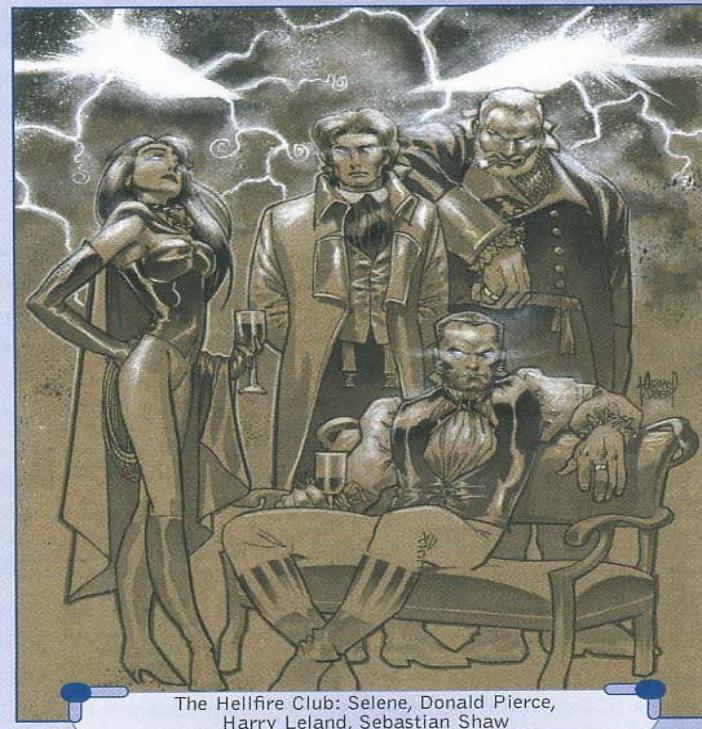
Description

Techno-Organic Virus:
Incurable virus turns living tissue into nanoids, consuming host if unchecked. May be controlled by continuously spending 1 stone in Telekinesis (or other appropriate power, at GM discretion) per stone of health affected. If not, after 10 minutes the virus will consume 1 white stone of health. If all white stones are consumed, victim dies or becomes a cyborg under GM control (e.g., 2 of Nathan Summers' 5 health stones are affected in this way, so he must keep 2 stones in Telekinesis to prevent further spread).
NOTE: Nathan Summers' case of the virus has the following unique property: For every new stone of health infected, he gets 10 additional Character Generation Stones.

Legacy Virus:
Mutations or mutagenic powers become harder to control, resulting in death (GM decides when). Cure now exists. Virus affects mutants and mutates; unknown if immortal or already dead are affected. This Challenge requires "Power out of control" Disadvantage for power of choice.
NOTE: you only get stones and Disadvantage cost break for this Challenge if you choose it; if it happens to you, you don't get the stones.

Extra Stones

10 stones



The Hellfire Club: Selene, Donald Pierce, Harry Leland, Sebastian Shaw

NEW ADVANTAGES

(Apply to appropriate Action or Modifier)

Description

Cost Increase

Power damages or stuns at will	+1 Level
Attack against Ability + defensive stones to disable	+3 Levels
Overstrain Add up to Action Number of free stones to Action. May not use Action for 1 week/free stone used. GM may vary length of injury to suit Action. (i.e., Banshee's overstrained vocal chords take weeks to heal but Sunfire's overstrain only takes hours to recharge). Overstraining should merit heroic Modifiers and extra Lines.)	+1 Level

NEW DISADVANTAGES

(Apply to appropriate Action or Modifier)

Description

Cost Decrease

Action/Modifier does not help friends (e.g. Flight, Force Field or Teleport if you can't carry/protect/transport others)	-2 Levels
Others not shielded from power when used	-1 Level
May only be used in conjunction with different Action/Modifier (specify which)	-1 Level
May only use to save lives	-1 Level
Only works in Limbo (Astral Plane, etc.)	-2 Levels
Directly affects only non-living substances (living beings reflect the power back)	-1 Level

GAMESMASTER SECTION

Welcome to the part of the book that we hope players will read, but they never do. If they did, they'd probably be better players, but then they'd know all our secrets, too. First, we're going to discuss two aspects of Marvel that have probably come up for you already: pricing Masteries and the effects on play of Actions that can combine stones. Then we've got a really great section called "Creating Your Own Teams of NPCs" that will give you a fast and easy way to come up with a never-ending supply of nasty, deadly teams of villains that you can use to beat up on your players.

PRICING MASTERIES

Masteries are different from other powers and pricing them for initial purchase (or later expansion) can vary. The method in the Game Guide says that a Force Blast taken as part of a Mastery adds +1 to Cost Level. But as we know, sometimes there is an inherent Advantage or Disadvantage attached to a Force Blast (like Cyclops' "Power out of control" and his "2x Damage"), but we still only charge +1 to the price if it's part of a Mastery. Why? Partly because Masteries are intended to be much bigger than their strict definition, and partly because some Masteries have less effective manipulation (barriers, etc.) or other attributes than others. We want players with Masteries to be innovative and expressive in their use of powers. Since we don't spell out every single thing a Mastery can do, we decided to be general with the costs.

But mainly, it's because Mastery can get pretty expensive pretty quickly. Consider that the cumulative price of a good "+5" Mastery makes "+1 to Cost Level" bleed you for up to 5 white stones a pop. A +2 comes to 10 stones. That's a lot of stones.

On the other hand, the GM should not allow a player to take advantage of a Mastery by just taking Force Blast and then attempting to cheat on price breaks on Advantages. This is one of those spots we talked about in our Main Guide where the GM needs to foil potential exploitations. And remember that the really powerful Masteries that affect all of existence, like Magnetism or Gravity, should cost more than the simpler ones like Fire or Sound.

COMBINING EFFECTS— A ROUGH GUIDELINE

One of the main ways a hero manages to beat the odds through clever play is by combining the stones of two Actions into a single effort. There are a couple of examples in the Game Guide of how one might combine stones. In most cases, two separate attacks worth 4 stones each are not worth anywhere near as much as a single attack of 8. Of course, this means that players will always be trying to find reasons to combine the effects of their Actions. That's okay; they're supposed to. But the GM has to know where to draw the line. After all, a guy who paid +3 to Cost Level for Biocomputing is going to feel unfairly used, and rightly so, if another player gets to combine a dirt-cheap action (such as Acrobatics) with all her actions all the time. The GM needs to keep this in balance so as not to get "steamrollered" by pushy players. But even inexpensive actions can combine effects—if the circumstances make it logical, and the cleverer the player, the more often this is possible.

Points to remember:

- In the end, the GM has two choices:
 - 1.) Make a judgment that one Action is truly being used "in support" of another Action and allow the stones to be combined.
 - 2.) Rule against the attempt, which still means the stones can be used separately, but may *not* be combined into a single effect.
- The GM should be careful to limit (but not exclude) the circumstances where "cheap" Actions can combine effects.
- As a rule, the more expensive Actions are, the easier it is for players to combine them. Biocomputing and Concentration cost Action Number + 3. Both powers are designed with combining stones in mind.
- It doesn't usually work both ways. You can combine Concentration and Hunting/Tracking to be better at Hunting/Tracking, but not to be better at Concentration.
- Combining stones is a prime component of any ambush. Players set up their attack so they can combine their Actions as much as possible, to provide a critical first "big punch" in the hopes of taking out the opposition before it can respond.
- A warning to all GMs: You have to be careful that your rulings in favor of combining stones aren't going to "open up the floodgates." If you have opened them, you must quickly slam them shut. Beware the player who tries to combine any cheap Action (especially Acrobatics) with combat. If he's jumping off a building and landing on someone, that's fine; allow that every time. But a hero can't be jumping off buildings every Panel. While he may be able to work it so he gets the advantage one or two Panels a mission if he plays very well (or more often if special circumstances pertain), fine. But don't allow that to be done every Panel—that's what Biocomputing or Concentration is for.
- Finally: If you want to allow two things to combine that normally can't, you can slap a couple of Cost Levels on the cheaper of the two and then allow combining (if you can work it out with the player). If a player wanted always to be able to combine Close Combat and Acrobatic attacks all the time, regardless of circumstances, one might charge him +2 or +3 Cost Levels more for the Acrobatics (he could call it Combat Acrobatics or make up another name) and allow only one Ability Bonus for the combo. All strictly at GM discretion, of course.

NEED AN NPC?

Just think of a real-world equivalent and change the name... or not! If you need the king of a software company, you can make him like Bill Gates. If you need a strong, heroic mayor, make him like Rudy Giuliani. If you need a real-estate magnate, think Donald Trump or Leona Helmsley. Get it? (How do you think Marvel does this, anyway?)

CHALLENGES IN OUR PROFILES

Thanks to space restraints, we have listed specific Challenges where appropriate, such as Orphan's extreme sensitivity and Nathan Summers' Techno-Organic virus. GMs and players should look to a hero's description to get an overview of her Challenges. Challenges and related information would normally be written on a character's CPR (on the back of your CAD).

CREATING YOUR OWN TEAMS OF NPCs

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

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

Here's how this section works. First, we'll describe the eight attributes you should consider for every team you field, whether it's an existing team like the Marauders, or one you make up on your own. Then we'll list over 90

existing characters, grouped by the "positions" they play on their teams. This will make it easy for you to "draft" them into your teams. Then we'll give you profiles on eight existing teams. Finally, we'll take you through the process of constructing your own group, in this case a clan of Morlocks named the Wolves that you'll be using in the adventure we've provided in this Supplement, *Unrest Underground*.

TEAM ATTRIBUTES

It's easy make your own teams:

Step 1: Go through each of the 8 "menus" in order and decide what you want your team to be like. In many instances, you'll be choosing more than one of the choices on the menu. That's okay. Many groups in Marvel are multifaceted—that's what makes them so rich and continually useful as adversaries. (If you'd like to see how existing teams are broken down using this method, see P. 70-72. And starting on P. 72, we take you through the process of creating an entirely new team, the Wolves.)

Step 2: Determine which characters you want to make up the team you're creating. You can use the existing characters we provide in this section (as well as characters from this or any other Supplement or from the original Game Guide). You can change the individual examples we provide as the basis for any different, renamed characters or even make up entirely new characters, if that's what you want.

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

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

MENUS

1. BACKGROUND

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

- a) Specific Directives/Orders (see the leader's or group's profile, or make one up, e.g., Magneto and his Brotherhood or his Acolytes).
- b) Mission-Oriented or Ad Hoc Team (e.g., hunters/trackers, assassination squad, team of lawyers to get the villain out of jail, whatever). Formed for specific, one-time tasks. Can be just about anything, with each party member having a particular specific skill necessary to complete the objective and a specific role to play in the operation. The GM has to decide what the operation is and what specialists are necessary. Usually (but not always) carefully planned, well coordinated and well disciplined.
- c) Have information for the party. This theme is usually a tool for the GM to use to keep the players moving in a certain direction, depending on the Mission (e.g., Callisto and her clan of Morlocks, in the *Unrest Underground* Adventure included in this Supplement).
- d) Found usually (or exclusively) in particular environments (e.g., Morlocks, Shi'ar).
- e) All-Alien, Demon, etc. Teams would still be created using normal means, but may share characteristics (e.g., a Skrull team would be able to Shape Shift, and a group of Demons will have Summoning and Control numbers).
- f) All Powered Armor, Cyborg, Hi-Tech, Futuristic, etc. Can be from another time, planet, etc. (e.g., Reavers, Genoshan Magistrates).
- g) All-Canadian, British, Savage Land Types, etc. (e.g., Alpha Flight, Weapon X, Savage Land Mutates).
- h) All had a common origin or cause (oppressed mutants, involved in the same cosmic-ray accident, etc.).



The Marauders: Riptide, Harpoon, Sabretooth, ScalpHunter and Vertigo

This often leads to teams with random or even exotic powers (e.g., Morlocks, Fantastic Four).

- i) "Deadly Enemies" of a group (e.g., Sabretooth vs. Wolverine, Marauders vs. Morlocks, etc.) that might change the course of play.
- j) "Natural Allies" (e.g., X-Men and X-Force).
- k) Special relationship with the players (e.g., traitors, former members, mentors, allies/enemies, kindred spirits, etc.; if Prof. X meets Magneto, their history and special relationship will be an important consideration).
- l) Comic relief, chaotic individuals or even teams will occur from time to time, at GM Discretion.
- m) Unknown, Unrevealed, etc.

2. BASIC MOTIVATIONS

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

IDEOLOGICAL MOTIVATIONS

- a) Pro- or Anti-Mutant, Human, Alien, etc. (e.g., Senator Kelly is anti-mutant, the X-Men and Brotherhood are both pro-mutant, but the X-Men are pro-human and the Brotherhood anti-human).
- b) Justice, higher truths like peace and freedom (e.g., Prof. X and his groups).
- c) Zealots in a specific cause (e.g., Eugenics, such as Mr. Sinister and the Marauders or the Horsemen of Apocalypse).

POWER & WEALTH MOTIVATIONS

- d) Acquire wealth (e.g., Hellfire Club, Organized Crime).
- e) Acquire political power. May want to control the city, world, universe, corporation, crime syndicate, government agency, etc. (e.g., Hellfire Club, Brotherhood).
- f) Acquire "hands-on" or "combat" power. A team or its leader may be after a specific device, object or occurrence (e.g., powerful special equipment or increases in Abilities, Modifiers, Actions and the like). What most players and a lot of villains are after, in the long run.

REACTIVE MOTIVATIONS

- g) Revenge (e.g., Magneto/The Brotherhood vs. Humankind, The Hand vs. Elektra).
- h) Government Operatives. This can be a temporary or permanent arrangement (e.g., X-Factor, Alpha Flight and Freedom Force).
- i) Mercenaries (may be on assignment or available for hire), guards, other opportunists. As long as the players are not after what they're guarding it's (usually) not a problem (e.g., Weapon X, Reavers, Marauders).
- j) Outlaws/pirates/wanted by the authorities (e.g., Reavers, Marauders).
- k) Outcasts, fugitives (e.g., Morlocks, Acolytes).
- l) Rebels, terrorists (e.g., The Brotherhood of Evil Mutants).

OTHER MOTIVATIONS

- m) Insanity, obvious madness. Often but not always in addition to other motivations (e.g., Onslaught and his adherents).
- n) Desire for fame/glory, superiority/inferiority complex or other ego-oriented motivations, not necessarily rational (e.g., Apocalypse).
- o) Hidden agenda (e.g., Cameron Hodge appeared anti-mutant while telling X-Factor he was really pro-mutant; then it turned out he was actually anti-mutant all along).

3. COMPOSITION

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

- a) **Random Team** (e.g., Morlocks, Exiles). Very often, a group does not get to pick and choose, but must make do with whatever is on hand. This is especially true of such groups as the Morlocks who are thrown together as refugees and must make do with what little they can get. Just pick an incongruous group on the fly, or actually do it randomly by marking stones and throwing them in a hat (or however). They may work well together, especially if they have been together a long time.
- b) **Combat Team** (e.g. Reavers, Ninjas, Marauders). May be Close or Ranged Fighters, often have special weapons.

May be a team of Super Heroes or a squad of soldiers but usually does not include Sorcerers, telepaths and the like.

Sample 6-Man Combat Team

- 1 Support (Leadership)**
- 1 Scout**
- 2 Ranged Fighters**
- 1 Close Fighter**
- 1 Support (either with explosives, etc., to support the attack or Teleportation for the escape). If none available, substitute a Master or a flamethrower-armed Ranged Fighter.**
- c) Multi-Talent Team** (e.g., Acolytes, Brotherhood). Will usually have a couple of good fighters/marksmen and often either a Master, a telepath and/or some Support capabilities. Often have vehicles to pick them up, drop them off. Most teams that make a long-term success of it have at least a degree of balance. A balanced team is rarely the best at any given task, but it can handle most things thrown at it. In combat, they may be an exceptionally coordinated team or a bunch of loners each fighting his own private war. But in either case, they bring a wide variety of Actions and possibilities to the table.
- Sample 6-Man Multi-Talent Team**
- 1 Close Fighter**
- 1 Master**
- 1 Ranged Fighter**
- 1 Telepath**
- 1 Scout**
- 1 Support (Healing, Defense, etc.)**
- (Any one of the above should have also Leadership.)**
- d) Exotic Teams** (e.g., Hellfire Club). Mostly non-combat oriented powers with a high percentage of Support and Masters. These teams are not very well balanced, but are overwhelming in certain areas, such as Telepathy (Emma Frost) or Magic/psi-vampire (Selene). They may include combat-oriented skills, but even those are sometimes pretty esoteric (e.g., Shinobi Shaw). They tend to be below par in Close and Ranged Combat Actions, but can often substitute for this lack with Masteries, Leadership and esoteric ranged attacks such as ranged Energy Drain. They may employ others to do their direct fighting (e.g., the Hellfire Club's henchmen). These teams come up with unique solutions stemming

from imaginative use of their powers. They tend to be powerful and elitist, but they have inherent weaknesses and vulnerabilities.

Sample 6-Man Exotic Team

1 Master of Magic

1 Telepath

1 Scout (Shape Shifter or Invisibility)

1 Master of Elements (any)

2 Support (could be anything)

4. SIZE

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

- a) Single entity ("lone wolf", e.g., Sabretooth, Omega Red).
- b) Half the number of the players (e.g., Mystique and a couple of confederates on a mission, a squad of Sentinels).
- c) Almost as many as the players.
- d) Around as many as the players (e.g., Marauders, Brotherhood of Evil Mutants).
- e) Large group, but you usually only encounter only a few at a time (e.g., Acolytes, Morlocks).
- f) Larger group than the players (e.g., Genoshan Magistrates, Savage Land Mutates, security guards).
- g) Group about twice as large as the party (e.g., a small crowd, a platoon of soldiers).
- i) Entire community, army, town, crowd, etc. (e.g., huge mob of anti-mutant demonstrators or an entire town up in arms).

5. POWER

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

- a) Much weaker than the party (up to half as many attack/defense stones).
- b) Slightly weaker than party (almost as

many attack/defense stones, e.g., many Morlock teams).

- c) Same power as the party (roughly equal attack/defense stones, e.g., Marauders).
- d) Slightly more powerful than the party (slightly more attack/defense stones, e.g., Reavers).
- e) Much more powerful (but sometimes with Achilles' heel, such as the Hellfire Club's Inner Circle's vulnerability to Physical Attack).

6. ATTITUDES TOWARDS THE PLAYERS

What will the team you are creating do when the players confront it? Will they attack the players? Help them? Evade them? Do they have ideological feelings like prejudice towards the players that would lead them to be more fanatical or zealous? This, of course, will be heavily influenced by any good (or bad) blood between the two groups. If the X-Men run into a team from the Brotherhood or the Marauders, a fight (or flight) will doubtless occur. But if either the X-Men or the Brotherhood came across a typical Morlock band, almost any reaction would be possible.

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

7. FIGHTING STYLE

How well coordinated are they? How well led? Do they favor attack or defense? If and when your team gets in a

scrap with the players, you will want to have considered how well they fight as a team and any particular fighting styles characteristic of the team.

- a) Will spring traps or strike from ambush if possible (e.g., Morlocks, Marauders, Reavers, Acolytes).
- b) Well-coordinated teamwork (e.g., Brotherhood, Acolytes, Reavers).
- c) Fight only as individuals, won't tend to protect each other (e.g., Marauders).
- d) Will try to con the party or attempt a ruse (e.g., Acolytes, Hellfire Club).
- e) Defense-oriented, tend to place more stones than usual in defense (e.g., Morlocks).
- f) Attack-oriented, normally place all stones in attack (e.g., Horseman, Marauders).
- g) Will split stones normally between attack and defense (e.g., Brotherhood, Acolytes).

8. IF THEY DEFEAT THE PLAYERS

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

- Knock out the party and leave (e.g., Brotherhood, Morlocks, Acolytes, Hellfire Club).
- Take prisoners, may keep them or turn them over to other interested parties (e.g., Morlocks, Acolytes, Savage Land Mutates, Genoshan Magistrates).
- Blackmail or coerce the party to perform tasks (e.g., Hellfire Club, government-run groups like Weapon X, S.H.I.E.L.D.).
- Rob the party and leave. Take loot, slaves (Savage Land Mutates, Reavers).
- Murderous, kill everyone (e.g., Marauders, Horsemen, Sentinels).

EQUIPMENT

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

- Any equipment necessary for mission
- Communicators, cell-phones, etc.
- Body Armor (+1), or equivalent
- Firearms, other weapons
- Bombs, explosives, etc.
- Detection equipment

- Vehicle(s), if appropriate
- Long-term survival equipment
- Technological devices and valuable items (should be used vs. the players, if possible)
- Identification/credit cards, etc. (may be assumed name or fake)
- Cash, rings, watches, jewelry, etc.
- "Personalized" items (cufflinks, knives, etc.)
- Incriminating evidence (if appropriate)
- Embarrassing personal items
- Whatever the GM deems appropriate

TEAM "POSITIONS"

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

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

It works just as easily if you're deciding which Marauders you want to use in a particular Mission, or "hiring" people from other groups to be part of your new incarnation of the Brotherhood of Evil Mutants. We'll show you how we created our Morlock band known as the Wolves at the end of the guide, and then show you how we created a 6-man Wolf scouting party to use in the Adventure provided with this Supplement.

Now in the comic books themselves, many of these team members haven't been fully fleshed out. We often know their statistics, their powers and how they look, but little else. For instance, we know as much about Lady Deathstrike and Sabretooth as nearly any member of the X-Men, but we hardly know anything about Bonebreaker, Senyaka or Plague. And really, how much do you need to know about them in order for you to have them try and slaughter your players? What you need to know is what happens when Plague touches one of your players, or when they attack Plague.

Even so, we did our best to catch the essence of these characters in such a way that you can use them to flavor your world, either by using them as presented or modifying them to suit your needs

(preferably both). And if you find yourself needing to flesh out a character during play, just make it up yourself. After all, these are your characters, now, in your world. You get to fill in any blanks Marvel may have left in characterization.

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

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

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

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

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

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

SUPPORT: A hero who can help other members of the party (e.g., Leadership, Power Boost) or do specialized tasks necessary for the completion of the mission (e.g., Vehicles, Technology). Also, anyone who can help in escape (e.g., Teleportation, Flight), help defend others (e.g., Force Field), or has Healing, or Telepathy, Illusion and other mental attacks and defenses.

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

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

Note that very often a hero can play more than one position. For example, Sabretooth is excellent as both a Close Fighter and a Scout.

WHY THESE ARE POSITIONS, NOT "CLASSES"

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

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

CLOSE FIGHTERS

Barnacle (Acolytes): He can cause an internal chemical reaction that solidifies moisture into a hardened shell.

ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Black Ops: 3, *Barnacle*: 7 (Can secrete liquid shell that hardens around himself for a Toughness of 7, and can spray it to entrap others (D = 4 Strength, R = 2x stones played against the target, to break free).

Joanna Cargill (Acolytes): This modern-day Amazon has amazing Strength, Durability and Toughness. **ABILITIES:** Int: 2, Str: 7, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 3 (Strength Bonus), Social Skills: 2; **MODIFIERS:** Toughness: (+6).

Colossus (X-Men, Acolytes): See profile.

Chrome (Acolytes): He was one of the Acolytes' founders. He generates quantum energy, Transforms Others by Touch (usually into metal statues), manipulates matter and can Fly (as a rocket). Gave his life to save Magneto. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Manipulate Matter: 6 (Increase object density, Create simple objects/barriers) Flight: 5 (Limited

maneuverability), Social Skills: 4; **MODIFIERS:** Transform Others by Touch, metal statue, Duration = 1 hour.

Decay (Acolytes): His red stones do not regenerate. To survive, he must absorb red stones from organisms around him (as improved drain), while reducing the organism to dust once "empty." **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Improved Drain Energy: 5 (If victim reduced to zero stones, he turns to dust, Death Factor: lose one red stone every hour or age rapidly. Dead in 24 hours but before that, any drain restores you.), Close Combat: 1 (Strength Bonus), Social Skills: 1; **MODIFIERS:** Toughness: (+2).

Delgado (Acolytes): He can grow both in size and Strength. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Growth: 1, Close Combat: 4 (Strength Bonus); **MODIFIERS:** Toughness: (+1).

Exodus (Acolytes): Also Ranged Fighter, Support; see profile.

Javitz (Acolytes): He's a tough foot soldier standing over 9 feet tall. **ABILITIES:** Int: 2, Str: 5, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus); **MODIFIERS:** Toughness: (+2).

Seamus Mellencamp (Acolytes): He is a reptilian humanoid who likes to go

hand-to-hand. **ABILITIES:** Int: 2, Str: 4, Agi: 4, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength and Agility Bonus), Acrobatics: 5; **MODIFIERS:** Reflexive Dodge: (+2), Toughness: (+2), Claws/Fangs: (+1).

Senyaka (Acolytes): He can suck the life out of his victims and boost his own Energy. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Drain Energy: 5 (Can distribute stones drained to boost Strength, Agility and Toughness, excess energy drains away 1/panel. Can use absorbed stones as "psychic whips," pain/paralysis: Range = 2, Attack vs. Durability to paralyze per panel per stone that gets through. Can Drain Energy via these whips), Social Skills: 2; **MODIFIERS:** Toughness: (+1), Healing Factor.

Carmella Unuscione (Acolytes): Also Ranged Fighter. She can generate a psionic exoskeleton that can grapple, and can paralyze her opponents with a neuroelectric charge. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Force Field: 7, *Neuroelectric Blast*: 5 (Attack vs. Int, 1 round of psychic shock, as paralysis, per stone that gets through), Close Combat: 2 (Agility Bonus and Force Field), Social Skills: 1.

Blob (Brotherhood): See profile in the Game Guide.

Toad (Brotherhood): Also Ranged Fighter; see profile in the Game Guide.

Emma Frost (Hellfire Club): When in diamond form. Also Support; see profile.

Sebastian Shaw (Hellfire Club):

Formerly Black King, has since fled. **ABILITIES:** Int: 4, Str: 2, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength Bonus), *Kinetic Energy Absorption*: 7, (Absorb the first 7 stones of impact [e.g., Close

Combat] directed at him; he can assign them to increase Strength, Speed, Toughness, or Durability), Business Skills: 8, Technology: 6, Black Ops: 6, Social Skills: 7; **MODIFIERS:** Toughness: (+1), Wealth: (8).

Shinobi Shaw (Hellfire Club): Former Black King; who usurped his father. He can increase or decrease the density of his body's molecular structure. He can thrust a mostly dematerialized hand into a body, then make the hand condense, causing devastating damage. **ABILITIES:** Int: 2, Str: 5, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus, AP, 2x Damage) *Manipulate Body Density*: 5 (can add stones to Toughness or Strength; can vary the density of his mass up or down), Business Skills: 6, Leadership: 3, Social Skills: 3; **MODIFIERS:** Wealth: (7), Reflexive Dodge: (+1).

Archangel (Horsemens): Also Ranged Fighter, Support; see profile. As a Horseman, he had blue skin, his wings were made of organic steel (like Cloossus' skin) and he could throw feathers (organic steel) as Ranged Combat to impale people or do damage. Feathers are razor-sharp and tipped with a paralyzing chemical (+5), target knocked out for 1 Panel per stone of damage he takes.

Deathbird (Horsemens): Also Ranged Fighter, Support. She is a winged Shi'ar (18' span), firstborn of the Shi'ar royal family, who was exiled for killing her mother and sister and fell into bad company. **ABILITIES:** Int: 2, Str: 5, Agi: 3, Spd: 4, Dur: 4; **ACTIONS:** Close Combat: 5 (Strength Bonus), Ranged Combat: 5, Flight: 5, (Max. speed 3), Hunting/Tracking: 5, Technology: 6, Social Skills: 4; **MODIFIERS:** Toughness: (+1), Reflexive Dodge: (+3), Talons: (+2); **EQUIPMENT:** Telescoping Javelins (+3).

Wolverine (X-Men, Horsemens): Also Scout; see profile in Game Guide.

Blockbuster (Marauders): A Close

Fighter who once fought Thor. **ABILITIES:** Int: 2, Str: 9, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 5 (Strength Bonus), Ranged Combat: 1, Social Skills: 1; **MODIFIERS:** Toughness: (+4).



Sabretooth (Brotherhood, Marauders): Also Scout; see profile in the Game Guide.

Scrambler (Marauders): Also Support. Disrupts machines and life forms (damage taken from Energy reserve) by touch. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Strength Bonus) target disabled 1 Panel per stone that gets through, Black Ops: 2, Social Skills: 1; **MODIFIERS:** Disruption (affects devices 1 minute per every second of contact); **EQUIPMENT:** Body Armor: Defense (+1), Gloves.

Angel Dust (Morlocks): She can boost her adrenaline to give her temporary super strength. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Boost Str: 6 (adds 6 to Strength for 6 panels, once per hour), Close Combat: 2 (Strength Bonus), Social Skills: 2.

Ape (Morlocks): Ape-like appearance, simple ways. He can change his shape into any object he can imagine. **ABILITIES:** Int: 1, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Metamorphosis: 6, Close Combat: 3 (Strength Bonus); **MODIFIERS:** Toughness: (+1).

Caliban (Morlocks, Horsemen): Also Support, one of the founders of the Morlocks; see profile.

Callisto (Morlocks): Also Scout, Support. Original founder and leader of the Morlocks; see profile.

Cell (Morlocks): A one-celled humanoid mutant who attempts to engulf and dissolve his victims. **ABILITIES:** Int: 2, Str: 1, Agi: 1, Spd: 2, Dur: 3; **ACTIONS:** Engulf and Devour (as Close Combat): 7 (Speed Bonus), Social Skills: 4; **MODIFIERS:** Toughness: (+4), Digestive Acid: (+4) to Close Combat.

Cybelle (Morlocks): A Morlock with Acid Sweat as an attack. **ABILITIES:** Int: 2, Str: 1, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 1 (Strength Bonus), Acid Beam/Touch: 5 (2x Damage), Social Skills: 3.

Feral (Morlocks): Also Scout. A Morlock hunter, covered with orange-white fur, with pointed ears, tail, claws and fangs. Feral would eventually join X-Force, and

later, the X-Corporation. **ABILITIES:** Int: 2, Str: 4, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 4 (Strength Bonus), Hunting and Tracking: 5, Acrobatics: 4, Social Skills: 2; **MODIFIERS:** Healing Factor, Animal Senses: (4), Reflexive Dodge: (+1), Claws/Fangs: (+2) Enhanced Vision: (4), see in Darkness.

Hemingway (Morlocks): he has an exoskeletal body. **ABILITIES:** Int: 2, Str: 9, Agi: 2, Spd: 2, Dur: 5; **ACTIONS:** Growth: 1, Close Combat: 4 (Strength Bonus), Bone Weapon: 3, Social Skills: 2; **MODIFIERS:** Toughness: (+6), nullifies Armor Penetration, no 2x Damage from Firearms or Projectiles.

Litterbug (Morlocks): An army veteran who has an insectoid appearance. **ABILITIES:** Int: 2, Str: 8, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus), Technology: 6, Digging: 4 (Strength Bonus, can tunnel through any material as long as its hardness on the D&R can be overcome); **MODIFIERS:** Toughness: (+6), Claws: (+1), Armor Penetration.

Marrow (Morlocks, Weapon X): Also Ranged Fighter; see profile.

Plague (Morlocks, Horsemen): She can transmit any disease (almost always fatal) to others by mere touch. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Mastery of Disease: 6 Immune to all illness, Cause illness via an attack vs. Durability for success, Range = 1. Effects lead to incapacitation for days equal to Action Number, but if she uses more plague stones than the victim has health stones, he will surely die (could be worse, at GM discretion), Leadership: 1, Social Skills: 1.

Sack (Morlocks): Protoplasmic, amorphous, he can engulf victims within his body, forcing them to do his will as they slowly suffocate. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Engulf/Control Others (Strength Bonus): 6, attacks the enemy as Close Combat, but Toughness doesn't count and target is engulfed if hit. Duration = 1 Panel per red stone spent for control, after engulfed. You can use victim's physical Abilities while literally coating his body. When engulfed, the victim loses 1 red stone per Panel and does not regenerate.

If victim runs out of red stones, he dies. Social Skills: 3; **MODIFIERS:** Toughness: (+2), Paralytic Agent: (+3) to Engulf and Control.

Shatter (Morlocks): A Morlock with a crystalline form that reforms if broken. Turns liquid to crystal (then smashes it!). **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Crystallize Liquids: 6 (Reduces Resistance to damage by 6 stones, can cause objects or persons to shatter with ease if Resistance is overcome), Close Combat: 2 (Strength Bonus); **MODIFIERS:** Toughness: (+2), Reconstitute Self; **EQUIPMENT:** Carries a baseball bat to shatter what he has crystallized.

Sunder (Morlocks): A large, misshapen strongman, one of the original Morlocks. **ABILITIES:** Int: 2, Str: 7, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Str. Bonus), Black Ops: 4 (Kidnapping); **MODIFIERS:** Toughness: (+6).

Amphibius (Savage Land Mutates): Also Other. His mutated frog-like legs allow superhuman leaps. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Swimming: 5, Command Underwater Creatures: 5 (up to 5 stones of creatures), Leaping: 5 (see D&R), Tongue Whip: 4, Close Combat: 2 (Strength Bonus), Social Skills: 2; **MODIFIERS:** Reflexive Dodge: (+1), Razor Teeth: (+1), True Amphibian (can live in water or on land); **EQUIPMENT:** Glove fitted with razor-sharp claws on his left hand: (+1).

Barbarus (Savage Land Mutates): A four-armed Mutate with great strength. **ABILITIES:** Int: 2, Str: 8, Agi: 3, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 2 (Strength Bonus), Social Skills: 1; **MODIFIERS:** Toughness: (+1).

Lupa (Savage Land Mutates): A Mutate who can emit pheromones that allow her to place bestial creatures in her thrall. **ABILITIES:** Int: 2, Str: 4, Agi: 3, Spd: 3, Dur: 4; **ACTIONS:** Pheromones: 5 (control bestial creatures), Close Combat: 3 (Strength Bonus), Hunting/Tracking: 3, Social Skills: 2; **MODIFIERS:** Reflexive Dodge: (+1), Animal Senses: (2), Claws/Fangs: (+1), Enhanced Vision: (+4), infrared; **EQUIPMENT:** Pack of Dire Wolves Int: 1, Str: 2, Agi: 3, Speed 3, Dur: 1, Close Combat: 2 (Str. Bonus), Claws/Teeth: (+1).

Donald Pierce (Hellfire Club, Reavers): Founder and leader of the Reavers, originally from the Hellfire Club. He has cybernetic tentacles. **ABILITIES:** Int: 2, Str: 6, Agi: 4, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 4 (Strength Bonus), Tendril Whip: 6, Optic Blast: 7 (2x Damage), Flight: 5 (Rocket Boosters), Technology: 5, Leadership: 4, Social Skills: 4; **MODIFIERS:** Targeting: (+1), Toughness: (+4), Cybernetic limbs (Strength of 6) that are cybromorphic: arms and legs can telescope/stretch 3x normal length; **EQUIPMENT:** May have hi-tech equipment, such as scanners, specific weapons, etc.; 2 built-in Machine Guns (+3). GM: Feel free to add more.

Lady Deathstrike (Reavers): See profile.

Cylla (Skullbuster II), Reavers: She excels as both a Ranged and Close Fighter, being endowed with electronic Targeting and molybdenum Claws. **ABILITIES:** Int: 2, Str: 5 Agi: 3 Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus), Vehicles: 4 (Pilot), Technology: 2, Social Skills: 4; **MODIFIERS:** Claws (+2), Targeting: (+2), Radar Senses: (5), Infrared Vision: (5); **EQUIPMENT:** Heavy Armor (+2), can "clip on" additional weaponry at need, Machine Guns (+4), Grenade Launcher (+4).

RANGED FIGHTERS

Exodus (Acolytes): Also Close Fighter, Support; see profile.

The Kleinstock Brothers [Sven, Harlan, Eric] (Acolytes): They can act separately

or merge into one being of greater power. **ABILITIES:** Int: 2, Str: 4, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Plasma Blast: 6 (From hands, 2x Damage), Close Combat: 3 (Strength Bonus), Flight: 1 (Eric only), Social Skills: 2; **MODIFIERS:** Toughness: (+2), **Merge:** The brothers can merge into one entity with every Ability and Action increased by 1 per brother in the merged entity.

Static (Acolytes): Shooting neuro-synaptic impulses from her fingertips, she can paralyze her targets and knock out their mutant/mutagenic powers. A rebel against Magneto. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Neuro-synaptic Impulses: 6 (Attack vs. Durability or Intelligence to paralyze and negate mutant powers for 1 Panel per stone that gets through). Range = 1. Close Combat: 2 (Agility Bonus), Social Skills: 1.

Caremella Unuscione: Also Close Fighter.

Vindaloo (Acolytes): He can emit a napalm-like gel and blast his opponents with flames. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Force Blast: 6 (Napalm-like gel, 2x Damage, Range = 2, Area Attack), Close Combat: 3 (Agility Bonus), Social Skills: 1; **MODIFIERS:** Toughness: (+1).

Avalanche (Brotherhood): See profile.

Toad (Brotherhood): Also Close Fighter; see profile in Game Guide.

Harry Leland (Hellfire Club): Black Bishop. He can increase the mass of

anyone or anything nearby. **ABILITIES:** Int: 3, Str: 1, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Increase Mass: 9 (Add stones of weight to anything within a Range of 3, Duration at will while in range unless knocked out), Ranged Combat: 2, Legal Skills: 4, Business Skills: 5, Social Skills: 6; **MODIFIERS:** Wealth: (8).

Archangel (Horsemen): Also Close Fighter, Support.

Roderick "Rory" Campbell (Horsemen): He was a research assistant for Dr. Moira MacTaggart who learned he was fated to become Ahab, a future mutant-hunter. In abortive attempts to avoid this, he wound up as a Horseman of Apocalypse. **ABILITIES:** Int: 2, Str: 5, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 4 (Strength Bonus), Energy Dampen (As Energy Drain): 9 (Disperses energy attacks directed at him up to Action #), Technology: 4, Ranged Combat: 4, Social Skills: 2; **MODIFIERS:** Toughness: (+3).

Deathbird (Horsemen): Also Close Fighter, Support.

Abraham Lincoln Kieros (Horsemen): A paralyzed Vietnam vet (Medal of Honor) who became Apocalypse's Horseman of War in return for being healed and getting his latent mutant power to make things explode at a distance catalyzed. **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Force Blast: 8 (2x Damage), Focused Explosions: 5 (Make inanimate objects explode from a distance, but must have line of sight. Stones of effort = distance from object exploded and maximum size of object exploded, stones of weight of exploding object = area effect of explosion, see Area Row on D&R; Close Combat: 4 (Strength Bonus), Ranged Combat: 4, Leadership: 2, Social Skills: 3 (Military Protocol); **MODIFIERS:** Toughness: (+2).

Autumn Rolfson (Horsemen): She was a troubled, anorexic mutant until she was discovered, tested and deemed worthy by Apocalypse. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Consume Organic Matter: 8 (Can reduce organic material to dust. If used on living person can reduce them to a shriveled, starved form: Attack vs. Durability, one red stone lost on victim per stone of effect; if no red stones left lose white stones).



Target chooses which stones removed first. A little food can revive a victim. Range = 2), Ranged Combat: 2, Social Skills: 2; **MODIFIERS:** Skeletal build, parchment-like skin, appears aged.

Gambit (Marauders, X-Men): Also Scout. Helped recruit the Marauders, but did not participate in the massacre of the Morlocks; see profile in Game Guide.

Harpoon (Marauders): He is a relentless, vicious murderer who hurls energy-charged Harpoons at his victims. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Charge Object: 7 (Can affect targets in the astral plane and when shape-shifted. Can nullify or disrupt the powers of any so wounded, at GM discretion), Social Skills: 2; **MODIFIERS:** Targeting: (+1); **EQUIPMENT:** Quiver of 3 dozen Harpoons: (+3).

Prism (Marauders): He has a crystalline form, enabling him to absorb energy as light, projecting it back at his attackers. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Energy Absorption/Reflection: 6 (can choose to cause damage or 1 Panel of blindness/stone instead), Close Combat: 4 (Speed Bonus), Social Skills: 1; **MODIFIERS:** Targeting: (+1), Toughness: (+6). **NOTE:** Made of crystalline substance, he will shatter if he loses any white stones.

Riptide (Marauders): Spinning in place at high speed, he can throw a hail of shards that act as weapons, shredding his victims. **ABILITIES:** Int: 2, Str: 2, Agi: 3, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Agility Bonus), Ranged Combat: 3 (Agility Bonus), Social Skills: 2; **MODIFIERS:** Bone weapons: (+3), Area Effect: Radius of 3, Area/Leaping row of the D&R, Targeting: (+1), Reflexive Dodge: (+2), when spinning.

Scalphunter (Marauders): He is the field leader of the Marauders. He can convert just about any device into a powerful weapon. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close

Combat: 4 (Agility Bonus), Ranged Combat: 6, *Technoforming*: 6 (Can make a 6-stone, 2x damage weapon from almost any components), Leadership: 5, Social Skills: 4; **MODIFIERS:** Targeting: (+2); **EQUIPMENT:** Body Armor: Defense (+1), Technoformed Assault Rifle (+6), Costume pockets contain useful components to create weapons.

Vertigo (Marauders, Savage Land Mutates): She induces sensations of vertigo, including dizziness, nausea, and possibly unconsciousness in some victims from loss of balance. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus), Ranged Combat: 1, *Vertigo*: 5 (Attack vs. Durability; 2x Damage, subtracted by targets from red stones of energy from actions or defense first, not white stones. Speed reduced by 1 per stone of attack, even if no damage. Area effect vs. any in front of her, Range = 2), Social Skills: 3; **MODIFIERS:** Reflexive Dodge: (+1).

Electric Eve (Morlocks): She can Absorb/Reflect electrical energy, and her eyes glow when using her power. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus), Absorption/Reflection of Electricity: 7; **MODIFIERS:** Can be "shorted out" if drenched with water.

Erg (Morlocks): He can absorb energy and reflect it via his "electric eye." **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Energy Absorption/Reflection: 6 (Energy released as electricity), Close Combat: 2 (Strength Bonus) Social Skills: 1; **MODIFIERS:** Electric Eye: (+1), as Targeting.

Hemingway (Morlocks): also Close Fighter.

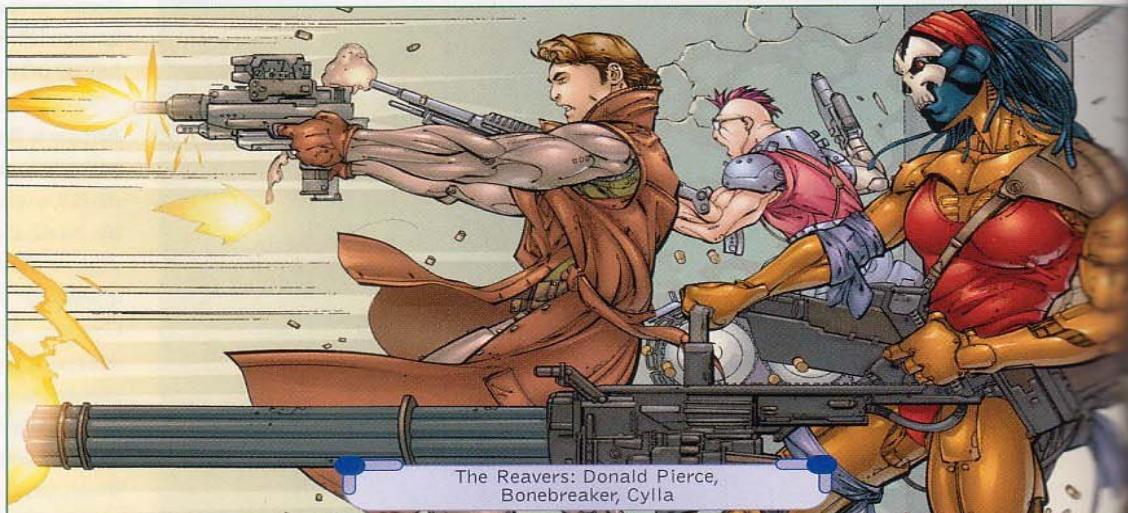
Marrow (Morlocks, Weapon X): Also Ranged Fighter; see profile.

Vessel (Morlocks): A Morlock and a survivor-type. He has an Improved Energy (Psi) Drain at 7. **ABILITIES:** Int: 2, Str: 5, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Improved Drain Energy: 7, Close Combat: 4 (Strength Bonus), Social Skills: 1.

Bonebreaker (Reavers): A Reaver with a motorized tank chassis, equipped with weaponry as Powered Armor. Only 4'6", but weighs in at over 400 lbs. **ABILITIES:** Int: 2, Str: 5 Agi: 2, Spd: 3, Dur: 5; **ACTIONS:** Close Combat: 5 (Strength Bonus), Ranged Combat: 6, Social Skills: 1; **MODIFIERS:** Targeting: (+1), Toughness: (+4), in tank chassis only; **EQUIPMENT:** Numerous cybernetic enhancements at GM discretion (see powered armor in the Game Guide for ideas), Anti-Aircraft Missiles (+5), Heavy Machine Gun (+4), 2x Damage (can be interchanged with other weaponry). **NOTE:** His lower body is a detachable tank chassis, which he can abandon if he needs.

Donald Pierce (Reavers): Also Close Fighter.

Skullbuster (Reavers): He is a cybernetic marksman, highly skilled, armed and extremely dangerous. **ABILITIES:** Int: 2, Str: 2 Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Kicking: 4 (Strength Bonus), Ranged Combat: 6; **MODIFIERS:** Toughness: (+2), Lower legs enhanced for kicking: (+2); **EQUIPMENT:** Body Armor: Defense (+2), Automatic Rifle: (+4), Grenade Launchers: (+4).



Cole, Mason, Reese (Reavers): Wade Cole, Angelo Macon, Murray Reese are all Reavers. Cybernetically enhanced, well equipped with built-in weapons, including rocket launchers. **ABILITIES:** Int: 2, Str: 2, Agi: 5, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 5, (Strength Bonus) Ranged Combat: 5; **MODIFIERS:** Toughness: (+2), Targeting: (+2); **EQUIPMENT:** Body Armor: Defense (+2), Infrared Scanners (as Enhanced Vision): (4), infrared, Rocket Packs (Flight: 3), other cybernetic enhancements and weapons at GM discretion (see powered armor in the Game Guide for ideas), Anti-Aircraft Missiles (+5), Heavy Machine Gun (+4, 2x Damage).

Cylla (Skullbuster II) (Reavers): Also Close Fighter.

SCOUTS

Gargouille (Acolytes): She is gargoyle-like entity with talons, horns, leathery wings and hyper-keen senses. **ABILITIES:** Int: 2, Str: 5, Agi: 5, Spd: 3, Dur: 3; **ACTIONS:** Hunting/Tracking: 4, Flight: 4, Close Combat: 2 (Strength Bonus), Social Skills: 1; **MODIFIERS:** Reflexive Dodge: (+2), Animal Senses: (5), Talon/Horn: (+2).

Nance (Acolytes): A human spy coerced into joining the Acolytes. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Black Ops: 5, Close Combat: 3 (Agility Bonus), Social Skills: 4; **MODIFIERS:** Reflexive Dodge: (+1).

Neophyte (Acolytes): He is a young Swiss mutant who can Phase Shift. It was he who betrayed the Acolytes to the X-Men. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus) Phase Shift: 6, Social Skills: 3.

Scanner (Acolytes): Also Support. A Telepath who can take on electrical form (like Phase Shift). **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus), Telepathy: 4 (Telepathic Communications, Mental Bolts), Electro-Transitional Shift (as Phase Shift): 5, Flight: 10 (only while ETS), Social Skills: 2; **MODIFIERS:** Sense Mutants: (3), Enhanced Vision: (3) (See Astral), Mental Defense: (+4), Reflexive Dodge: (+2).

Spoor (Acolytes): He's a feral mutant with shaggy brown fur. A born hunter with the power to exude pheromones. **ABILITIES:** Int: 2, Str: 5, Agi: 4, Spd: 3, Dur: 4; **ACTIONS:** Hunting/Tracking: 5, Pheromones (to delude, affect emotions): 4, Close Combat: 4 (Str. Bonus), Social Skills: 1; **MODIFIERS:** Toughness: (+1), Reflexive Dodge: (+1), Animal Senses: (5), Claws: (+1).

Mystique (Brotherhood): See profile in Game Guide.

Friedrich von Roehm (Hellfire Club): Black Rook. He can transform himself into a wolf. He has many occult and jewelry industry contacts, and is very smart. **ABILITIES:** Int: 3/1, Str: 2/3, Agi: 2/3, Spd: 2/3, Dur: 3/4; **ACTIONS:** Close Combat: 3/5 (Strength Bonus), Business Skills: 5 (Gems/Jewelry), Social Skills: 5/1; **MODIFIERS:** Wealth: (6), Transform Self (into wolf), Animal Senses: (3 only as a wolf), Claws/Fangs: (+1).

Trevor Fitzroy (Hellfire Club): His name means "king's son," a sardonic reference (since he's the bastard son of Anthony Shaw, Black King in an alternate timeline). He can drain life energy and use it to open time/space portals, which is how he got here, followed by the X-Man, Bishop. **ABILITIES:** Int: 3, Str: 2/5*, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Drain Energy: 7 (Range 2), Close Combat: 6, (Strength Bonus), Chronomancy: 7 (open portals in time and space; where he winds up is largely at GM discretion), Social Skills: 4; **MODIFIERS:** Targeting: (+1), Reflexive Dodge: (+1), Wealth: (5); **EQUIPMENT:** Omnitum-Mesh Body Armor, Defense (+2): Invisibility at will, Action # 5, Increases Strength by 3 (but not to above 10). **NOTE:** He's laying groundwork to combine Actions into "Mastery of Time."

Wolverine/Death IV (X-Men, Horsemen): also Close Fighter; see profile in Game Guide.

Sabretooth (Marauders, Brotherhood): Also Close Fighter; see profile in the Game Guide.

Gambit (Marauders, X-Men): Also Ranged Fighter; see the profile in the Game Guide.

Callisto (Morlocks): Also Support, Close Fighter; see profile.

Feral (Morlocks, X-Force): Also Close Fighter.

Trader (Morlocks): A former member of the Chicago Board of Trade, he can blend into shadows, walls, etc. He swore revenge against the man who unmasked him as a mutant. **ABILITIES:** Int: 3, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Invisibility: 4 (clouds the retinas of those who look toward him), Close Combat: 2 (Strength Bonus), Business Skills (Stock Trading): 4, Social Skills: 4.

Gaza (Savage Land Mutates): He is blind, but can "see" through second sight. **ABILITIES:** Int: 2, Str: 3, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Social Skills: 1; **MODIFIERS:** Mental Defense: (+5), Enhanced "Vision": (8), second sight, see through illusions.

Lupo (Savage Land Mutates): He can summon and control mammalian carnivores, especially wolves. **ABILITIES:** Int: 2, Str: 2, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Hunting/Tracking: 3, Close Combat: 2 (Strength Bonus), Social Skills: 2; **MODIFIERS:** Reflexive Dodge: (+1), Animal Senses: (2), Claws/Fangs: (+1), Infrared Vision: (+4).

MASTERS

Rusty Collins (Acolytes): He is a Master of Fire and ex-navy vet who was imprisoned for accidentally burning a woman. He once was a New Mutant. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Strength Bonus), Mastery of Fire: 6 (Immune to effects, Create/manipulate, Fire Blast, 2x Damage), Flight: 6, Social Skills: 4.

Katu (Acolytes): He has bionic arms and can manipulate the weather. He can also absorb and reflect kinetic and electromagnetic energy. **ABILITIES:** Int: 2, Str: 6, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Absorb/Reflect Energy: 5, Mastery of Weather: 4 (Immunity, Create/manipulate/affect weather, Force Blast, 2x Damage), Social Skills: 2; **MODIFIERS:** Bionic Arms (Strength = 6), Toughness: (+1).

Projector (Acolytes): He is a Master of Light who can use Telekinesis to give his forms “substance.” **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus) Master of Light: 6 (Create/manipulate light, make objects with physical effects as per Telekinesis, at Action Number), shape light into ramps, spheres, etc., Force Blast), Social Skills: 2.

Pyro (Brotherhood): Master of Fire; see profile.

Selene (Hellfire Club): Black Queen. Selene’s powers derive from mutation, but she uses the forms and spells of a Sorceress. She is not affected by old age thanks to her power to drain the life energies of others. **ABILITIES:** Int: 3, Str: 6, Agi: 2, Spd: 4, Dur: 4; **ACTIONS:** Improved Drain Energy: 7, Mesmerism: 7 (Project Thought/Control Others, Mental Bolts, Edit Memories), Telekinesis: 7, Mastery of Magic 4, Sorcery: 7, Close Combat: 3 (Strength Bonus), Technology: 3, Black Ops: 6, Social Skills: 6 (Manipulation, Seduction); **MODIFIERS:** Toughness: (+1), Mental Defense: (+7), Wealth: (8), Immortality.

Sunspot (Hellfire Club, X-Men): See profile.

Arclight (Marauders): She is a Master of Vibration (like Avalanche) and also packs a powerful punch. **ABILITIES:** Int: 2, Str: 7, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Master of Vibrations: 7 (Immune to her own effects, Creation/Manipulation, 2x Damage, collateral damage, Area Effect, can only affect inanimate objects), Close Combat: 4 (Strength Bonus), Ranged Combat: 2, Social Skills: 2; **MODIFIERS:** Toughness: (+2).

Polaris (Marauders, X-Men, Brotherhood): Mastery of Magnetism. Possessed by Malice, she was acting against her will when working with the Marauders; see profile.

Zaladane (Savage Land Mutates): Sorceress Queen of the Sun People and High Priestess of Garokk, she is very beautiful—and quite mad for power. Not originally from Savage Land. **ABILITIES:** Int: 3, Str: 6, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Mastery of Magic: 3,

Sorcery: 6, Technology: 5, Close Combat: 5 (Strength Bonus), Hunting and Tracking: 2, Social Skills: 5; **MODIFIERS:** Toughness: (+2), High Priestess of Garokk: May call on him to appear in physical form (but cannot make him do her bidding, though she desires that), at GM discretion; **EQUIPMENT:** Pterodactyl mount, endless numbers of Sun People, if appropriate.

Blowhard (Morlocks): He can create and manipulate winds, using a pipe for focus. **ABILITIES:** Int: 2, Str: 5, Agi: 2, Spd: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength Bonus), Master Of Wind: 6 (Immune to effects, Create/Manipulate, Wind Blast: Area Attack); **MODIFIERS:** Toughness: (+1); **EQUIPMENT:** Pipe: (+1) to any air-related effect.

SUPPORT

Fabian Cortez (Acolytes): See profile.

Anne-Marie Cortez (Acolytes): A telepath who is empathic and can control others. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Telepathy: 5 (Control minds, Empathy), Close Combat: 2 (Strength Bonus), Social Skills: 3; **MODIFIERS:** Mental Defense: (5).

Exodus (Acolytes): Also Close & Ranged Fighter; see profile.

Milan (Acolytes): He can convert thought to electromagnetic signals (“Electropathy”) to communicate directly with computers, tap into the thoughts and memories of others, recording them as electronic info. Also Close Combat. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Intelligence Bonus), *Electropathy* (as Biocomputing): 5, Computers: 5, Telepathy: 5 (Read Minds, Special restriction: can only project thoughts onto screens/other media), Social Skills: 3; **MODIFIERS:** Mental Defense: (5).

Orator (Acolytes): He is a blue, gaunt-faced empath who can sense and manipulate the emotions of others. “Friends, mutants, countrymen, lend me your ears...” **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Agility Bonus)

Telepathy: 6 (Empathy, project/enhance emotions, Area Effect), Social Skills: 5.

Scanner (Acolytes): Also Scout. Can Sense Mutants.

Skids (Acolytes, Morlocks): Abused and abandoned, she joined the Morlocks and, eventually, the Acolytes. She can (and usually does) surround herself with a powerful Force Field. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Speed Bonus), Force Field: 7 (stones are free, can’t be used to attack, but can protect others), Skating: 4 (via Force Field), Social Skills: 4; **MODIFIERS:** Reflexive Dodge: (+1).

Amelia C. Voght (Acolytes): She can teleport via astral mist, traveling through psychic plane. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Transubstantiation (as Teleport): 8 (appears as mist while in transit), Force Blast/Touch: 8 (Attack vs. Intelligence, knocks out victim 1 Panel for each stone that gets through, Can only do so while in Mist form), Social Skills: 2; **MODIFIERS:** Reflexive Dodge: (+1).

Emma Frost (Hellfire Club): Telepathy. See profile.

Selene (Hellfire Club): Also Mastery (Sorcery). Black Queen.

Mastermind (Hellfire Club, Brotherhood): He is a telepath and a wannabe Hellfire Club member. Failed membership test for Inner Circle. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Telepathy: 7 (Illusions only) Close Combat: 1, Black Ops: 5, Social Skills: 7; **MODIFIERS:** Wealth: (5), Mental Defense: (+7).

Archangel (Horsemen): See also Close & Ranged Fighter and profile. Flight.

Deathbird (Horsemen): Also Close & Ranged Fighter. Flight.

Malice (Marauders): In her true form, she is pure psionic energy. She can possess another (victim knows but can’t resist) and use her victim’s powers. **ABILITIES:** Int: 3, Str: 1, Agi: 1, Spd: 2, Dur: 3; **ACTIONS:** Telepathy: 6 (Intelligence Bonus, Possess Minds),

Social Skills: 4; **MODIFIERS:** Physical Invulnerability (but only when she is not currently possessing a victim); **EQUIPMENT:** Anyone she possesses gets a band (composed of psionic energy) around his or her neck with a cameo in the center.

Scalphunter (Marauders): Also Ranged Combat. Leadership.

Scrambler (Marauders): Also Close Fighter. Disruption of machinery.

Annalee (Morlocks): A matron who projects her emotions on others. Not a combatant, but a caretaker and a protector. **ABILITIES:** Int: 2, Str: 1, Agi: 1, Spd: 2, Dur: 2; **ACTIONS:** Telepathy: 6 (Intelligence Bonus, Project Emotions), Close Combat: 1 (Agility Bonus), Childcare: 5, Social Skills: 2; **MODIFIERS:** Mental Defense: (+6). **NOTE:** She often has Morlock children around, especially Leech.

Artie (Morlocks): He is merely a child, but his mutation has manifested itself earlier than usual. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Telepathy: 3 (Intelligence Bonus, Illusions, Create links, Mental Bolts), Close Combat: 2 (Strength Bonus), Social Skills: 3; **MODIFIERS:** Can't speak, uses illusions to create images for communications, eyes often glow when using power.

Beautiful Dreamer (Morlocks): Dressed like a '20s flapper, she has the power to alter memories, via cigarette smoke.

ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 3 (Agility Bonus), Telepathy: 6 (Edit Memories, Alter Loyalties, some form of smoke necessary for power) Social Skills: 2; **MODIFIERS:** Mental Defense: (+6); **EQUIPMENT:** Cigarettes, Lighter.

Caliban (Morlocks, Horsemen): Also Close Fighter. Sense Mutants.

Callisto (Morlocks): Also Scout, Close Fighter; see profile. Leadership.

Healer (Morlocks): He can heal the injuries of others, but only at a cost to himself. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 2 (Strength Bonus), Healing: 8 (Lose 1 white stone to heal 2 white stones of others), Social Skills: 4; **MODIFIERS:** Toughness: (+4), Healing Factor.

Leech (Morlocks): Can suppress super powers within about 10 yards. His skin is a vivid shade of green. He is a friend and protector of Annalee. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus), Social Skills: 1; **MODIFIERS:** Suppress Mutant Powers: (3).

Masque (Morlocks): He was of the founders of Callisto's Morlocks and briefly their leader. Of gray, misshapen appearance himself, he can permanently Shape Shift others, but not himself. Faces are a specialty. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Shape Shifting: 6 (others only), Close Combat: 2 (Strength Bonus), Leadership: 2.

Postman (Morlocks): A limited telepath who can edit or erase memories. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Telepathy: 6 (Edit/erase memories), Postal System: 5, Social Skills: 4; **MODIFIERS:** wears glasses, nearsighted.

Gateway (Reavers, X-Men): Teleportation (coerced into aiding the Reavers); see profile.

Pretty Boy (Reavers): He can reach right into a man's brain and alter memories/control minds (as Telepathy, but via machine). Can do the same with all computers, robots, etc. **ABILITIES:** Int: 2, Str: 3 Agi: 3, Spd: 2, Dur: 5; **ACTIONS:** Close Combat: 4 (Strength Bonus), Ranged Combat: 4, Social Skills: 3; **MODIFIERS:** Cybermorphics: (6), fiber-optic filaments, as telepathic attack, that reach directly into victim's brain, altering personality to whatever he desires; insinuate himself into computer networks/telephone lines, allowing him to see what's at the other end; **EQUIPMENT:** Numerous cybernetic enhancements allowing him to do "normal" tasks, can "clip on" Mission-specific devices at need. (See Powered Armor in the Game Guide.) Submachine gun (+3), but he doesn't always carry a weapon.

Brainchild (Savage Land Mutates): A "beneficiary" of Magneto's Genetic Experimentation, he has a computer-like Intelligence. **ABILITIES:** Int: 7, Str: 1, Agi: 1, Spd: 1, Dur: 2; **ACTIONS:** Bio-Computing: 5 (no computer interface), Genetic Engineering: 5, Technology: 5, Close Combat: 1 (Strength Bonus), Leadership: 4, Social Skills: 4 (Brainwashing).

Equilibrium (Savage Land Mutates): A Mutate whose hypnotic eyes can induce a state of vertigo. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Social Skills: 1, Disorientation: 5 (Attacks vs. Intelligence to incapacitate 1 Panel per stone that gets through, Requires eye contact; Range = 1); **MODIFIERS:** Mental Defense: 5.

Leash (Savage Land Mutates): A mutate, she can trap a person's soul and astral form! **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Leash: 7 (Attack vs. Intelligence, if Leash wins, your astral self is trapped and you are in her thrall; if she fails she is under the target's control), Close Combat: 2 (Strength Bonus), Social Skills: 3; **MODIFIERS:** Mental Defense: (+7).



The Brotherhood: Phantasia, Blob, Toad, Sauron and Pyro

Lorelei (Savage Land Mutates): She can transfix men with her voice and hold them in thrall. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** *Hypersonic Control:* 6 (Attack vs. Intelligence which affects the sexual drives of males, completely paralyzing them for 1 Panel per stone that gets through. She focuses this power through singing. Females are immune). Close Combat: 2 (Agility Bonus), Social Skills: 3; **MODIFIERS:** Reflexive Dodge: (+1).

INFLUENCE

Trader: Also Scout. An up-and-coming stockbroker until "outed" by an unscrupulous co-worker.

Emmanuel DaCosta (Hellfire Club): A man of wealth, influence and excellent connections, but with no known mutant powers. **ABILITIES:** Int: 4, Str: 2, Agi: 2, Spd: 2, Dur: 2; **ACTIONS:** Close Combat: 1 (Agility Bonus), Business Skills: 8, Social Skills: 7; **MODIFIERS:** Wealth: (8).

Trevor Fitzroy (Hellfire Club): Also Scout.

Selene (Hellfire Club): Also Master.

Sebastian Shaw (Hellfire Club): Also Close Fighter.

Shinobi Shaw (Hellfire Club): Also Close Fighter.

Friedrich von Roehm (Hellfire Club): Also Scout.

OTHER

Kamal (Acolytes): He can absorb the physical properties of any solid object that he touches. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Social Skills: 2; **MODIFIERS:** Transform Self by Touch (limited to 6 stones of effect).

Rem-Ram (Acolytes): He can influence dreams and can make an opponent face his worst fears. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), *Master of Elements/Dreams:* 6 (Immune to Dream Effects, Create/Manipulate Dreams, Force one to confront worse fears in dreams. This gives a Bonus in subsequent

battles with the victim), Social Skills: 4.

Piper (Morlocks): A Morlock who can Control Animals, such as rats, alligators, etc. (using flute). **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** *Summon and Control Animals:* 6 (call and control up to 6 stones of beasts, most likely rats and alligators in the sewers). Close Combat: 2 (Strength Bonus), Flute playing: 5, Social Skills: 2; **EQUIPMENT:** Flute (necessary to focus power).

Amphibius (Savage Land Mutates): Also Close Fighter. Can command aquatic creatures.

Piper (Savage Land Mutates): He is a Mutate who cannot speak, but can call and control beasts with his pipe playing. **ABILITIES:** Int: 2, Str: 2, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), *Summon and Control Animals:* 6 (He can summon 6 stones of beasts to do his bidding), Hunting/Tracking: 3, Social Skills: 2; **MODIFIERS:** Mute; **EQUIPMENT:** Pipes (necessary to focus power).

TEAM DESCRIPTIONS

The following pages provide the make-ups of eight of the X-Men's deadliest enemies. Each team is profiled in terms of their eight basic attributes. While these descriptions can't possibly represent the entire history of the teams, they do tell you everything you need to know in order to field believable and dangerous adversaries for your players.

After the attributes, we provide a complete roster of members, along with the positions they play on the team. Not everybody who's on the list was on the team at the same time. You should feel free to pick and choose the team members you want. If you're setting your campaign in a particular era of Marvel history, you may want to recreate the specific membership of a particular team. For instance, if you want the post-Morlock Massacre period of the Horseman of the Apocalypse, then Archangel would be Death. Of course, then Archangel wouldn't be a member of the X-Men. (You'll see a number of characters that are listed as having been on more than one team at various times in their careers. That's just the nature of the business; super-power types tend to

bounce from job to job.)

But you can also just use these team make-ups as guides to create your own team. Want a team that's like the Marauders but made up only of Cyborgs? Then look at both the Marauders and the Reavers. Read up on their attributes and choose the ones that feel right for your new team. Examine their membership, and then use that knowledge to decide who should be on your team.

When you're done looking at these teams, be sure to check out the next part of this section, where we take you through the process of creating an entirely new team, the Wolves.

THE ACOLYTES

1. Background: An all-mutant group that is generally following orders of Magneto, Exodus or Fabian Cortez. They've been based on Avalon, or in Genosha once Magneto took control, although specific missions can take them anywhere.

2. Basic Motivations: They, like their founder and official leader, Magneto, are generally anti-human. They may or may not be hostile to other mutants, depending on the circumstances. They just want to survive, but are willing to operate against humans or other mutants to protect themselves or further their anti-human agenda. When Magneto is not around, they indulge in a considerable amount of intrigue—anything from Fabian Cortez plotting to usurp control to Exodus masquerading as Magneto.

3. Composition: They are mutants with a wide assortment of powers. However, they have a shortage of non-telepathic Support and no known healers at all.

4. Size: They are likely to be found in balanced multi-talented teams, approximately the size of the player-group.

5. Power: They are likely to be fairly powerful, a fair match for the players (especially if Exodus and/or Magneto are around).

6. Attitudes toward the players: Depends very much on whether they have a bone to pick with any of the players and how the players treat them. Some of the X-Men's best friends—and worst enemies—have been or become Acolytes. Many Acolytes felt a kinship to the X-Men, and would have gladly

welcomed the X-Men into their ranks...if they gave up their hope for peace and realized Magneto's way was the right way. But if you're not a mutant of any sort, they may leave you to die, but they won't actually kill except in "emergencies."

7. Fighting Style: They are dedicated and well coordinated.

8. If the Team defeats the Party: They will only kill their enemies in retribution. They have been known to take prisoners given the opportunity.

ROSTER

- **Barnacle** (Close Fighter)
- **Cargill** (Close Fighter)
- **Chrome** (Close Fighter)
- **Rusty Collins** (Master of Fire)
- **Colossus** (Close Fighter)
- **Anne-Marie Cortez** (Support)
- **Fabian Cortez** (Support)
- **Decay** (Close Fighter)
- **Delgado** (Close Fighter)
- **Exodus** (Close & Ranged Fighter, Support)
- **Gargouille** (Scout)
- **Javitz** (Close Fighter)
- **Kamal** (Other)
- **Katu** (Master of Weather)
- **Kleinstock Brothers** (Ranged Fighters)
- **Melloncamp** (Close Fighter)
- **Milan** (Support)
- **Nance** (Scout)
- **Neophyte** (Scout)
- **Orator** (Support)
- **Projector** (Master of Light)
- **Rem-Ram** (Other)
- **Scanner** (Scout, Support)
- **Senyaka** (Close Fighter)
- **Skids** (Support), also Morlocks
- **Spoor** (Scout)
- **Static** (Ranged Fighter)
- **Unuscione** (Close Fighter)
- **Vindaloo** (Ranged Fighter)
- **Amelia C. Vought** (Support)

THE BROTHERHOOD OF EVIL MUTANTS

1. Background: They are everything the X-Men are not. These mutants are terrorists, murderers and extortionists, and they may be on either or both sides of the law. They have been led by Magneto, their founder, but also by others, including Mystique.

2. Basic Motivations: Their goal is anything which benefits mutants at whatever cost necessary, especially human lives. Disillusioned by their master's callous treatment, some of them may be rebellious at times.

3. Composition: A multi-talent team, with an assortment of powers.

4. Size: They usually hang out in groups of four or more, but two-man teams are common.

5. Power: Magneto is deadly, and Sabretooth is a dead match for Wolverine, but the others aren't quite up to the X-Men in power. Mystique's shape-shifting ability is formidable.

6. Attitudes toward the players: They tend to feel that if you're not with them, you're against them, and they attack accordingly. Sometimes, in emergencies, the Brotherhood has cooperated with other groups.

7. Fighting Style: They are old hands and coordinate well. At the same time, they aren't as powerful as the X-Men, so they tend to go about things in a more clandestine manner, using ambush, infiltration, assassination, etc.

8. If the Team defeats the Party: They are more likely to kidnap a knocked-out mutant hero or leave him there than kill him. Humans, on the other hand, may be dead meat.

ROSTER

- **Avalanche** (Ranged Fighter)
- **Blob** (Close Fighter)
- **Mastermind** (Support)
- **Mystique** (Scout)
- **Pyro** (Master of Fire)
- **Quicksilver** (Scout)
- **Sabretooth** (Close Fighter/Scout), also, Marauders
- **Sauron** (Close Fighter/Support)
- **Scarlet Witch** (Support)
- **Toad** (Close Fighter/Ranged Fighter)

THE HELLFIRE CLUB

1. Background: A large, secret and long-standing society that dominates world events and has done so for many generations, long before the emergence of mutantkind. Currently led by a clique of elite mutants headed by the extremely powerful mutant Sorceress, Selene, who rules as Black Queen. Only the Inner Circle knows any of this, though. Most members (most of whom are not mutants) think of the Hellfire Club as merely a highly exclusive club of the power elite, with all the trimmings (exquisite club locations and offices, invitation-only star-studded events, etc.).

2. Basic Motivations: Their consuming objective is to acquire wealth and political power and to maintain their domination of world events, all strictly

behind the scenes.

3. Composition: The Inner Circle are mostly mutants of exotic variety, with powerful mental skills and a number of unconventional physical powers. For most of their tasks, though, they hire normal human foot soldiers.

4. Size: If the group consists of only Inner Circle members, it would usually be a smaller group than the players. (There are only up to 8 Inner Circle members at any one time, but they're usually not in the same place.) There may be an Inner Circle member accompanied by a group of foot soldiers, usually of greater number than the party. If it is merely foot soldiers, they may outnumber the players by quite a bit (and may be armed with special equipment for their own Missions).

5. Power: The players should be very wary of taking on Inner Circle members. They can be very formidable indeed.

6. Attitudes toward the players: They will ignore or avoid the players unless they have specific business with them or it happens to suit them. If approached, they will be polite, but guarded. Beware dealing with them: they can be untrustworthy. They regard groups such as the X-Men not necessarily as enemies, but as fools.

7. Fighting Style: In spite of the fact that they are frequently rivals and are jealous of each others' power, they can work together at need. Mostly, though they fight as individuals, often attempting a ruse or an elaborate plan rather than a direct confrontation.

8. If the Team defeats the Party: They will probably not kill or rob unconscious players unless that is part of their own Mission. They are not above abduction for nefarious reasons (including as part of an "Inner Circle entrance exam"). The Hellfire Club is not known for being bloodthirsty, but they can be very callous.

ROSTER

- **Emmanuel DaCosta** (Influence) White Rook
- **Roberto DaCosta (Sunspot)** (Master of Solar Energy) Black Rook
- **Trevor Fitzroy** (Scout/Influence)
- **Emma Frost** (Close Fighter/Support/Influence) White Queen
- **Harry Leland** (Ranged Fighter/Influence) Black Bishop
- **Mastermind** (Support)
- **Donald Pierce** (Ranged Fighter) White Bishop, also Reavers
- **Selene** (Master of Magic/Support/

- Influence) Black Queen
- **Sebastian Shaw** (Close Fighter/Influence) Black King
- **Shinobi Shaw** (Close Fighter) Black King (temporarily)
- **Friedrich von Roehm** (Scout/Influence) Black Rook

THE HORSEMEN OF THE APOCALYPSE

- Background:** The Four Horsemen of the Apocalypse are a team of four mutants representing the ills of mankind (Death, Famine, War and Pestilence). The Horsemen were given a bargain by Apocalypse: powers and enhancement in return for servitude. Apocalypse uses his Horsemen to destroy all mutants deemed unworthy of survival.
- Basic Motivations:** Apocalypse wants to dominate the Earth and also believes that the strong will eventually destroy the unworthy.
- Composition:** This group consists of Apocalypse and his four horsemen: Pestilence, War, Death, and Famine, whoever those happen to be at the time. A multi-talent team with exotic combat-oriented super powers.
- Size:** May appear all at once, in pairs or individually. Apocalypse himself may be present. There are (usually) four at any one time.
- Power:** If Apocalypse is there, discretion may be the better part of valor. The players will usually be able to handle the Horsemen, but if Apocalypse is present, they will be much harder pressed (and may be lucky to escape).
- Attitudes toward the players:** They are normally on horrific assignments for Apocalypse and will fight anyone who gets in their way, and ignore anyone who doesn't.
- Fighting Style:** Individualistic and cunning, but they fight as a coordinated team, and are deadly in combination.
- If the Team defeats the Party:** They take prisoners if they deem them superior (Apocalypse regularly schemes to tap mutant powers), but will kill or enslave any others. All who are deemed unworthy must die for the good of the future.

ROSTER

- **Archangel/Death** (Close & Ranged Fighter, Support)
- **Caliban/Death, Pestilence** (Close Fighter/Support), also Morlocks

- **Rory Campbell/Famine** (Ranged Fighter)
- **Deathbird/War** (Close & Ranged Fighter, Support)
- **Hulk/War**: (Close Combat)
- **Abraham Lincoln Kieros/War** (Ranged Fighter)
- **Plague/Pestilence** (Close Fighter), Also Morlocks
- **Autumn Rolfson/Famine** (Ranged Fighter)
- **Wolverine/Death** (Close Fighter, Scout)

THE MARAUDERS

- Background:** Dedicated to terror, mayhem and slaughter. Whether they started as mutant or human, Mr. Sinister has genetically mutated them into his henchmen. They are deadly enemies of the Morlocks, renowned for striking fast and with deadly force. Mr. Sinister can make genetic duplicates of any of his Marauders who are killed, which makes them even more formidable.
- Basic Motivations:** Recruited and manipulated by Mr. Sinister, they are believers in Mutant Eugenics and will kill any mutants they deem to be inferior. They also enjoy fighting and killing. Usually on a dark errand for Mr. Sinister, although that may not always be apparent.
- Composition:** The Marauders are mostly a hard-hitting, Ranged Combat team. They are professional soldiers, always a challenge and always up for a fight. They usually use weapons and have an assortment of combat-related mutant powers. Weak on Support. They are likely to use exotic Close and Ranged Fighters in lieu of Scouts.
- Size:** They usually operate in teams around the same size as the player group or slightly larger, but this depends on the Mission.
- Power:** Usually an even match for any party they encounter, if not their superiors.
- Attitudes toward the players:** Ruthless, bloodthirsty murderers. If they have any dealings at all with most groups of players, they will lie.
- Fighting Style:** They do not coordinate very well, nor do they support each other, but they fight bravely nonetheless.
- If the Team defeats the Party:** The Marauders take no prisoners. You lose, you die. Unless they've been ordered to capture someone and bring them back to Sinister.

ROSTER

- **Arclight** (Master of Vibration)
- **Blockbuster** (Close Fighter)
- **Gambit** (Ranged Fighter)
- **Harpoon** (Ranged Fighter)
- **Malice** (Support)
- **Polaris/Malice** (Master of Magnetism)
- **Prism** (Ranged Fighter)
- **Riptide** (Ranged Fighter)
- **Sabretooth** (Close Fighter)
- **Scalphunter** (Ranged Fighter)
- **Scrambler** (Close Fighter/Scout)
- **Vertigo** (Ranged Fighter), also Savage Land Mutates

THE MORLOCKS

- Background:** Refugees of a society that hates them, the Morlocks have moved underground and live in the tunnels under New York and many other cities. They remain the deadly enemies of the Marauders.
- Basic Motivations:** They may have specific motivations, but in the main they are outcasts who just want to survive and protect their own. Since the Morlock Massacre by the Marauders; however, revenge is a big motivation for some.
- Composition:** Nearly always a random team, although different clans may be organized into multi-talent or even combat teams.
- Size:** Can be any number—a single individual to a whole community
- Power:** As a rule, they'll be somewhat less powerful than the players.
- Attitudes toward the players:** They will tend to be guarded and secretive. They may be willing to help the players and may need help from them. Any time the players venture under a city, they are likely to find Morlocks.
- Fighting Style:** Highly variable, depending on which clan, but the underground environment allows them to capitalize on clever traps and ambush.
- If the Team defeats the Party:** They will not kill unconscious prisoners (but they may well relieve them of their valuables).

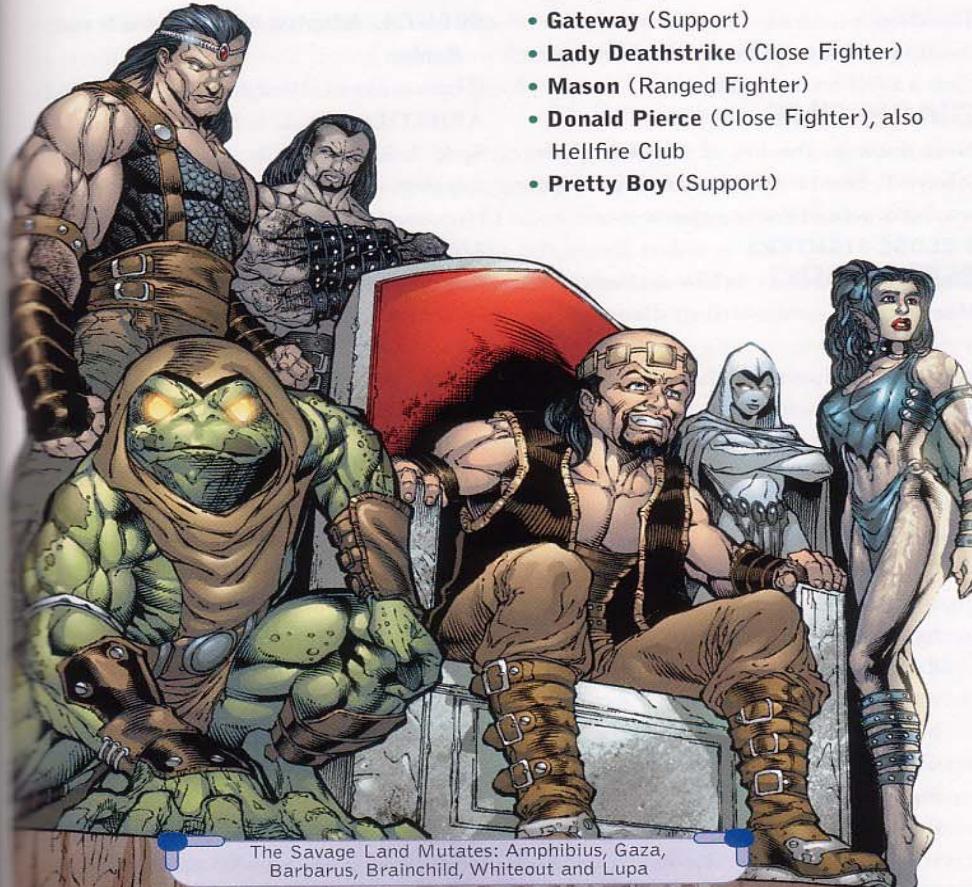
ROSTER

- **Angel Dust** (Close Fighter)
- **Annalee** (Support)
- **Ape** (Close Fighter)
- **Artie** (Support)
- **Beautiful Dreamer** (Support)
- **Blowhard** (Master of Wind)
- **Caliban** (Close Fighter), also Horsemen
- **Callisto** (Scout, Support, Close Fighter)
- **Cell** (Close Fighter)

- **Cybelle** (Close Fighter)
- **Electric Eve** (Ranged Fighter)
- **Erg** (Ranged Fighter)
- **Feral** (Scout, Close Fighter)
- **Healer** (Support)
- **Hemingway** (Close Fighter)
- **Leech** (Support)
- **Litterbug** (Close Fighter)
- **Marrow** (Close/Ranged Fighter)
- **Masque** (Support)
- **Piper** (Other)
- **Plague** (Close Fighter), also Horsemen
- **Postman** (Support)
- **Sack** (Close Fighter)
- **Shatter** (Close Fighter)
- **Skids** (Support), also Acolytes
- **Sunder** (Close Fighter)
- **Trader** (Support)
- **Vessel** (Ranged Fighter)

THE REAVERS

- Background:** Donald Pierce, renegade, late of the Hellfire Club Inner circle, turned this group of petty criminals into an all-cyborg criminal mercenary team with increased physical abilities but no actual mutant powers. Longstanding feud with the X-Men.
- Basic Motivations:** Their ultimate goal is the elimination of all mutants, but their immediate motivations are mercenary: money, power, revenge.
- Composition:** A combat team



consisting of Close Combat and Ranged attacks, beams, firearms, etc.

- Size:** They usually operate in teams about the size of the player group.
- Power:** For non-mutants they're very powerful and, like most cyborgs, they run very heavy in firearms. They tend to be slightly more powerful than the players.
- Attitudes toward the players:** If the players are mutants, they will normally be hostile to them. Sometimes they will coerce and blackmail mutants to do their will rather than simply kill them.
- Fighting Style:** They are fairly well coordinated, much like a military team, and like to go on the attack. They also like to ambush. Because they can be rebuilt, they are also more likely to fight long after others would yield.

- If the Team defeats the Party:** They will usually kill mutants out of hand if they can, although they aren't above torture if the opportunity presents itself. They will tend to avoid unnecessary combat with non-mutants unless provoked.

ROSTER

- **Bonebreaker** (Ranged Fighter)
- **Cole** (Ranged Fighter)
- **Cylla (Skullbuster II)**: (Close Fighter, Ranged Fighter)
- **Gateway** (Support)
- **Lady Deathstrike** (Close Fighter)
- **Mason** (Ranged Fighter)
- **Donald Pierce** (Close Fighter), also Hellfire Club
- **Pretty Boy** (Support)

- **Reese** (Ranged Fighter)
- **Skullbuster** (Ranged Fighter)

THE SAVAGE LAND MUTATES

- Background:** The Mutates were wild, beast-like denizens of the Savage Land until they were genetically engineered by Magneto into powerful mutants capable of challenging the X-Men.
- Basic Motivations:** They are brutal, wild and aggressive. They are distrustful and violent towards all outsiders, as well as other tribes within the Savage Land.
- Composition:** As a whole they are a random team, although groups of them may be organized into combat or multi-talent teams.
- Size:** They may be solitary or travel in small teams. If there's a showdown, they can usually muster as many as they need. They make up in size what they lack in power.
- Power:** In a wilderness environment, they can take on the X-Men with a good hope of victory (and occasionally do), but they tend to be slightly weaker than the party, and make up for it in numbers.
- Attitudes toward the players:** They are likely to be hostile to the X-Men and loyal to Magneto and his cause. For the most part they are and remain villains.
- Fighting Style:** In the jungle, they have a natural advantage. They'll often spring traps or ambush the party.
- If the Team defeats the Party:** It depends very much on how they feel at the time. They may capture and attempt to enslave mutants for their own purposes, but frequently, they just kill their enemies.

ROSTER

- **Amphibius** (Close Fighter, Other)
- **Barbarus** (Close Fighter)
- **Brainchild** (Support)
- **Equilibrius** (Support)
- **Gaza** (Support)
- **Leash** (Support)
- **Lorelei** (Support)
- **Lupa (Close Fighter)**
- **Lupo** (Scout)
- **Piper** (Other)
- **Vertigo** (Ranged Fighter), also Marauders
- **Zaladane** (Mastery of Magic)

HOW TO CREATE A NEW TEAM: THE WOLVES

Now let's put it all together and build a new team. We're going to need a Morlock (Wolf Clan) scouting party for Mission 1, Scene 2 consisting of 4 Scouts and 2 Close Fighters. The Wolves' motives and behavior have already been determined by the scenario; if you want, you can skip the Team Description and just pick characters from the lists above who make sense and then modify them. But since we're using this as an example of building any team, even one that doesn't happen to be described in a Mission Briefing, we'll start from scratch and begin with the Team Description. First, we'll run through the 8 menus that help us flesh out the characteristics of our teams.

WOLF CLAN

- Background:** The Wolves are renegade Morlocks, currently "employed" by the Marauders. All they know about said employment is the lies that the Marauders have told them. (They don't know they're on the Marauders' death-list too.)
- Basic Motivations:** They are traitorous, greedy, cruel. They want power and territory—and loot. They do not intend to do any heavy fighting. They are strong enough to kill the lone stragglers they run across and (given the choice) fast enough to run from anything that looks like a fair fight.
- Composition:** They will be a random, not very well-balanced team, heavy in Close Fighters and "wolf-like" Actions and Modifiers. They have fairly high Speed numbers (3 or 4) and fairly low Social Skills.
- Size:** They hunt in packs of about a half-dozen. The entire community numbers perhaps a few dozen, including non-combatants. They can scrape up a couple of dozen warriors at a time for a big showdown.
- Power:** Unless the player-group has only a couple of members, a typical Wolf Patrol will be somewhat less powerful than most players. But this group is accompanied by a couple of Marauders, so they won't be a pushovers.

6. Attitudes toward the players: They will attack the players (by ambush, if possible), but they will break off and retreat immediately once they are getting the worst of it.

7. Fighting Style: Hit-and-Run tactics. Most of their teams are poorly led and coordinated and try to attack weaker groups en masse. If they're with the group, Shiver or Ripper will provide Leadership and control. (See our Adventure, *Unrest Underground*.) They favor ambush and are put most of their stones into attack. They will tend to go for the weakest first (wolf-fashion).

8. If the Team defeats the Party: The Wolves have been content to knock out and rob their victims. However if Marauders are with them they will either slay their victims or take them captive (GM discretion).

Now, we need a scouting party. Let's start by adapting some existing characters to make the Team Members. First, look at the list of Scouts (provided above, P. 63) until you find some you like. Here are some examples:

4 SCOUTS

Trader, who blends into shadows

Friedrich von Roehm, who can turn into a wolf (perfect for our scenario)

Scanner, who can Phase Shift

Gargouille, who knows Hunting/Tracking

(Note: Feral would be an ideal choice to base a Wolf on, as well.)

Next, look at the list of Close Fighters (above P. 58-61). We've picked a couple we think would make great wolves:

2 CLOSE FIGHTERS

Mellencamp, who has Claws/Fangs

Hemingway, a standard soldier-type

You should alter their characters a bit to remove the powers that are not suitable for Morlocks and consider adding appropriate skills.

- Change all their names (if you want to bother giving them names).
- Give them all Speeds of 3, and reduce Social Skills to 3 or less to better reflect the characteristics of the Wolves. Then substitute "wolf-equivalents" for any Actions/Modifiers that don't fit the scene.
- Compare our Wolf Scouts and Fighters with the heroes and villains they were adapted from and you will see how easy it is to make a

couple of changes and come up with teams of your own. Basically, you have a wealth of existing characters to steal from.

WOLF SCOUTING PARTY (4 Scouts, 2 Close Fighters)

From Mission I, Scene II
of the Issue in this Supplement

SCOUT 1, Adapted from Scanner

ABILITIES: Int: 2, Str: 2, Agi: 2, Spd: 3, Dur: 2; **ACTIONS:** Close Combat: 2 (Agility Bonus), Phase Shift: 3, Social Skills: 2 (Hostage Negotiation);

MODIFIERS: Sense Mutants: (3), Enhanced Vision: (3), see in Darkness, Reflexive Dodge: (+2)

SCOUT 2, Adapted from Trader

ABILITIES: Int: 3, Str: 2, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Invisibility: 4 (blend into shadows), Thieving: 4, Social Skills: 2 (Taunting, Cursing).

SCOUT 3, Adapted from Gargouille

ABILITIES: Int: 2, Str: 4, Agi: 2, Spd: 3, Dur: 3; **ACTIONS:** Close Combat: 2 (Strength Bonus), Acrobatics: 4, Social Skills: 1 (Insolence); **MODIFIERS:** Reflexive Dodge: (+2), Animal Senses: (5), Claws: (+1).

SCOUT 4, Adapted from Friedrich von Roehm

(Human Form/Wolf Form)

ABILITIES: Int: 2/1, Str: 2/3, Agi: 2/3, Spd: 2/3, Dur: 2/3; **ACTIONS:** Close Combat: 1/3 (Strength Bonus), Hunting/Tracking: 0/4, Social Skills: 2/0 (Cruelty); **MODIFIERS:** Transform Self (into a wolf), Animal Senses: (0)/(3), Fangs: (0)/(+1).

CLOSE FIGHTER 1, Adapted from Mellencamp

ABILITIES: Int: 2, Str: 4, Agi: 3, Spd: 3, Dur: 3; **ACTIONS:** Ninja: 3 (Strength and Agility Bonus), Acrobatics: 3 Social Skills: 1 (Aggression); **MODIFIERS:** Reflexive Dodge: (+2), Toughness: (+2), Claws/Fangs: (+2).

CLOSE FIGHTER 2, Adapted from Hemingway

ABILITIES: Int: 2, Str: 4, Agi: 2, Spd: 2, Dur: 3; **ACTIONS:** Close Combat: 4 (Strength Bonus), Ranged Combat: 4 Social Skills: 1 (Coercion); **MODIFIERS:** Toughness: (+3), Bone Weapons: (+3).

ADVENTURE BRIEFINGS

THE XAVIER INSTITUTE FOR HIGHER LEARNING

To the knowing world, the Xavier Institute is a place of learning. Behind its ivy-covered walls, the Institute hides the activities of the outlaw mutant superheroes known as the X-Men.

The Xavier estate and mansion have been part of Xavier's family since 1698, although it has been destroyed and rebuilt many times. It is located at 1407 Graymalkin Lane, Salem Center, NY, just north of Manhattan in Westchester County. (Note: Harry's Hideaway, a bar frequented by the X-Men, is just down the road in Salem Center.)

The Xavier Mansion originally consisted of two main floors, an attic and a basement. In recent years, though, two additional levels of subbasement have been constructed. The X-Men live in the Mansion, on the second floor. Xavier's



office, library and living quarters are also on the second floor, as well as additional living quarters for new students. The estate also includes swimming pools, gyms, libraries and more.

In addition to the equipment invented by Professor X, the Institute boasts a security system designed by industrialist Tony Stark (Iron Man) and technology of alien Shi'ar design. All told, the Institute is one of the most advanced training and housing institutions on Earth. It is well defended with internal and external defenses and sensors, and has shutters, firewalls and barriers, and a control center to coordinate all these features.

CEREBRO Cerebro is a system of machines invented by Xavier to locate superhuman mutants by detecting certain psionic energies emitted by their brains. Xavier's own telepathy enhances and augments the power of Cerebro allowing him to pinpoint the location of mutants anywhere on the globe. The addition of Cerebra has vastly increased system power and capabilities. Xavier also created portable Cerebro devices linked to the main Cerebro computer for the X-Men to use in the field to locate new mutants at close range. Cerebro and the X-Men's main computer system is located on the second floor of the mansion.

DANGER ROOM The Danger Room is currently located on the second floor of the mansion's sub-basement.

It is the very heart of Xavier's training program, an obstacle course no human could survive. But it was never built for humans. In the Danger Room, the X-Men and other students test their abilities against giant metallic tentacles, giant metal vises, laser beams, steel mesh nets, missiles, walls of flame, robots and more. These tests not only train individuals in their own mutant abilities, but also prepare them to fight as a team against multiple threats.

Any conceivable environment upon which the X-Men might fight can now be recreated within the Danger Room—from the remains of an alien world on the surface of the moon to the underground tunnels of the Morlocks to Germany during World War II. The technology can also recreate any enemy to pit against the team, from Magneto to the Sentinels to enemies long dead.

Located on the same level as the Danger Room is the War Room, which exists to collect and collate various geopolitical information. It also operates as the Combat Operations Center for the team, and most briefings, strategies and plans are made and initiated here.

THE MEDI-LAB The medical facility has alien Shi'ar healing technology. There is no earthly equal to its ability to care for wounded mutants whether the injuries are physical or psionic in nature. Shi'ar worker-bots help

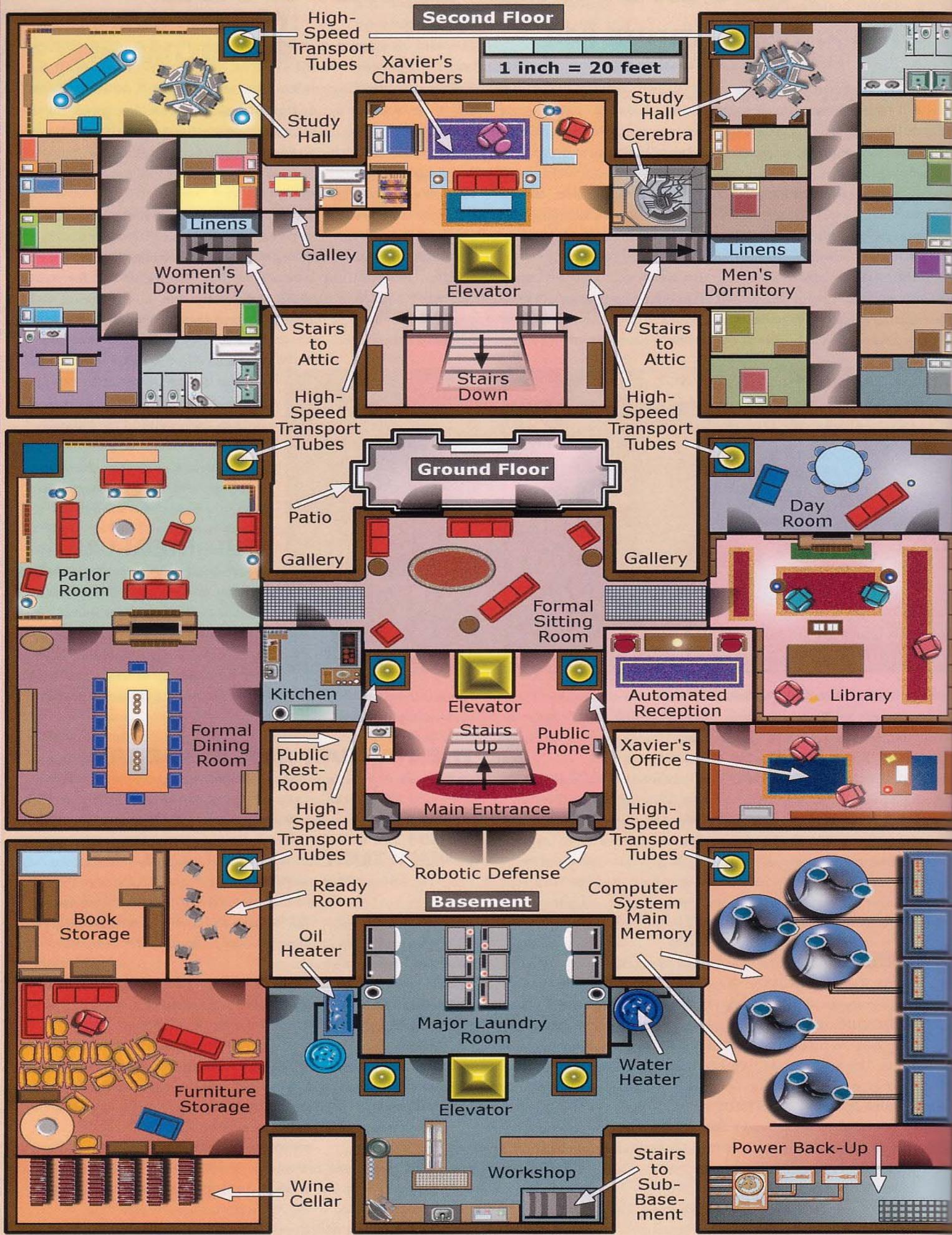
sustain the Medi-Lab, just as they keep the grounds and basic systems operational.

THE HANGAR AND MONORAIL A giant underground monorail system exists to transport the X-Men (and any of the other Mission groups) to the underground runway for their jet, the Blackbird.

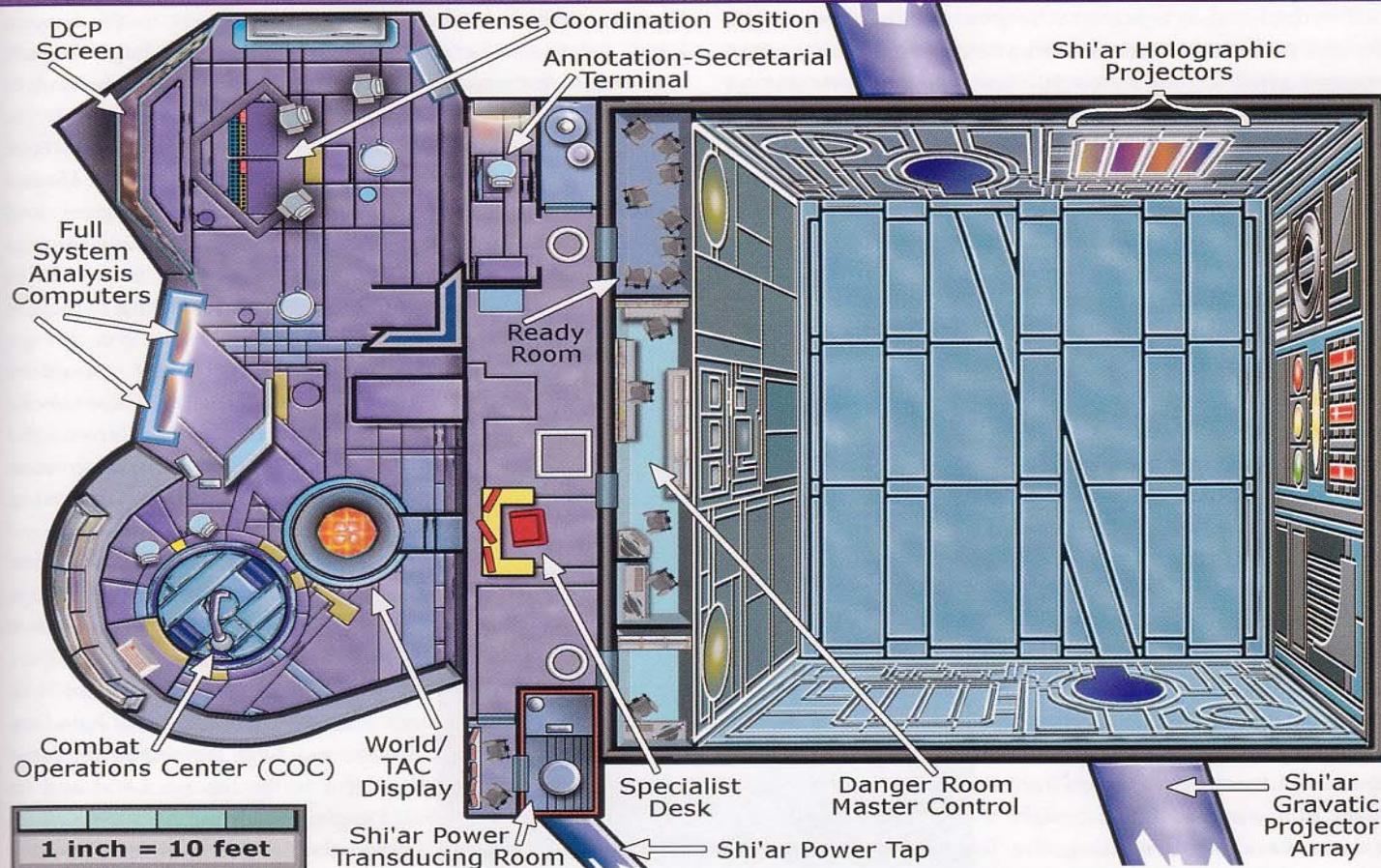
DROP TUBES To access the subbasements, Shi'Ar drop tubes were installed. These high-speed personnel tubes carry the X-Men to the mansion's lower levels, the monorail, hangar and Danger/War Rooms. These tubes also serve to allow the team and students to escape should the Mansion and estate come under attack.

Here are a few suggested ideas around which you can base your adventures:

- 1.) Over the years, the Institute has been attacked by everyone from Magneto and the Brotherhood to the anti-mutant mobs, the Shi'ar, the Acolytes and more. At one point, the Brood even laid a nest in the sub-basement.
- 2.) Then there's the one about the infiltrator who sneaks in, often a clone or a shape-shifter, and sabotages some important piece of equipment, usually the Danger Room, which then attacks the players.



INTERIOR MAP OF THE DANGER ROOM



USING THE DANGER ROOM

The Danger Room is an ideal location for the GM to "brawl" with the players in a "safe" setting. After all, that's exactly how the X-Men train—it's what "X-Man Multi-Style" is all about. The Danger Room has over 120 levels of increasing difficulty.

The Danger Room has been improved and modified over the years by the Professor and Forge using Shi'ar technology. It runs off the Shi'ar power tap and can create a computer-simulated artificial environment (c. 25' x 30' x 30'), with the illusion of being much larger using advanced holographics. Any environment can be simulated to appear and feel real: The Danger Room World-View Model Library includes digital models of more than 50 million objects and their attributes.

The current Danger Room uses Shi'ar technology to generate overlapping, shaped gravity fields to create environmental surfaces and structures. Rapidly moving, tightly focused force fields are used to create projectiles. Other technology includes laser cannons, omnium spring vises, pyrotechnic extension lances, sensory-deprivation cocoons and extraordinarily sophisticated holographic projectors. It is mounted in a zero-gravity field and gravity can be reprogrammed to suit the situation.

It can simulate any character known to the X-Man database (including all of the character profiles we have provided so far). The simulated opponents suffer simulated damage and the Danger Room can control as many at a time as you want. Any super power or weapon in the Game Guide or Supplements is a possible "danger" you can throw at a player. The Danger Room has a database of earth and alien tactics, so it is a flexible, intelligent opponent.

To run a training session in the Danger Room, describe what's going on inside the same way you would describe any

setting in regular play. Since the Danger Room can simulate any environment and almost any building (the files have millions), there is no practical limit to what you can do within its confined area. You could set up a fight against Sabretooth and friends in the Savage Land or the fragile cockpit of a space ship. You could throw hero after hero against your players, singly or in teams, using whatever strategies and tricks you think are appropriate.

You can throw in any hazards you can dream up: missiles, lasers, tentacles, clamping vises, flying metal rods, robots, Demons, traps, assassins, pelting hailstones, earthquake sensations, aliens, flying debris, nets, formations of soldiers, vehicles, Powered Armor, Magic, etc. Apply stones to these things however you want: anywhere from +1 up to +10, depending on who's using the Danger Room. (The power level of the Danger Room is highly adjustable, and novices are advised to use the lower settings.)

Sensor systems monitor the Danger Room, and it can be shut down in emergencies. The walls have Toughness: 7, Energy Defense: 7, and can take about 30 stones of damage before being breached. A number of times, trainees' powers have gone awry and caused varying amounts of interior damage. But that's okay. As Wolverine once said, you haven't arrived until you've trashed the Danger Room at least once.

Damage from energy attack will only stun, but physical impact still may cause damage to a player. After each session, the Danger Room evaluates how well a player did. Players can get advice from Professor X (or whomever is in the control room) on how to improve (at GM discretion).

Note: The Danger Room has been sabotaged in the past to put out greater power than the players could handle. The Tech Level to alter or reprogram the Danger Room is 7. Resistance depends entirely on what is being done.

SAVAGE LAND AND PANGEA

The Savage Land is a primeval tropical jungle, a seemingly time-lost prehistoric environment complete with dinosaurs, man-apes, plant-life and dangers that should have been extinct millions of years ago. It was created by the alien Beyonders as a sort of zoo and botanical garden. For its protection, they located the Savage Land on an ice-covered peninsula of Antarctica, one of the most inhospitable places on Earth.

On instructions from the Beyonders, an alien race known as the Nuwali collected fauna and flora for millions of years, beginning around the Mesozoic Era (the Age of Dinosaurs) into the Pleistocene or Ice Age. As a result, creatures from different eras coexist, with dinosaurs roaming the tropical interior and woolly mammoths ranging along the area's borders with Antarctica. The alien Nuwali used their vast technology to create climate control mechanisms to protect this realm from the perpetual cold that existed around it. The Nuwali machinery refracts light to keep the Savage Land hidden from view, and also to light the Savage Land during the long dark winters using the light from the ring of volcanoes that surround the area. Later, the people of ancient

Atlantis used the Nuwali climate-control machinery to create Pangea, a much larger tropical paradise next to the Savage Land. Below the Savage Land and Pangea are huge caverns that extend for unknown distances under the oceans and to other continents.

Since the X-Men first visited the Savage Land, its existence has become known by the outside world. Although the United Nations has declared the area off-limits to conquest and commercial exploitation, that has not stopped fortune hunters

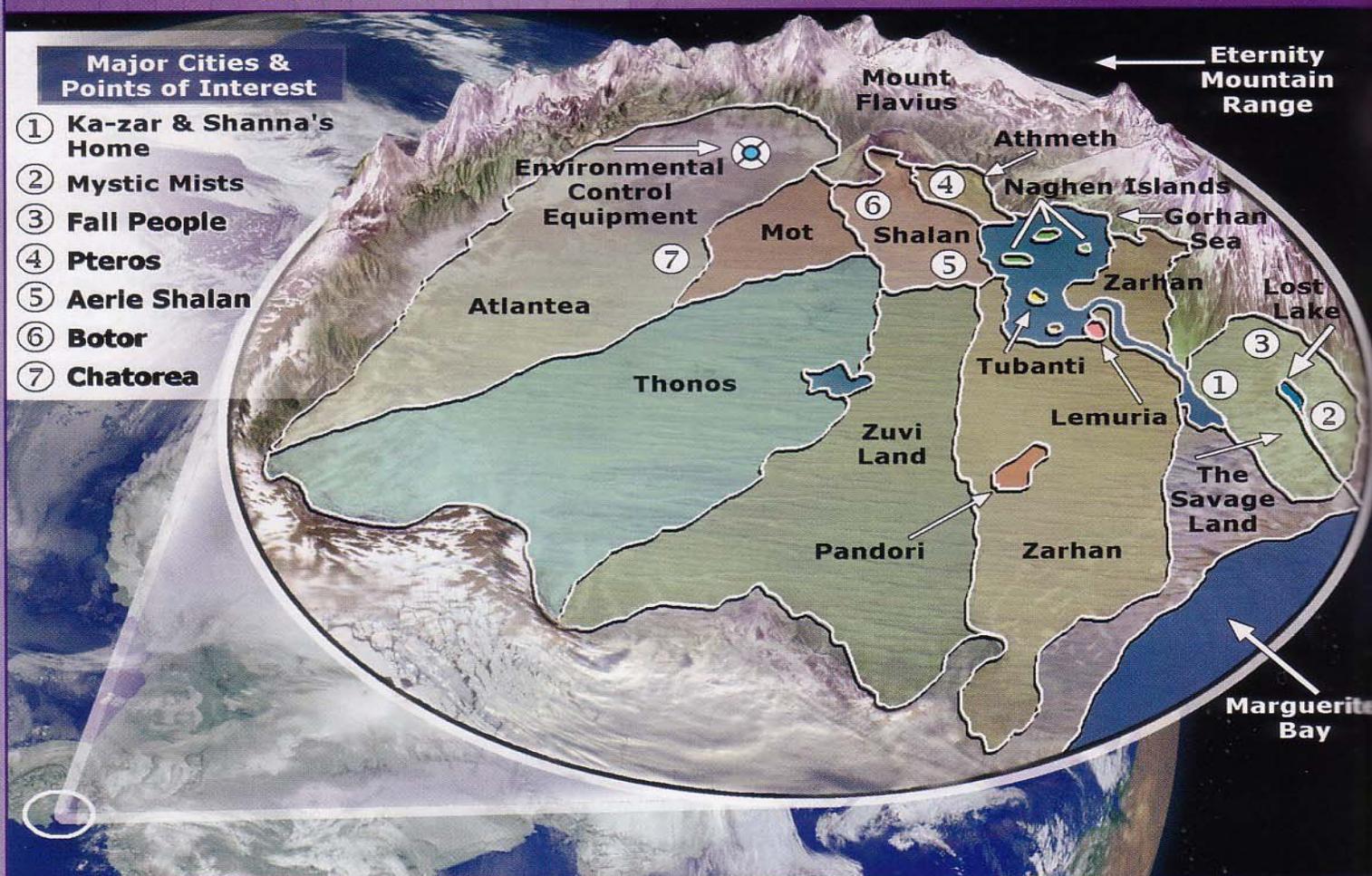
and hired mercenaries from attempting to exploit the riches of the Savage Land. These would-be conquerors have been turned away from the Savage Land by its greatest champion, Ka-Zar, Lord of the Savage Land.

Although Ka-Zar claims to be Lord of the Savage Land, he makes no claim to rule its peoples. There are humans here, such as

the Sun People who worship the Sun God, Garrok. Zaladane is their high Priestess, a sorceress who has made repeated efforts to conquer and lay claim to the Savage Land and its peoples. There are the Fall People, led by the female chieftain Nereel. And, far less civilized than these, there are also the Man-Apes and the Swamp Men.



AREA MAP OF SAVAGE LAND AND PANGEA



There are also other races here which have more artificial origins. The Atlanteans conducted genetic experiments on the Man-Apes, creating the animal-like humanoid races that inhabit Pangea. Radiation has mutated the members of the Nhu-Gari race into strange winged creatures. And during the period when he made his home in the Savage Land, Magneto genetically altered some of the natives, giving them tremendous power. He used these "mutates" (genetically altered mutants) to strike at the X-Men. The Savage Land Mutates are now led by Brainchild.

When setting your adventures in the Savage Land, you have a wealth of material to draw on. First and foremost, there are dinosaurs. At last, your players can unleash the most gruesome of their abilities freely, have huge battles and not risk wiping out the city. (Note: dinosaurs tend to put all their stones in attack and none in defense.)

You can also attack your players with hordes of sub-humans or well-led, organized bands of Mutates or Sun People. The Savage Land can be an instant source of any style group of mutants or other menace, and it's large enough that you don't need to worry about stepping on already-existing plotlines. Even Marvel hasn't

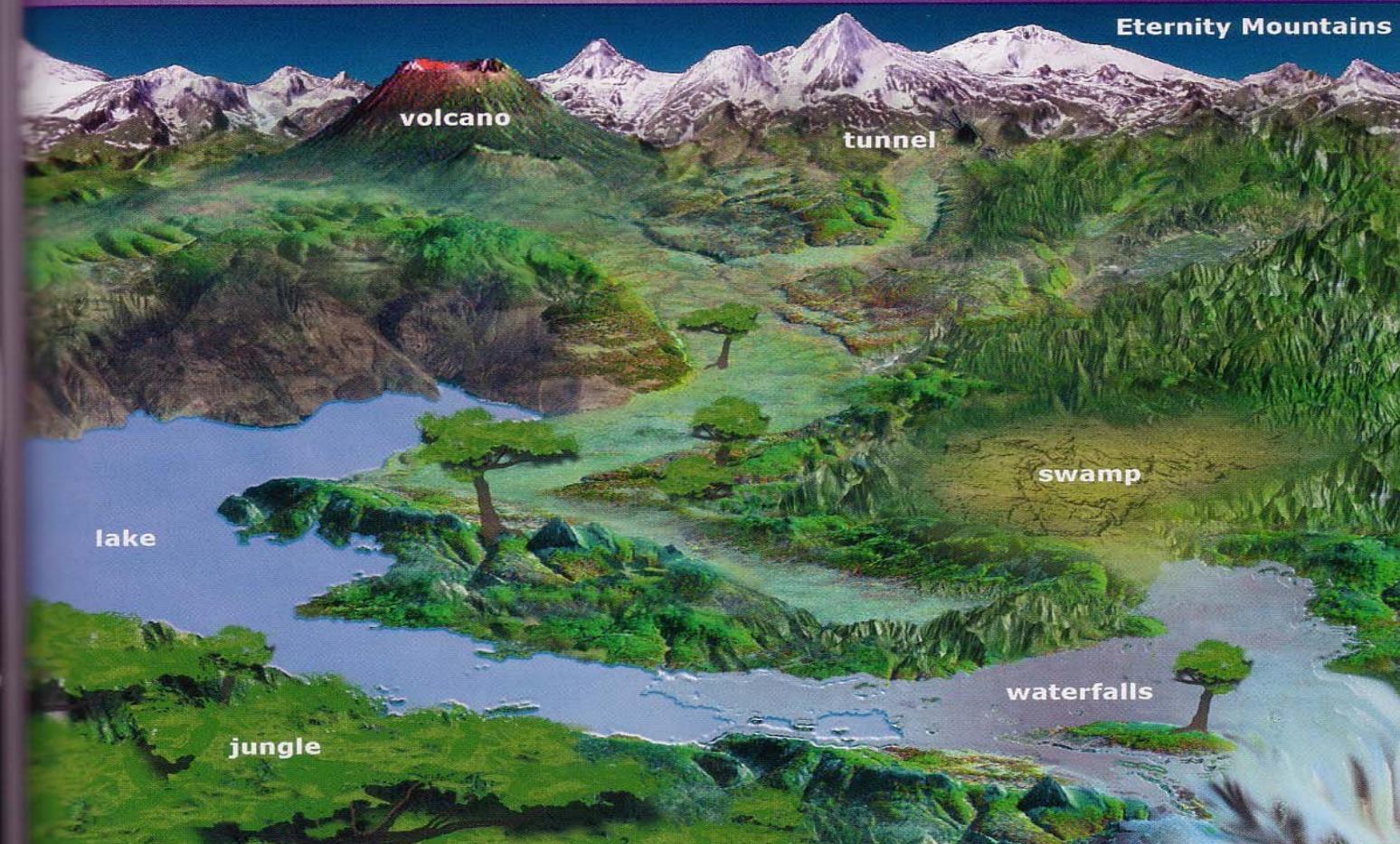
fully explored the Savage Land. Many a world conqueror seeks out the solitude of the Savage Land to perfect their plans. Build your adventure around a strong leader with a specific agenda. Then use the team generator to give them hordes of low-stone wild men, lizard men or Mutates. Throw in a device or two like a machine with Genetic Engineering at 8 and/or a teleport device. The Savage Land has loads of ancient and powerful alien and Atlantean machines you can make up to be used for or against your players.

Here are a few suggested ideas around which you can base your adventures:

- 1.) The X-Men's Blackbird (or some other vehicle) crashes in the Savage Land. The players are dispatched to locate and rescue their missing companions.
- 2.) Ka-Zar contacts Professor X and requests help in defending the Savage Land against some new group of exploiters. Fill in the blanks with anything from oil companies and their armed mercenaries to groups of greedy mineral miners, evil scientists experimenting on the locals or even hordes of invading aliens.



DETAIL MAP OF A RIVER VALLEY IN THE SAVAGE LAND



ASTEROID M

Magneto's war on humanity is not motivated merely by revenge for humanity's cruelty towards mutantkind in the past. He's also acting to protect mutants. As a result, Magneto has created a series of bases and safe havens for mutants, including one inside a volcano in Antarctica, one created from a lost city on the ocean floor in the Bermuda Triangle, and a mansion outside of New York City. But Magneto's primary base has always been in space, on a series of asteroids known as Asteroid M, and eventually, Avalon.

Asteroid M is built into a giant piece of rock in orbit around the Earth, some 150 miles above the planet's surface. It has generators to create artificial gravity and maintain an environment hospitable to mutants. While the original Asteroid M could house a limited population of mutants, Avalon was capable of housing thousands. All the asteroids were fitted with psionic inhibitors allowing Magneto to control or incarcerate telepathic "guests" like Professor Xavier. They were also fitted and armed with stolen nuclear missiles, increased in power by technology stolen from the alien Shi'ar. A shuttle bay houses multiple spacecraft, and escape pods are scattered around the base.

The base itself has been destroyed and rebuilt many times. The first Asteroid M was discovered by the original team of X-Men when Magneto held Angel prisoner there. The X-Men hid aboard Toad's spaceship in order to get aboard the base. They rescued their teammate and then watched as the Asteroid's self-destruct system was activated and the base was blown apart. Avalon was destroyed in a battle between Exodus and Holocaust.

When you're setting adventures on Asteroid M, you must first consider whom you want occupying the base. Originally, it would have been the Brotherhood of Evil Mutants. During the Avalon period, it would have been the Acolytes. But remember that this is your world, and you can come up with any scenario you want. Perhaps, during a period when Magneto was absent, an entirely different group of mutants may have taken it over. Perhaps Apocalypse or Mr. Sinister has decided to use the base. Perhaps Toad has re-formed a totally unique lineup of the Brotherhood. It's up to you. You should determine the number of inhabitants based on the kind of opposition you want your players to face.

Because Magneto was frequently absent from the base, a good plot device is to have him be away at the start of your adventure. Magneto's return could be timed to occur as the players are leaving, or just after they have been caught. Magneto shows up, chastises his people for their actions in his absence, and takes control, capturing the players...or releasing them. Perhaps the players have successfully infiltrated the base in his absence, and his return could necessitate a rush to the shuttle or escape pods.

Remember that while most of the base has been created out of the solid metal interior of the meteor by Magneto's awesome mastery of magnetism, there are places that are above

the surface and vulnerable to the vacuum of space should they be damaged. There is active equipment everywhere, the destruction of which could alter gravity, air quality or any other environmental factor. Psionic abilities can be damped or nullified entirely. Internal and external scanners would spot non-mutants immediately.

Infiltrating the base would require the use of Actions like Thieving, Black Ops, Phase Shifting, Invisibility, Teleportation or Social Skills of some kind. Or possibly your players could end up there by invitation or even mutual interest.

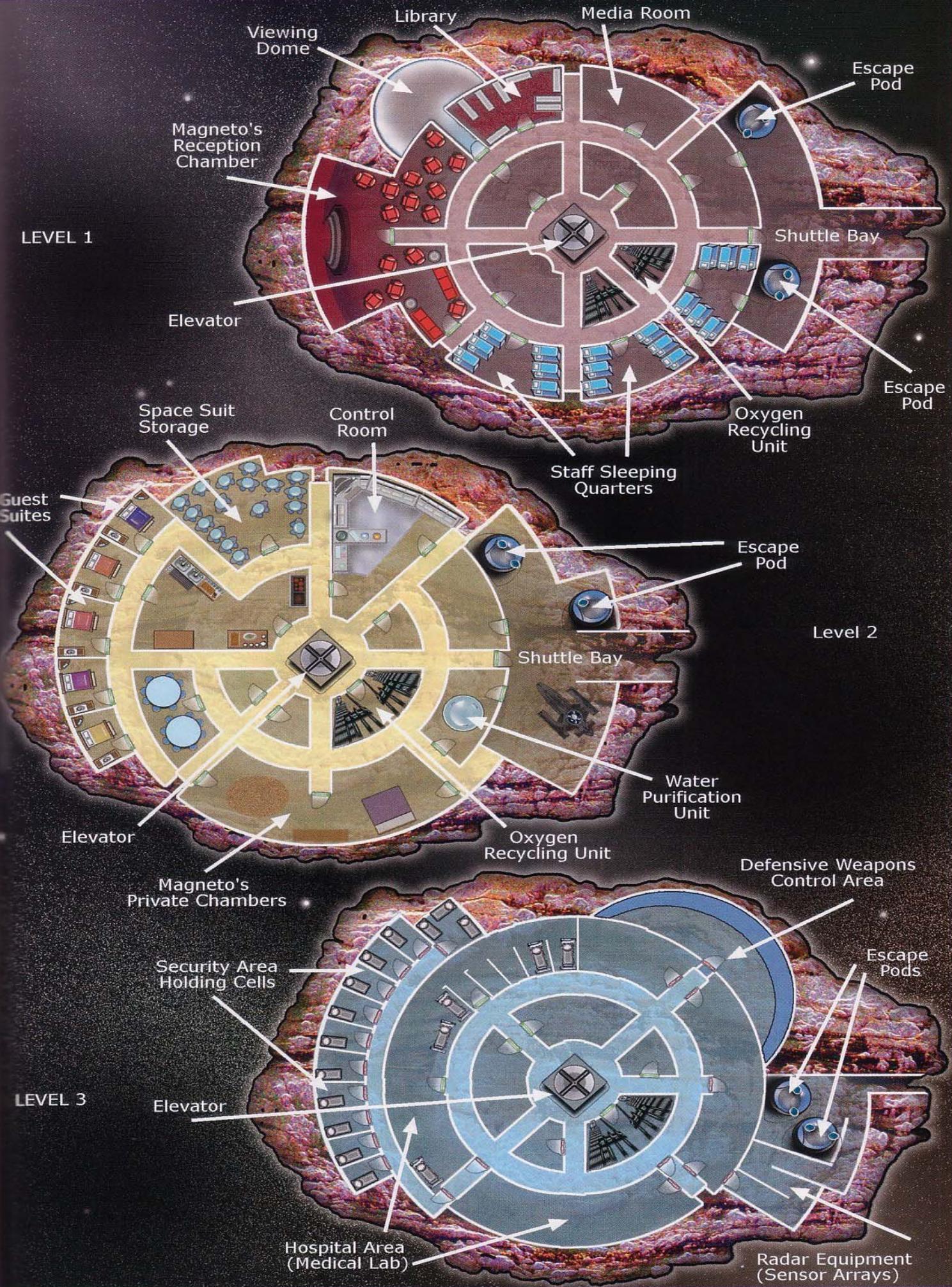
Here are a few suggested ideas around which you can base your Adventures:

- 1.) Magneto contacts world leaders in an effort to convince them that Asteroid M is a haven for mutants, but not a threat. When the diplomatic delegation arrives, Magneto holds them for ransom. Professor X sends the players to attack Asteroid M and rescue the delegation before the United Nations has S.H.I.E.L.D. assault the base, which would result in the deaths of many innocent mutants.
- 2.) In an effort to convince their fellow mutants that Magneto's way is the right way, the Acolytes "invite" the players to Asteroid M for some R&R: rest and re-education. The first Mission could start when a group of Acolytes show up in a shuttle to kidnap some or all of the players. When the players get to the base, they'll also find other mutants who have been imprisoned. Any remaining players could be used to mount a rescue mission.
- 3.) The players learn that someone on Asteroid M is planning to destroy all human life next Thursday. A small group of Mutants living in the asteroid are behind it; some of the inhabitants on the base may be willing to help the players prevent it. You get to decide if Magneto is pro or con.

CUTAWAY VIEW OF ASTEROID M



INTERIOR MAP, CUTAWAY VIEWS OF ASTEROID M



GENOSHA

The island of Genosha is located in the Indian Ocean between Madagascar and the Seychelles Islands. Legend has it the island was a favorite port for the famed and heroic sailor, Sinbad. But where legend begins and ends, no one knows. It was a place of pirates and cruelty. It was a place where only the strongest survived, a place where great evil was done. Nothing has changed in the years since then.

The island is beautiful, a jewel in the ocean, and vacationers would rightfully expect a paradise according to the promotional brochures...but its foundation is one of blood and slavery. Decades ago, a monster known as the Sugar Man, who came from an alternate reality where Apocalypse ruled the Earth, became a secret and controlling power over Genosha. He gave his knowledge and expertise in advanced Genetic Engineering to the Genoshans in exchange for anonymity.

The corrupt regime began a systematic search of the adolescents in the city for any evidence of latent mutant abilities. Anyone found was taken from their homes by the government, incarcerated and tortured. Then, under the direction of the Genegineer, Phillip Moreau, these mutants were bioengineered into slaves and used as the economic base for Genosha. (The human Genegineer has Genetic Engineering: 7, augmented with a lab and equipment which have Genetic Engineering: 9 and Mind Altering: 9, which is like Telepathy/Edit memories.) When mutants are transmuted, their powers are magnified and their minds and memories are wiped clean. Their wills are made subservient to the state. Their heads are shaved and all sense of individuality and personality is taken from them. Now known only by the serial numbers tattooed onto their foreheads and dressed only in "skinsuits" bonded to their bodies, they work for the good of the state.

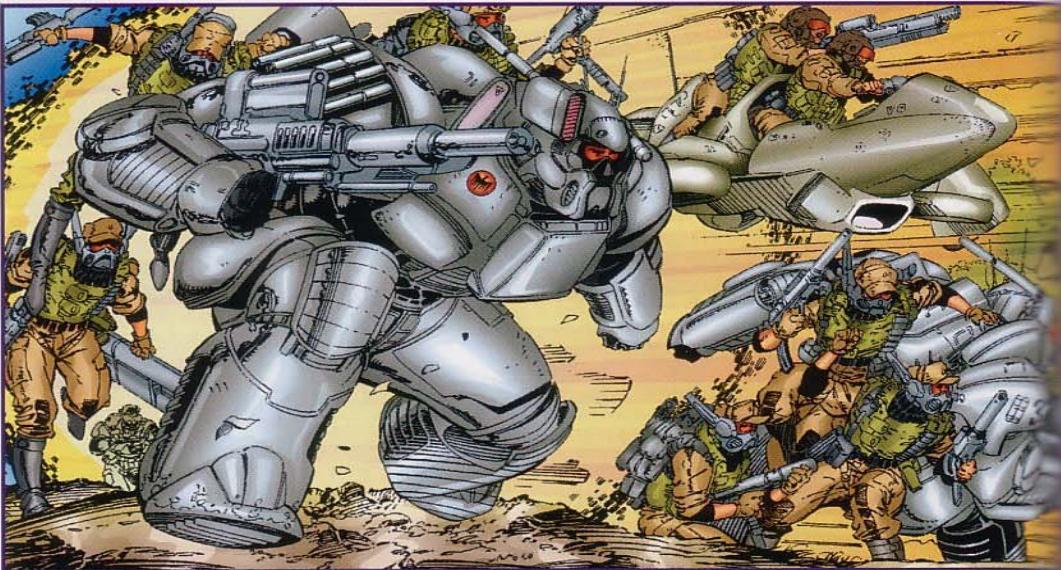
The Genoshan Magistrates kept control over their slave population, and prevented the outside world from interfering. The regime's notorious militia, they enforced the law upon mutant slaves and hunted down any who chose to escape. The Magistrates were equipped with all forms of advanced technology including weapons, battle-suits and assault vehicles. And what they couldn't build, they could always bio-engineer. The Magistrates used the powers of a mutant named Wipeout to nullify the abilities of other mutants. They were also able to teleport through a process called "Transmat" that relied upon a mutant named Pipeline to convert victims into electronic impulses and reassemble them wherever he desired. It was not uncommon for Genoshans to use this ability to kidnap foreign mutants whose genetic material they wanted to add to their gene banks.

It wasn't until the X-Men, X-Factor and the New Mutants were kidnapped and put on trial that they realized what the government of Genosha truly was. This government was not unlike the visions of the future and alternate realities that the

team had experienced. This was not a world controlled by the Sentinels or Apocalypse, but it too was another example of what life would become should the X-Men fail in their attempts to change the world's view of mutants. In Genosha, mutants weren't seen as inferior or as a threat to humanity—they weren't seen as people at all. They were tools in a system that enslaved them and used their power not only for the comfort and advancement of its people, but as a show of wealth before the rest of the world. In Genosha, mutants and mutants were biological weapons that other nations feared would one day be turned upon them.

As a result of one of the X-Men's adventures in Genosha, the Magistrates (led by Havok) seized control of the government and freed the mutants from their bondage. It wasn't long before a civil war erupted in response to the police state that came along with Magistrate control of the island. Mutate fought mutant. Magistrates fought members of the old regime. And Hammer Bay burned.

It was around this time that Magneto entered the Genoshan picture. In response to Magneto's latest threats, the United Nations decided to appease the mutant terrorist by adopting



a plan of Dr. Alda Huxley. The plan gave him sovereignty over Genosha in exchange for a promise not to attack other nations. Some feared Huxley herself might have been manipulating the situation for her own benefit. Nonetheless, the United Nations awarded Magneto the nation, believing that Genosha's civil war would keep Magneto too busy to threaten other nations. But rather than being overwhelmed by the situation, Magneto brought peace to Genosha and rebuilt the war-torn nation.

Of course, not everyone accepted Magneto's rule. The mutant known as the Zealot preached that Magneto was a false Messiah who had robbed people of their freedom. From his base in the port of Carrion Cove, the Zealot and his followers resisted Magneto's takeover. They even attracted some of Magneto's former Acolytes to their cause. This new conspiracy threatened yet another civil war, until the attack of the wild Sentinels made all such concerns irrelevant.

Their attack on Genosha led to the deaths of over 16 million mutants, half the world *homo superior* population, and killed everyone from Magneto to the Acolytes to Zealot to the mutants. The city and all its culture and art was destroyed turned to dust.

Genosha is a classic location in which to set Adventures. The first question you must answer is: Which Genosha do you want? Magistrate-era Genosha, with its police state and slave society, or Magneto-era Genosha, with Acolytes and rebels vying for control? Either way, your players are in for a dangerous mission.

In Magistrate-era Genosha, the central location for most of your Adventures will be the Citadel, the headquarters of Genoshan State Security, the Magistrates. The Citadel is a seemingly endless installation with multiple levels, topped by a skyscraper. Within the Citadel are the Genegineer's laboratories, security offices, armories, and holding cells and prison cells specially designed to nullify mutant powers. Government offices are located in the Citadel as well, including the Office of the Genoshan President in the penthouse suite and a state-run broadcasting studio and media complex. On a lower level of the Citadel, there is a huge, stadium-sized, high-walled arena with a domed ceiling for gladiatorial games. For all of its security, there are many ways into and out of the Citadel. Airshafts run through many of the walls. Sewers lead up into the lower depths, and in at least one instance, a mutate with tunneling ability was able to bore a tunnel into the Citadel from the sewers below.

The Citadel was rebuilt at least twice, both times thanks to the activities of the X-Men.

The city surrounding the Citadel is much like any major city. Soaring skyscrapers coexist with crumbling tenements. A major port, Hammer Bay, has dock areas and warehouse districts near the water.

When Magneto took power in Genosha after the bloody civil war, he rebuilt the city of Hammer Bay into a futuristic urban wonderland of gleaming towers and parks. The central feature of Magneto's Genosha is Magda Square, named after Magda, his long-deceased wife and the mother of his children.

Whether you set your Adventures in Magistrate-era Genosha or the Genosha of Magneto, many of the same aspects of play will matter. It is a city where Black Ops and infiltration are necessary to move around without detection. Whether your players are dodging Magistrates or Acolytes, the penalties if

captured can be just as severe. Advanced intelligence can make all the difference in the world. While S.H.I.E.L.D. and the U.S. government have detailed plans of the Citadel, it is unlikely either would be able to provide much information about the Genosha of Magneto.

Any mission to Genosha requires great stealth or distraction. In the past, Forge has come up with devices to prevent mutants from being detected, and you should make these devices available to your players. The island has a sensor ability that allows Genoshan Magistrates to scan for any strange events, and react quickly, with overwhelming force. These scans tend to have a strength of 4 stones of detection ability.

When operating outside Genosha, or sometimes within it, the Magistrates can teleport people using Pipeline's Transmat power. It reduces objects and people to a digitized form and sends them to the Citadel. It takes one Panel to target, and one Panel to transmit. The Magistrates can use this for sudden appearances and escapes, and to catch mutants and bring them back to Genosha for trial. An interesting side-effect is that Transmat leaves behind any clothing or objects not specially prepared for the journey.

Use the Team Generator if you want to set the Acolytes against your players. You can also use the Team Generator to create mutants. Most of them have only one mutant power, usually something useful or they wouldn't still be alive. If you're using Magistrates, remember that they are human, albeit heavily armed humans. Be sure to check out the Appendices for an assortment of Genoshan Magistrate weapons, powered battle suits, and vehicles with which to arm your Magistrates.

Here are two suggested ideas around which you can base your Adventures:

1.) The Magistrates (and/or Cameron Hodge) kidnap some of the X-Men in order to use them as mutants and add their genes to the Genoshan gene-bank. The players must infiltrate Genosha and rescue their fellow teammates.

2.) There are press reports that Magneto and the Acolytes are persecuting non-mutants living in Genosha. The players must find out if this is true (it is!) and get back with proof (not so easy!) so that the UN can take action (or the players may want to take action themselves). This could easily be converted into a Black Ops/Rescue Mission if an X-Man or player has already been captured trying to accomplish this Mission, and now finds himself in need of being rescued by the rest of the group.



THE MORLOCK TUNNELS

Refugees from human society, the Morlocks have evolved a civilization of their own with the same basic concerns as all other civilizations throughout history. They live mostly in autonomous communities situated in the tangled sewers, tunnels, caverns and abandoned or long-buried sub-basements of underground New York.

Before the Morlock Massacre, most of the Morlocks lived under Callisto's rule in or near the "Alley," an abandoned nuclear shelter built in the 1950s, running the length of Manhattan. But since that time, the main group has fragmented into many smaller, independent groups. Some are directly under Callisto's control, but some do not recognize her authority at all. Some Morlocks live in the Alley, but many others live in sewers and abandoned tunnels—wherever valuable resources exist. A "valuable resource" can be almost anything: good natural defenses...a location under a supermarket (for discarded food, etc.)...a convenient power or gas line to tap...a clean source of water...a fungus cavern...scrap metal...long-forgotten underground storage areas. There are also bands of Morlock beggars or gangs collecting protection, with their territories staked out much as it is on the surface.

Once a week, Morlocks with goods to trade congregate at the "Marketplace" and do business, thereby maintaining a true "underground" economy (a good starting place for your future adventures). They barter goods and services of all kinds and pick up the local gossip. The current location of the Marketplace is under Bryant Park right near the NY Public Library.

The Morlocks have always been regarded with suspicion by the surface-dwellers (when they are regarded at all), and not without foundation: Usually these Morlock intrusions amount to mere petty theft, but it had been common practice to abduct babies from the surface to swell their ranks until Storm (then Queen of the Morlocks) put an end to the practice.

And occasionally, the activities of the humans above will intrude on Morlock society. The Morlocks generally avoid unnecessary hostilities if possible: After all, these are their homes, and not many want to live in the middle of a war. But sometimes conflict is inevitable.

SETTING

This is an excellent environment for underground Adventures owing to the varied nature of the tunnels below Manhattan. Here's a cross-section of how it all looks:

For about the first 30 feet down, there are many power lines and phone cables, and then water, steam and gas pipes, some abandoned.

The subway stations start at around 30 feet down, and the trains descend as deep as 200 feet. There are many side tunnels

for maintenance. There are hundreds of tunnels in use as well as dozens of abandoned stations and closed subway lines dating back to the mid-19th century.

The transportation network also includes railroad tunnels from Grand Central to Penn Station and a now-abandoned freight line running under the Upper-West Side near the Hudson River all the way up through Harlem.

Sub-basements or even underground parking lots can also go down as far as a couple of hundred feet. These all require ventilation, lighting, emergency exits, etc.—which can be tapped by the Morlocks. Almost all buildings in NYC have a basement (and often a sub-basement as well).

At around 200 feet down you find the main sewers. For sewers, they are fairly clean, but avoid getting caught down there on weekday mornings!

Starting around 500 feet belowground are the deep water mains. There is also the now-abandoned underground Croton Aqueduct system, crossing from the Bronx into Harlem, then running south, roughly under 5th Avenue, once feeding reservoirs in what is now Central Park (79th to 85th Streets) and where the NY Public Library now stands (at 40th to 42nd Streets). Those mains are no longer in use—by the surface dwellers, that is.



A couple of hundred feet further down, about 1,000 feet below the surface, lies what has become known to legend as the Alley.

The Alley is a breathtaking vista of modern ruin. It is a semicircular tube 50 feet high and 50 feet wide, set with railway tracks along the floor and soaring, vaulted ceilings of steel plating, once state-of-the-art that has degenerated over the years.

It runs north and south for miles, as far as the eye can see. It is dotted with moving torchlights, cast with shadows, strewn with all manner of debris, living quarters, storage areas, playing children, alive, rustling, vibrant, utterly alien.

Off the sides of the Alley are numerous offices, apartments, tunnels, maintenance areas (also brick) lit largely by torches and candles, with the occasional electric bulb feeding off a stolen power tap. Many of them are slovenly, haphazard and strewn with refuse, but others are clean, trim, decent places

to live. Most were originally built long ago to provide access and space for the construction workers. They have been reoccupied.

In addition to that, there are "rib-like" tunnels running up and/or out from either side of the Alley's central "spine." These tunnels sometimes connect the Alley directly with the surface and sometimes with abandoned subway stations, unused sewer conduits, railway tunnels, buried sub-basements, intriguing underground areas such as the "Marketplace" and any manner of entertaining cul de sacs you care to dream up.

There are also intermittent, naturally occurring underground tunnels and caverns. There are streams and lakes covered over by the expanding city. Manhattan is a narrow island where the only places to build are up...and down.

THE MARKETPLACE

The Marketplace has been in different places at different times. It may move again. But for now it is located under Bryant Park Near the NY Public Library (40th-42nd Streets and 5th-6th Avenues). It is located well above the Alley, a lot nearer to the surface—within easy scavenging distance of the surface and the many vendors and their castoffs.

For most of the week, it is quiet and deserted—a large, disused cavern buried under a century-old reservoir. But Friday is Market Day. Few "outsiders" have ever heard



of the Marketplace; even fewer have actually attended one.

Callisto runs the place and gets a rake-off for the positioning of booths, getting licenses, etc. In addition, there's evidence of guild politics going on. (For example, the guys carting certain types of stuff all seem to have similar haircuts. Waste disposal seems to be a supply-and-demand kind of thing as well...some things never change, aboveground or below.)

If you like, you can introduce a pickpocket or 3-card monte dealer to liven up the proceedings. Think mad dash for freedom accompanied by tipping over of tables, tripping over shills, loud accusations, furious denials, followed by Callisto and a smart squad wearing black armbands moving in to knock together a few heads and administer a black eye to the prime offender-in-question ("What? You—again?!" "WHAM!*) and otherwise restore order. She returns to her post

5 minutes later, grinning.

This is a wonderful place for any red herrings, future plot hooks, random events and the like. It is also a place for the players to get in trouble. Once the players know where the Marketplace is located and that Friday is Market Day, they can drop in and have a fun time picking up the local gossip, bravely choking down the Goat's Head soup, swapping batteries for bottle caps and indulging in crooked dice games.

The Alley is an ideal setting for future Adventures. The Adventure that begins on the next page is designed to introduce you and your players to a vast series of underground tunnels, caverns and cultures. The Morlock tunnels extend well beyond the confines of New York City, reaching to below the X-Men's mansion in Westchester County and beyond. There are also Morlock tunnels under most major cities in America.

In the previous Adventure Briefings, we provided you with a few ideas for future adventures. We're not going to do that here, because instead we've created an entire 3-Mission Adventure Issue, *Unrest Underground*, that begins on the next page. But we thought it might be nice to point out to you a few of the more important plot hooks revolving around the Morlocks.

PLOT HOOKS

Here are a few handy plot hooks taken straight from the comics concerning the X-Men and the Morlocks:

— Callisto was the founder and Queen of the Morlocks. She has little trust for the surface dwellers and is always out for an advantage for herself and her people. Callisto is a major asset for all your future underground New York Adventures, so make sure you keep her alive for future use. (Remember that all NPCs are assets and should not be "wasted." The first villain the X-Men faced was Magneto. They beat him, but he escaped—and the rest is history.) Callisto is one of the key players in the underground world—feel free to make up others.

- Masque and others have tried to usurp Callisto's power.
- Storm was once the official Queen of the Morlocks, having defeated Callisto in hand-to-hand combat.
- Caliban, one of the original Morlocks, is in love with Shadowcat. Callisto knows of this and may try to exploit it.
- Gambit may have feelings of guilt for having originally helped form the Marauders, who on their first of many murderous "assignments" perpetrated a great massacre of the Morlocks, the darkest hour of their tragic history.
- Archangel was once kidnapped by Callisto, who intended to make him her husband.
- Marrow, who is now a member of Weapon X, was once a Morlock, and later a member of Gene Nation.
- The Chicago Clan of Morlocks has recently been displaced from Chicago. They have to end up somewhere.

ISSUE #2: **UNREST UNDERGROUND!**

A MARVEL UNIVERSE ROLEPLAYING GAME ADVENTURE

Warning! The players should NOT read this. ONLY the GamesMaster should read this section.

GAMESMASTER NOTES

This Issue is designed with the X-Men in mind as the players. However, it is quite feasible to use non-X-Men characters from the Main Guide or, as always, characters from your own campaigns. Daredevil's Radar Sense and Concentration would prove valuable in the darkened tunnels. Spider-Man might be in pursuit of a new angle on a breaking news story. And of course, the Avengers or the Fantastic Four are always concerned with goings-on in NYC, and could be called in by a police contact to help out. Punisher is always up for solving a murder. There's always lots of crossover going on in the Marvel Universe.

This issue assumes 4 to 6 players. If there are more or fewer players, adjust the teams encountered upward or downward accordingly. Instead of the Marauders, you could also substitute any villainous mercenaries team (such as the Reavers), vary an existing team or use the Team Generator (P. 55) to create a new team. But the history of bad blood between the Marauders and the Morlocks makes them a natural choice.

This is an expandable theme that can take the players as long as you like. It can involve additional Missions and Objectives, making up new map areas of your own or recycling existing ones, using the Alley as a main drag. This Adventure can be very long, taking many evenings of play, or much shorter. You can use the Team Generator to produce any groups the players meet along the way. You are beginning an entire underground world, so you may want to make it long and draw it out. You can add any number of extra Missions and Objectives you wish.

Regarding mapping: Now that you're underground, there will be a desire to get out the graph paper and start making maps. And that's fine with us, if that's what you want your players to do. But comic book action tends not to be as strictly linear as other roleplaying, and our maps reflect this. An entire underground journey might be shown in three disconnected Panels. In this Adventure, there are plenty of passageways that aren't going to be on the maps we provide, because they're just not necessary. (See the end of Mission 1, Scene 1.) Feel free to fill in the blanks if you wish or just go with the flow and keep your descriptions general, the way they are in the comics.

GamesMaster Briefing (also see Morlocks, P. 41, 68 & 80)

BACKSTORY (DON'T REVEAL THIS TO THE PLAYERS)

The city government has voted to revive the old 2nd Avenue subway project. The 2nd Avenue line has a long history of stops and starts. A consortium of wealthy businessmen and

property owners (the 2nd Avenue Consortium) are heavily involved financially, and they stand to gain a tremendous profit from the increase in value of their properties along the proposed subway route. They do not know there is going to be trouble with the Morlocks—yet.

When the surveyors show up to begin the project, the workers notice a power tap running from a subway junction box down a narrow disused pipe, and disconnect it. The Morlocks quietly return that night and reconnect the power tap. The next day, the workers notice this and decide to disconnect it, then to lie in wait and accost anyone who tries to reconnect it.

When the Morlocks arrive to reconnect the power tap, the workers confront them. The Morlocks try to escape, but a scuffle ensues, and a crowbar-wielding worker kills one of the Morlocks. Render, a friend of the victim, lashes back in a fury, loses control of his mutant power and brings down part of the ceiling, killing two workers. Panic erupts. The Morlocks run away.

After that, one thing leads to another. The workers call the police. The police call the mayor's office. An official from the mayor's office, Deputy Mayor Higgins, contacts the Consortium, and they confer...

Two phone calls later...the Marauders have been hired by the Consortium to "clean out" the area needed for the project (roughly 2nd Avenue from 14th Street all the way up to 125th Street).

Moving quickly, the Marauders make an alliance with a band of Morlock scavengers known as the Wolves: Together they will eliminate the Morlock presence in the designated areas, and the Wolves, having proven themselves worthy, will take over the area and rule it. (This is a lie, of course. The Marauders intend to use the Wolves as spies and cannon fodder, and eliminate them the instant their immediate usefulness is over, thus completing their contract. Nothing personal.) The Marauders will have bribed the Wolves with food and other goodies. GMs, feel free to come up with whatever comes to mind: guns, contraband, batteries, stolen merchandise, consumer items, boom boxes, portable CD players with headphones and assorted Eminem and Snoop Dogg CDs.

The Marauders' plan is simple: Get to know the area, have some fun wiping out Morlocks, and wait until Market Day (which they have found out about from the Wolves), when a large majority of Morlocks will all be in one place, ripe for the slaughter.

After the slaughter, they'll come back to their base camp and collect the rest of their payoff from Deputy Mayor Higgins, who will be waiting with the money.

As we begin the Adventure, the Marauders are setting up base in the Wolves' Lair. The Wolves live in and around the 63rd Street Platform near East 63rd Street & Lexington Avenue, abandoned long ago.

Scrambler, Vertigo and Malice are out on a scouting mission to locate and mark down areas of Morlock infestation for future extermination.

MISSION 1

Primary Objective: Find the 2nd Avenue Morlocks, discover the facts behind the alleged murder of the construction worker and report back to Professor X.

Note: GM should not reveal Secondary or Bonus objectives until appropriate.

Secondary Objective: Defeat the Marauder scouting party.

Bonus Objective: Chase off the Marauder spies.

NEWS ITEMS! DAILY BUGLE

- Work to Begin on 2nd Avenue Subway
- Mutants Accused in Killing of Construction Worker
- Deputy Mayor Higgins to Address Homeless Problem
- East Side Condo and Co-Op Prices Skyrocketing! Boom or Bust?

ENTRY POINT FOR THE PLAYERS

Professor X summons the group. He tells them that a sympathetic police contact has informed him that two subway construction workers have been murdered by mutants near the site of the newly proposed 2nd Avenue subway line. The Professor is concerned and wants to send a team to check out the situation, discover the truth behind the rumors, defuse any trouble and report back with any findings. He suggests that the players will want to contact Callisto (see her profile), leader of a large clan of Morlocks who live in the Alley.

The X-Men have considerable history with Callisto (not all of it good), but, as Prof. X emphasizes, "It's her home ground. She knows those passages inside and out. Besides, it's safer to be down there with her help than without it." He informs them of a manhole cover located at East 67th Street and Lexington Avenue that opens into a shaftway leading directly down to Callisto's part of the Alley, a thousand feet below. (A number of X-Men have used this route in the past.)

Scene 1

(Refer to the Alley Overview Map)

When the players enter the manhole, they will be climbing down a built-in ladder. For the first 20 or so feet, it is narrow, then it widens into a broad shaftway that reaches down a thousand feet.

Callisto, accompanied by Caliban, Sunder, Masque, Healer and Leech, will be there to greet the players when they arrive. Callisto has spies all over the place and it is safe to assume that she always knows more than she lets on. Some of them are scouts of her own clan; others are from different clans but are secretly loyal to her. She has been following the 2nd Avenue subway project closely and with grave concern about its impact on the underground world. But her info is not always up to date or complete. She does not know the Wolves or the Marauders are involved, nor about Higgins, but she does know about the incident between the 2nd Avenue Morlocks and the construction workers.

Callisto will keep what little she knows to herself. And with Leech hanging around, damping any mutant powers ("Darling

ALLEY OVERVIEW MAP



Leech! So loyal, so...valuable."), Callisto is protected from Telepathy. Since the players came to her looking for information, she sees a way to turn things doubly to her advantage. The X-Men will owe her a favor for her help while doing what she wants them to do anyway. Plus, if there's trouble brewing with the outside world, she can use all the help she can get. So all she tells the players is that she heard that the 2nd Avenue Morlocks were involved, and she gives them directions to their territory. As the players are about to depart, Callisto also gives them a password that will identify them as friends to Morlocks of her clan once the players promise to try and set things right. ("Swear it!") At your choice, Callisto can also send one of her Morlocks with the players to show them the way.

The route from the Alley to the 2nd Avenue Morlocks is a series of passageways consisting of a series of stairs and tunnels leading up at a fairly steep angle. They will have to cross a sewer tunnel via a raised metal walkway. If the GM wishes to insert side trails, secret passages and various other diversions along the way, feel free. This is one of the parts of the Adventure that can be long or short.

At some suitable point along the way, the players will encounter a scouting party of 6 Wolves, led by a couple of Marauders! Vertigo is calling the shots (the GM should be seeing things through her perspective). Her assignment is to scout, observe the Wolves in action, and report back. They are looking for Morlock settlements and marking them down for future elimination. After they return, they will report to ScalpHunter on the combat capabilities of the Wolves, for they are assessing their abilities as well (as both allies, and eventually, victims!).

This is a first battle, just to get your players (and you) up to speed. The Wolves will attack and the Marauders will hang back. Use Vertigo to cover the scouting party's retreat by using her powers on the players to prevent pursuit. If anyone still catches up, Scrambler will attempt to touch and disorient them to enable their escape. Remember, the point of this battle isn't to kill the players, so go easy on them in this encounter.

MARAUDER RECON:

Vertigo, Scrambler. **BEHAVIOR:** This is not a proper combat team, so Vertigo and Scrambler will retreat rather than risk capture. If captured, all they know is that they are getting paid to do what ScalpHunter tells them. They don't actually know where they are or where their own base is because the Morlock tunnels are so confusing. They are relying on the Wolves to guide them. (If they were to be scanned by a Telepath, they would have a mental picture of what their base at the 63rd Street Platform looks like, but not how to get there. This will be the case for all Marauders during this Adventure.) They also don't know the details of their hiring or anything about the Consortium or Deputy Mayor Higgins. All they know is their Mission: to wipe out all the Morlocks in a certain area, and that they are being paid 8 million dollars, half in advance. If they are turned over to the cops, they will wind up being released immediately—Deputy Mayor Higgins works long hours. If the players turn them over to Callisto, she will kill them. She hates the Marauders with an ice-cold passion and thrives on revenge.

WOLF SCOUTING PARTY:

4 Scouts, 2 Close Fighters; see P. 70 for a sample team of Wolves designed especially for this fight. (Feel free to tweak

the NPCs if you're afraid your players may have "foreknowledge.") **BEHAVIOR:** They do not intend to do any heavy fighting.

This party is designed to scout and escape. They may not succeed but are positioned so that they have a "first shot" advantage (subject to special advantages among the players). If the scouting party fails to incapacitate their enemies in the first couple of Panels, they will retreat under cover of Vertigo's power. If the Marauders are followed in spite of their precautions, they will go to the Slime Pit (Mission 1, Scene 3) and meet up with Prism. The Wolves will simply move aimlessly around the various tunnels for several hours until they are sure they have broken contact and then will return to their rendezvous point (which is not their home) and hang out.

General Note: If at any time before Mission 3, Scene 3 the players do somehow manage to find the Marauder's lair, i.e., by reading the Wolves' minds, it will be empty at the time. You want to save the 63rd Street Platform scene for the final battle with any survivors at the end of Mission 3.

Scene 2

(Refer to the 2nd Avenue Morlocks Map)

Eventually the players will emerge into an area that matches Callisto's description. For the past ten years, this place has been a home to a small community known as the 2nd Avenue Morlocks. They are living in an underground complex that was partially excavated to make room for the 2nd Avenue subway line (before the last time it was cancelled). They have been tapping power from a junction box some distance away and have a spigot drilled into a water main. The 2nd Avenue Morlocks were living quiet, secluded lives until the subway project was revived. Their precious tunnels are now to going to be prepared for use by the Transit Authority.

Solomon, the leader of the 2nd Avenue Morlocks, will step forward and demand to know the players' business here and for what reason they trespass.

There are three access points to the home of the 2nd Avenue Morlocks. Two are passageways from the tunnels, with one of those coming from the direction of the Alley, where the players come from. The other is a slimy passageway/chute off the garden, down which the 2nd Avenue Morlocks dump their garbage and waste.

2ND AVENUE MORLOCKS:

Solomon: (The Leader of the 2nd Avenue Morlocks); **ABILITIES:** Int: 3, Str: 4, Spd: 2, Agi: 2, Dur: 4; **ACTIONS:** Close Combat: 3 (Strength Bonus), Lie Detection: 7 (Stones vs. Int), Leadership: 4, Social Skills: 3.

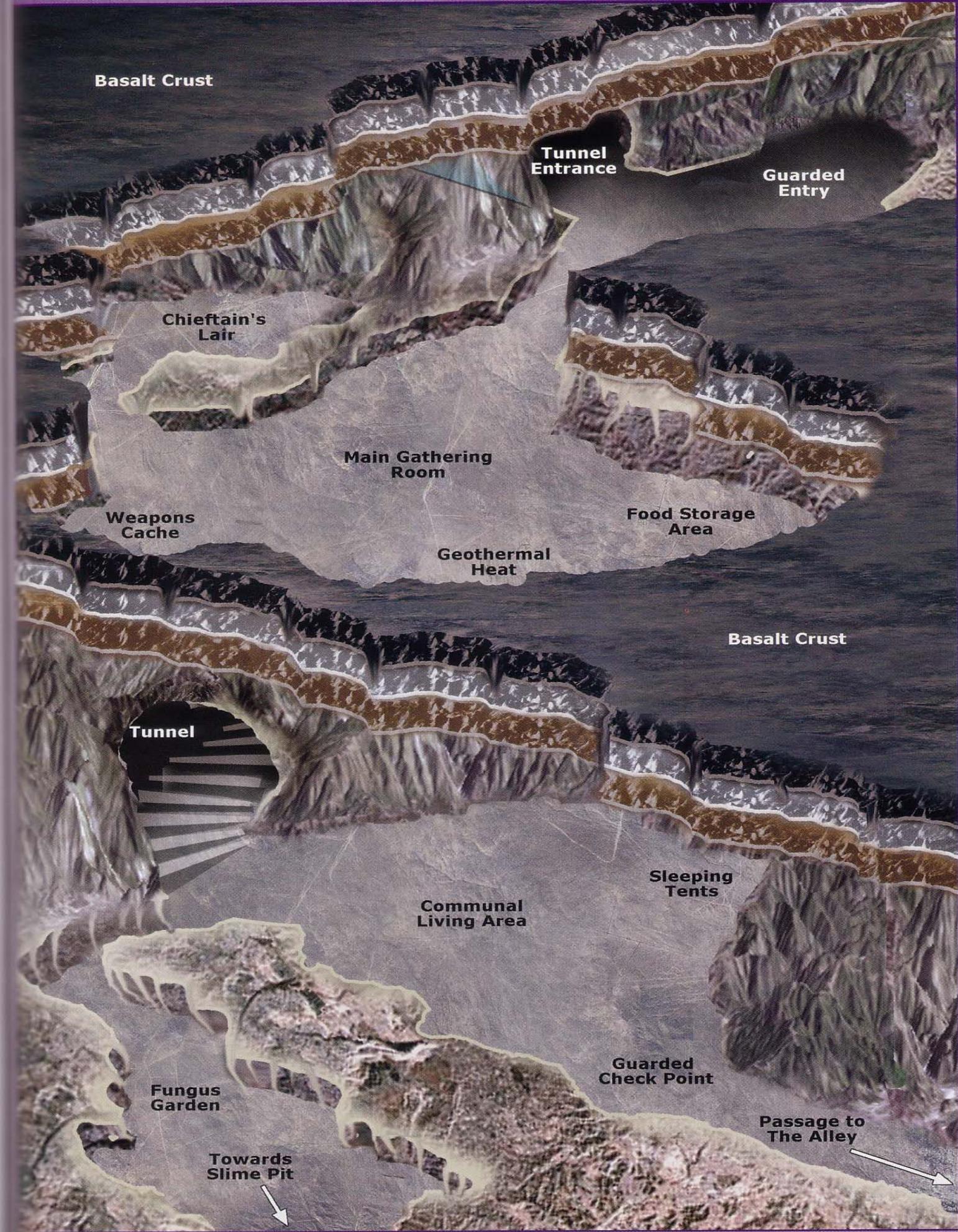
Render: (the Morlock who caused the death of the workers); **ABILITIES:** Int: 4, Str: 1, Spd: 1, Agi: 4, Dur: 3; **ACTIONS:** Close Combat: 2 (Intelligence Bonus), Sonic Blast: 5 (power out of control—can have an earthquake-like effect), Social Skills: 2; **MODIFIERS:** Reflexive Dodge: (+2).

Mother Nature: (4'9" tall, c. 900 lbs.) She has a mutant power that allows her to communicate with all animals; **ABILITIES:** Int: 2, Str: 1, Spd: once 1, now less, Agi: 1, Dur: 4; **ACTIONS:** Speak with Animals: 6, Social Skills: 7 (Animals, Children); **MODIFIERS:** Relatively immobile. (When she has to move,

2ND AVENUE MORLOCKS MAP

85

ISSUE #2 UNREST UNDERGROUND! MISSION 1



she is carried by Ralphie.); **EQUIPMENT:** Ralphie: A giant albino alligator, quite transparent; his functioning internal organs can be seen clearly. Int: 0, Str: 5, Spd: 3, Agi: 5, Dur: 4, Close Combat: 3 (Agility Bonus), Toughness: 3, never puts stones into defense. He is fitted out with a custom saddle. He carries her around on his back and she feeds him scraps. He responds to simple commands and is utterly loyal to her. Assortment of "pets" (GM discretion).

Mix of people: All of the clans are mutants, and there is always a percentage of warriors in each clan. Some of these will be more useful in a fight than others. The greater mass of Morlocks will have Int: 2, Str 1, Sp: 2, Agi: 1, Dur: 1, an assortment of Personalized Actions (from day-to-day life) and Social Skills: 1 (or more). There are about 50 in all, including a number of children. The GM can use the Team Generator to flesh out this or any other Morlock group.

If the players ask who killed the workers and how it happened, the group leader will call for those present to tell the story. They tell it as explained in the Backstory section, above. While the Morlocks regret the loss of life, they see it as an unfortunate accident. They do not regard Render as a murderer and will not be willing to surrender him to the authorities.

Just at this point, the players catch a glimpse of a partly hidden figure observing the crowd from the sludge tunnel. He ducks quickly out of sight, but the players (if they are X-Men) will recognize him as Prism, one of the Marauders. He turns tail and runs through the garden and down the slimy passageway.

If the players do not follow, skip to Mission 2, Scene 1. If they do, continue to Scene 3.

Scene 3

(Refer to the Slime Pit Map)

If Vertigo and Scrambler survived the encounter in Scene 1, then they are here along with Prism. Otherwise, it's just Prism. They have ventured in through the rear entrance and once seen, retreat through the garden and down the slime pit.

MARAUDERS

Scrambler, Vertigo (if they have survived so far), **Prism**. But not Scalphy—he's back at base camp. We're saving him for later. Or you can make up a light tag-team including a villain who can confuse, entangle or in some other way delay or divert the players.

When they are spotted, they will retreat and make their way down the tunnel, cross into the area where the Sludge Monster lives and head towards the rear exit. This will awaken the Sludge Monster, which will react too slowly to capture the Marauders. The players catch a glimpse of the Marauders as they escape out the back exit, just as the Sludge Monster piles heaps of sludge that totally and hopelessly block the exit. The Marauders escape, but the players may not know that and think the Sludge Monster has engulfed them. Perhaps they survived, perhaps they're dinner. But now the players have other worries...

GM NOTE: The purpose of this encounter is to allow the Marauders to escape and give the players a challenging, unusual battle.

At this point, the Sludge Monster turns its attention to the players, who unless they have specifically said so, are actually

SLIME PIT MAP



standing in the Sludge Monster. The whole central area of the slime pit is, in fact, coated by the Sludge Monster. The sludge is sticky and it requires 1 stone of effort per stone of speed when passing through the Sludge Monster (override the D&R Chart). For example, it normally costs only 1 red stone to move at a speed of 2, but it would take 2 red stones of effort to move at a Speed of 2 when crossing the sludge (3 stones to move at a Speed of 3, 4 stones at Speed 4, etc.). You also may get attacked by a pseudopod on your way through.

SLUDGE MONSTER: An amorphous blob that can coat an entire chamber and can easily seep to cover more area if desired. Rich in R-drug runoff, medical and other mutagenic waste, toxic chemicals and sewage. May be alive in more ways than one. It has a frog-like head and an enormous body with up to 8 pseudopods popping out of its protoplasm to attack, envelop and devour the hapless players.

ABILITIES: Int: 0, Str: 7, Agi: 3, Spd: 1, Dur: 8, Health: 8, Energy: 24; **ACTIONS:** Tongue Whip (Frog Head only): 8, Pseudopods: 8; **MODIFIERS:** 2x Regeneration Rate, Reconstitute Self, Chunk of Metal: (+1), usable by pseudopod, Car Engine: (+2), usable by pseudopod. Add more junk at GM discretion.

Pseudopods, or “pods,” can be created by the Sludge Monster from any part of its mass by putting red stones into it. Up to 8 pods can be created and each pod can have a maximum of 8 red stones of energy. Stones remain in each pseudopod Action box and may be reused until combat is over. Stones in a pseudopod can be increased up to the maximum of 8. The Sludge Monster may use a pod in the same Panel it is created. Pods are used to fight the players (red stones in the pod vs. the player’s defense). If a pod gets damaged, hits comes out of the pod’s red stones. Pseudopods can cooperate to a limited extent when attacking. For example, 2 pods attacking or defending (or blocking an entrance, etc.) at 4 stones each can be combined into a single action of 5, etc.). The pseudopods can be used to block escape, defend the head and/or fight the players.

Killing pseudopods will not directly affect the Sludge Monster’s white stones. To remove white stones, you have to attack the Sludge Monster’s head. However, even if you remove all the white stones, you cannot kill the Sludge Monster. You will merely kill one head. Eventually, a new part of the colony will become dominant, complete with a new head, and possibly with different powers. The original head was a Frog which had mutated into something else. It has “picked up” various other organisms that interacted with the R-drug (among other chemical and medical waste). If the frog “head” is killed, a new head will emerge, the victor among the other organisms than inhabit the colony. “Head” candidates: Rat, Alligator, Cat, Pit Bull, Pigeon, Turtle, giant mutant Goldfish, the NPC you lost last week.

One of the pseudopods is created from a sticky pool of tar (as the La Brea Tarpits). Its attack does no damage and ignores Toughness. If it hits, the victim is stuck fast. To break free takes as many stones Resistance as are in the tar pod.

To set up the Sludge monster, take a CAD and use an Action Box for each of the potential 8 pseudopods and one for the head (Tongue Whip).

Use the Sludge Monster’s readiness to balance the battle. If the players are a less powerful group, the Sludge Monster

should start with no formed pseudopods. But if it’s the full line-up of the X-Men, you can start the Sludge Monster with all 8 pods formed with 8 stones of energy in each pod. If at rest, the Sludge Monster has no pods. Starting with no prepared pods, in 1 Panel it can spend all 24 of its energy and have 3 pods with 8 stones each or 8 pods with 3 stones each or anything in between. It regenerates 16 stones per Panel.

Once players have dealt with the abovementioned perils, they can leave the slime pit and go back to the 2nd Avenue Morlocks’ quarters.

MISSION 2

Primary Objective: Defeat the Marauder-Wolf raiding party and report the news of the raid to Callisto.

Secondary Objective: Capture a Wolf or Marauder prisoner and bring them to Callisto.

Scene 1

(Refer to the 2nd Avenue Morlocks Map)

When the players return to the Morlock community, they should inform Solomon that it was another Marauder, and that the presence of the Marauders could mean real trouble. Solomon will ask about the Marauders, and also about the subway. The players should use their common sense in answering: The city probably isn’t going to divert the subway to avoid the Morlocks.

The 2nd Avenue Morlocks will debate the situation. Here is an opportunity for the GM to introduce his own eccentric personalities to the 2nd Ave Morlocks. Crabby Old men/women who “ain’t going nowhere,” Demonstrators singing, “We Shall Not Be Moved,” “Intellectuals” who require “further proof,” etc.

When you think it’s appropriate, Solomon and most of the Morlocks will have come to a decision: His people will go to the Alley, where they will be safe. Tomorrow is Market Day. They will go to the Marketplace and discuss their problem with the other Morlocks. The players may or may not decide to escort them, but since we want to get the players back to Callisto, you should probably have Solomon and the Morlocks ask, or even beg them, to do so.

As the 2nd Avenue Morlocks pack up and descend to the Alley, they tell the players about the Marketplace if they have not done so already. But they don’t tell them where it is or how to get there, since the players are not Morlocks. Only Callisto can invite them. (Another reason for them to go back to Callisto!) See the description of Market Day on P. 81.

Scene 2

(Refer to the Alley Overview Map)

The players and the 2nd Avenue Morlocks reach Callisto’s area of the Alley, bringing news of their encounter with the Marauder-Wolf scouting party along with the refugees. Callisto is very concerned about the presence of the Marauders, and about the alliance with the Wolves.

Callisto will grant asylum to the refugees. Of course, this means that Solomon and his people will owe her allegiance

ARMORY CLAN MAP



once they finally get resettled. Furthermore, it's starting to look as if there may be a large displacement and a widespread emergency involving surface dwellers and Marauders. Someone may have to reunite the fragmented Morlock clans for better mutual protection—Drain Dwellers, Tunnelers, Scavengers, Fishermen and all the clans located along the planned subway line. From Callisto's point of view, why shouldn't that someone be her? All in all, Callisto thinks things are going pretty well for her, considering the great danger near at hand.

With Marauders and surface-dwellers threatening the Morlocks, Callisto also realizes having the X-Men by her side at tomorrow's Market would only strengthen her position. So she makes sure they know how to get to there from the surface: Grand Central Station, track 150, take the tunnel leading east, third access door to the right, go down a tunnel that ends in what looks like a maintenance closet, but there's a manhole cover in the floor with a stairway leading down to the area of the Marketplace.

Just at that moment, a bloody, heavily wounded Morlock staggers into the area. He announces that the Armory Clan is under attack. Laying it on thick, he begs Queen Callisto to help the Armory Clan. He swears that even though they've grown apart in recent years, they've never really stopped thinking of her as their true queen. Then he collapses.

Callisto immediately sends out scouts to warn the other clans. They are to tell the clans what has happened, and to meet at the Market tomorrow to discuss the future. Any clan that fears for its safety is welcome to come to the Alley tonight for their own protection.

Then Callisto turns to the players. Because she's needed here with all the fighters she can muster, to protect her people, she asks the players if they would be willing to help out the Armory Clan. She would consider it a favor. She can spare them a scout to show them the way. The clan is located under 68th Street and 3rd Avenue. (Pick a scout from the team generator, or make one up.) If the players choose not to go help the Armory Clan (cowards!), then skip to Mission 3, Scene 1.

Scene 3

(Refer to the Armory Clan Map)

When the players arrive at the Armory Clan's area, they find a scene of wreckage and carnage—and a Wolf-Marauder combat team! The Wolves and Marauders have just finished perpetrating a terrible massacre. The bodies of the Armory Clan are lying all over the place. There are no survivors. (You may allow for a couple of survivors, if you wish.) There are also a couple of Wolf bodies among the dead, but the Wolves and Marauders are still in the mood to fight.

WOLVES: 5 Close Fighters (one has 1 stone of damage, another has 2 white stones of damage), 1 Scout (to hunt out/run down any survivors), led by Tweaker.

Tweaker (Party Support): **ABILITIES:** Int: 3, Str: 2, Agi: 3, Spd: 4, Dur: 3; **ACTIONS:** Close Combat (Speed Bonus), Hunting/Tracking: 4, Leadership: 1, Social Skills: 3; **MODIFIERS:** Prescience, Claws: (+1), paralyzing (# of Panels = stones of damage). Note: Calls his Prescience "tweaking;" he twitches and convulses slightly for a Panel.

MARAUDERS

Harpoon, Blockbuster. They've been sent on this raid by their leader, Scalphunter, in order to assess the combat skills of the Wolves and so they can better dispose of the Wolves once they're all done killing the other Morlocks. Other than that, Scalphunter has only told them that he's got something big planned for tomorrow.

After the battle, if the players have captured any Wolves or Marauders and found out where the Wolves' lair and the Marauders' base is, they may want to go there. If they do, the lair is empty. The Wolves and Marauders have left to prepare for tomorrow's attack on the Market.

If the players have prisoners, they may want to bring them back to the Mansion for Professor X to interrogate, or back to Callisto, or to the police.

Regardless of what the players do next, they won't be able to find out about tomorrow's planned massacre because none of the raiders know about it.

Finally, the players may want to return to Callisto to report the news of the massacre, or they may want to leave the tunnels for the night, in which case they can send back the Morlock that accompanied them.

No matter what they decide, you should do your best to make sure they get to the Market tomorrow. It's where all the fun is going to be.

MISSION 3

Primary Objective: Defeat the Marauders and prevent the great slaughter of the Morlocks.

Secondary Objective: Uncover and expose the Consortium plot to slaughter the Morlocks.

Bonus Objective: Defeat the Wolves and save Deputy Mayor Higgins' life, but make sure some "appropriate" form of justice befalls him.

Scene 1

(Refer to the Morlocks Marketplace Map)

The cavern complex is well lit. It is carefully set up and has many entrances and exits. It has booth-type setups, and the Morlocks mill around, making their bargains and taking in the local gossip. Morlocks from all over the city are here to buy, sell or trade goods—food, machinery, some of it hand-tooled and/or modified, spare parts, various "arts and crafts"—all of the artifacts, honest produce and even vices of society.

There is an absolute truce between clans in effect in the Marketplace, enforced by Callisto and her band. Clans that might well snipe at each other through access tunnels will swap rumors and swill mushroom-beer, fermented by one of the clans and sold by the cupful (you return the cup afterwards), and munch on bird jerky ("that wasn't chicken"). Musicians, comedians, acrobats, contortionists and the like may be performing or begging for scraps. There are areas where mothers leave children to play in impromptu sand pits with wide pipes set up for slides, ropes for swings and a junkpile to climb on. They play, wrestle and squabble while their parents drift around and look for useful tidbits to swap. There is the babble of constant voices, laughter and

the occasional shriek of outrage. A hundred mutants are always bargaining, all at once—most business is done by barter rather than by cash. The dickering is continuous.

Your players may get the bright idea that if they are going to something called "Market Day," it might be a good idea to stock up on some neat, portable, affordable items (flashlights, calculators, chocolate bars, comic books, chewing gum, toothpaste, etc.), just in case...and if the players do, they have a good shot at getting info they need by a little trading and bribery. It's not a great place for consumer items (except, of course, for that certain special item you may decide to plant here). But info is another question. There are a lot of little creatures with big ears who live underground. You can often find out useful, esoteric information at the Marketplace. You just have to look in the right places...

There are other diversions possible in the Marketplace if the players want to look around. Crooked card games, strange foods (many quite tasty), usually consisting of dog, cat, crow, frog, pigeon, rat, squirrel, insect, various fish and slugs, strange glowing plants—whatever "wildlife" is available underground. There is a centrally located, seething cauldron of Goat's Head soup (one eyeball still intact, stolen 'specially from 9th Avenue courtesy of the Hell's Kitchen Morlocks) that everyone seems to feel free to dip into. Every now and then one of them tosses in a random ingredient to keep it all going. If a player can manage to get down a cup (Resistance = 3 stones of effort), he gets a +1 Situational Modifier in Social Skills (non-cumulative) for the duration of the current visit.

When the players arrive in the Marketplace, they will find that some areas are less crowded than others. In one of

the quieter spots, Callisto will be hanging out with some members of her clan, including Leech, Healer and Caliban. Solomon is there as well.

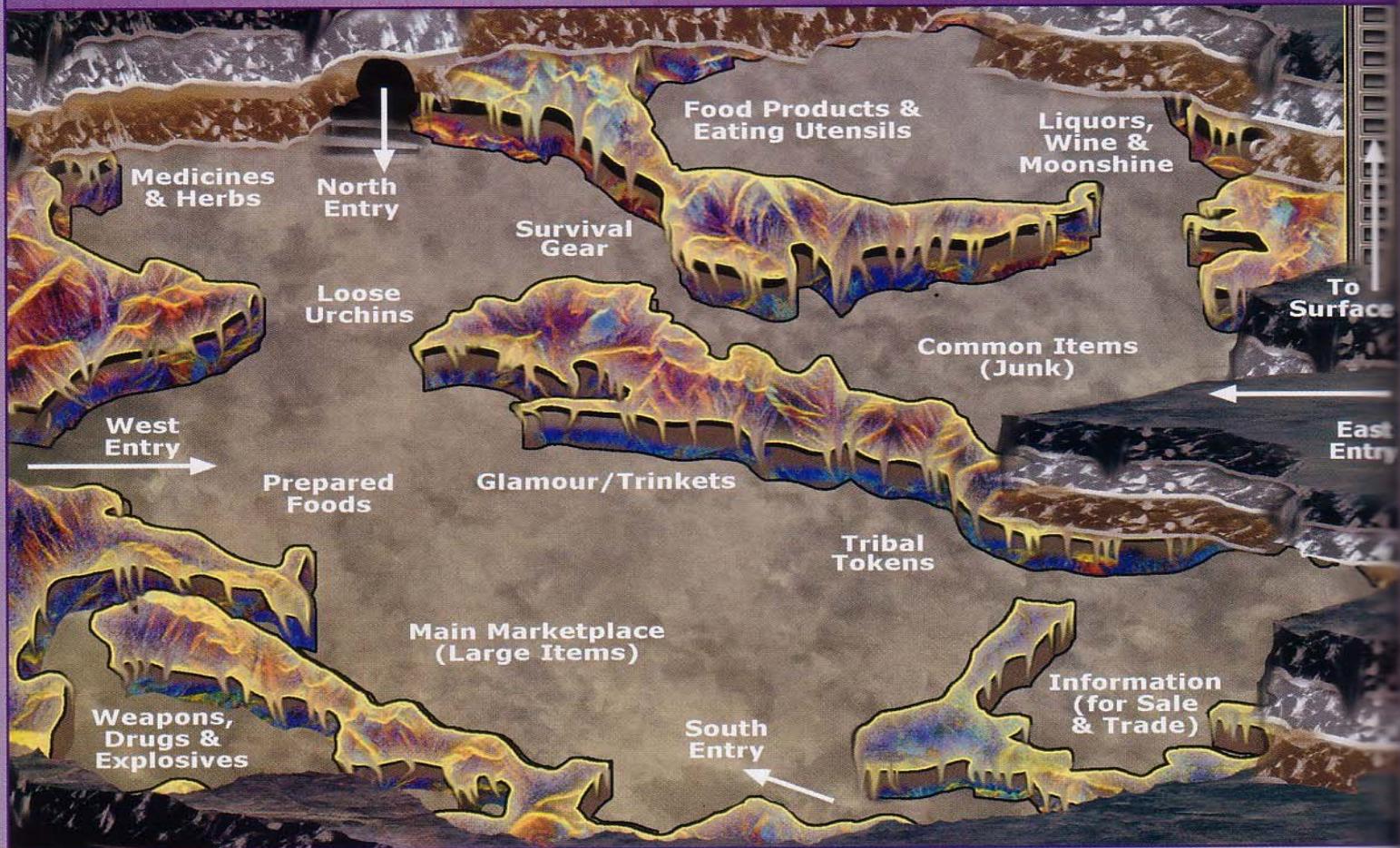
Callisto motions to the players. She wants to talk to them. She has been playing politics with other mutant clans since she arrived. It has been a long time since she's been Queen of all the Morlock clans, and she's acting as if today will be the day she once again retakes complete control of the underground world.

Then Caliban says, "Caliban feels presence of enemies. Caliban is afraid." After nearly everyone has arrived who is going to, Callisto will call for a general meeting.

She says that the Morlocks face many threats and that the time has come, once again, to unite the clans. Solomon cries out, "We're all in this together! We face a common threat." Callisto starts by explaining all about the 2nd Avenue subway project and the fact that Marauders have not only been seen in the area, but have orchestrated the slaughter of the Armory Clan. She says that it is imperative that the tragedies of the past not be repeated. She will call on the players to support the truth of what she says. Solomon will support Callisto using his Lie Detection power.

Just as she is beginning to gain a groundswell of momentum, all hell breaks loose: Scaliphunter puts his plan into action. Why grub around the sewers all week when they can solve the whole problem at once? Sure, most of the Morlocks here don't even live in the target area—but so what? If the Marauders get them all, they will have done the whole job in a single afternoon. Besides, Scaliphunter is enjoying himself and regards the whole affair as paid vacation. The Marauders and Wolves leap to the attack.

MORLOCK MARKETPLACE MAP



Scene 2

If the players have scouts out or suggested to Callisto that she send out scouts, you should give them a heads-up and a minute or two to prepare for the coming attack. You can also say that Callisto sent out extra patrols because Caliban had been getting bad vibes. Or else the Marauders will get off a surprise attack that will give them either a free Panel to act or at least allow them to go first that Panel (regardless of Agility, Speed, etc.), depending on what you decide.

MARAUDERS

Scalphunter, Arclight, Riptide, Sabretooth plus any Marauders who survived the previous engagements. They will attack the players immediately.

WOLVES

3 dozen warriors (make them up using the Team Generator).

BEHAVIOR: In true wolf-fashion, they will attack the Morlocks present rather than the players (and will be attacked in turn by Callisto).

THE EASY (COMIC BOOK) WAY

Only play out the Marauders vs. the players. Don't worry about playing out the Wolves vs. Callisto and the rest of the Morlocks.

If the players win, then Callisto and the Morlocks will also win because the players are assumed to have reinforced her. Their victory will break the Wolves' morale and the raiders will call off the attack and flee.

If the Marauders defeat the players, then the Wolves, reinforced by the surviving Marauders, are assumed to have won their battle and slaughtered the Morlock clans.

In comic book terms, it would all come down to a couple of Panels. The first Panel says, "Meanwhile, Callisto and her Morlocks battle bravely against superior numbers of Wolves" and shows violent, hard-fought combat taking place. The next Panel shows whether they won or lost, in graphic detail, with the winners looking bloody but unbowed and the dead bodies of the losers scattered around the Marketplace.

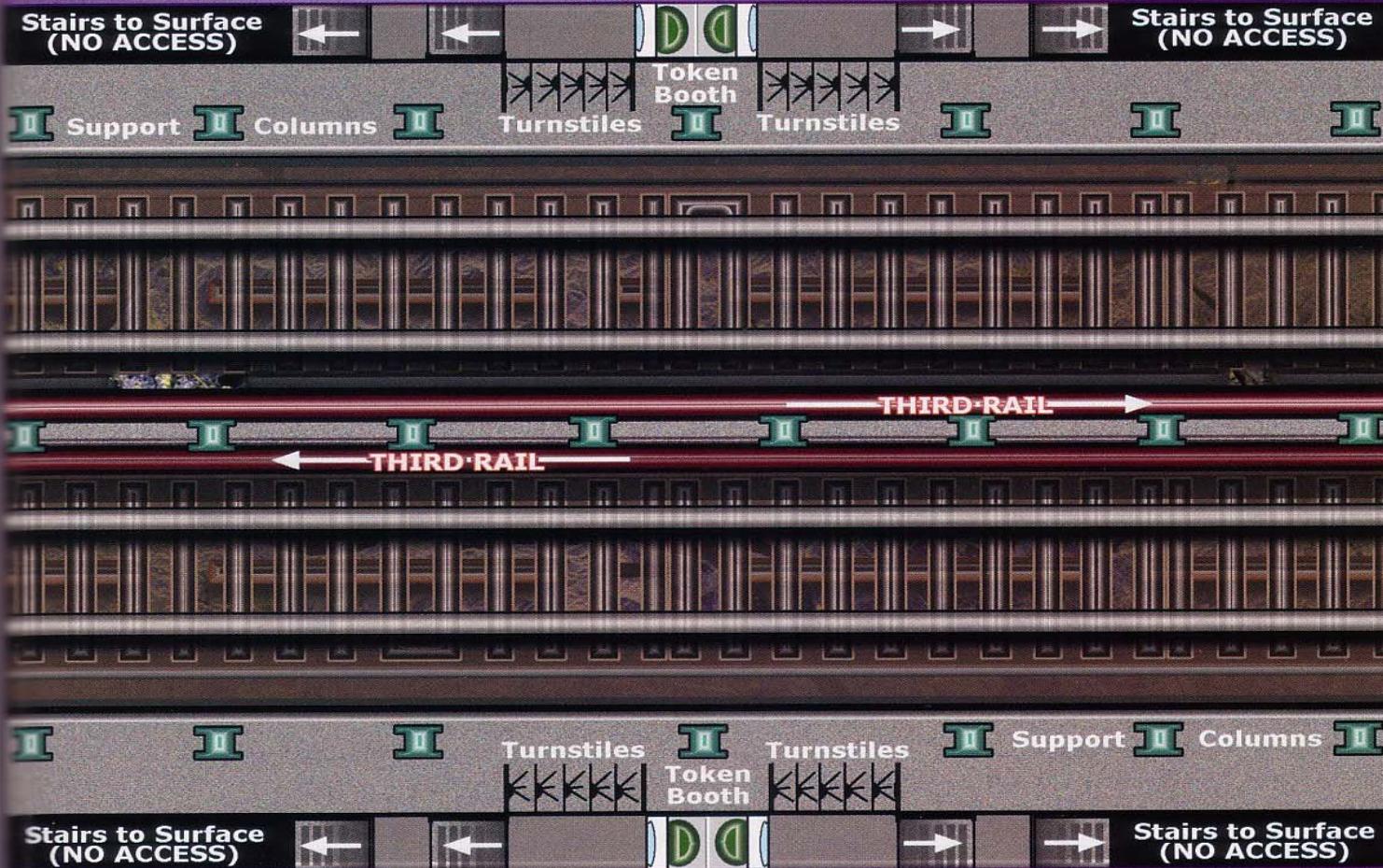
Regardless of any other results, at least some of the Wolves are assumed to have escaped. They will head directly back to their lair and can be either followed or tracked. However, since Callisto now knows the Wolves are involved, she would assume the Marauders are operating out of the Wolves' Lair at the 63rd Street Platform and would lead the players there even if there were no Wolf survivors.

THE HARD WAY

If you really like full-scale battles then you're going to want to play this out the hard way. This means not just playing the battle between your characters and the Marauders but also playing out the part that includes Callisto and the Wolves. This could take an entire evening, or even longer.

Do the Wolves up in six 6-man Combat Teams, opposed by all of the Morlocks from the Team Generator (and throw in a bunch of more-or-less helpless civilians as targets for the Wolves), and do it mano-a-mano. If you're into setting up days-long battles, this is the way for you. But most will favor the easy way out.

63RD STREET SUBWAY PLATFORM MAP



Scene 3

(Refer to the 63rd Street Subway Platform Map)

Assuming the players win the battle, Callisto calls for them to go with her to the Wolves' lair, located at the abandoned 63rd Street Platform, originally built to accommodate the 2nd Avenue subway line. She knows a passageway that goes there direct from the Alley. If the players refuse to go, they will miss out on their Secondary and Bonus Objectives.

The remaining Marauders and Wolves do not plan to simply surrender. Their last stand will take place on the 63rd Street Platform, in and around all the train tracks, abandoned cars, etc. The Wolves are less clean than the 2nd Avenue Morlocks. There is considerable trash lying around. There are no clean beds, just mere piles of rags in and among piles of broken cinder blocks, rusty metal barrels, stacks of pipe and other debris. So there is all sorts of material to hide behind, throw, etc. On top of it all, there's a boom box blaring loud music.

MARAUDERS

Malice (in possession of Polaris; see profile), plus any other Marauders that survived or escaped. **BEHAVIOR:** If the tide seems to turn against them, the Marauders will take their money from Deputy Mayor Higgins and take off.

WOLVES HOME GUARD

Shiver: (Close Fighter/Scout) Leader of the Wolves. **ABILITIES:** Int: 2, Str: 4, Agi: 2, Spd: 3, Dur: 4; **ACTIONS:** Close Combat: 5 (Strength Bonus), Leadership: 4, Fear: 6, Hunting/Tracking: 5, Social Skills: 2; **MODIFIERS:** Wolf-like features, Claws (+1), Toughness: (+1), Animal Senses: 5.

Ripper: (Scout); **ABILITIES:** Int: 1/2, Str: 1/3, Agi: 2/4, Spd: 2/4, Dur: 2/3; **ACTIONS:** Close Combat: 3 (Agility Bonus), Leadership: 1, Hunting/Tracking: 6, Thieving: 3, Social Skills: 3; **MODIFIERS:** Reflexive Dodge: (+1), Transform Self into a white wolf, Animal Senses: (5), Enhanced Vision: (5), Infrared.

6 Wolf Guards: 3 Close Fighters, 1 Ranged Fighter, 2 Support or Other; **EQUIPMENT:** They all have +2 Handguns.

12 others: More likely to hide or run than fight. **ABILITIES:** Int: 2, Str: 1, Spd: 2, Agi: 1, Dur: 1; **ACTIONS:** an assortment of Personalized Actions (from day-to-day life) and Social Skills: 1 (or more). **BEHAVIOR:** Individual Wolves will try to escape if wounded.

If Callisto has come along with the players, she will try to prevent the players from killing (but not from fighting) Shiver or Ripper or any of the other Wolves. Once she has them subdued, she forces them to yield and swear eternal obeisance to her. But she does not kill them. She knows that the Wolves' treachery merely gives her a better hold on them—Callisto is a master of exploiting weaknesses (or sins).

Deputy Mayor Higgins is there too, with his bodyguard and personal assistant (both of whom are also in on the plot). They are there to make the rest of the payoff (\$4 million), which they have with them in a large suitcase. Higgins and his men (who have only normal human Abilities, the bodyguard having a Durability of 2) have realized that they

are in way over their heads and are beginning to get panicky. Scalaphunter has left Malice with orders to grab the money and kill Higgins and his men if the raid on the Marketplace fails. If the players fail to protect Higgins within the first two Panels they spot him, Malice will try to kill him the next Panel.

If the players act quickly to save Higgins, questioning or mind reading will reveal that Higgins told the 2nd Avenue Consortium that the contract was for \$10 million and he has pocketed the extra \$2 million. The Marauders think the deal was for \$8 million. (Neither the Marauders nor the Consortium would take kindly to such deception.) The players can use this as pressure: "How much do you think your miserable hide is worth? \$2 million? I don't think so! Maybe we ought to throw you back to the Marauders. Now about that testimony..."

On the other hand, Higgins has \$4 million on him, and he will be happy to turn a blind eye to the players in return for letting him go—without the suitcase.

CONCLUSION

If Deputy Mayor Higgins survives, he will be willing to accept a plea bargain in order to fink out the Consortium (whose members are a matter of public record). If this happens and all the dirty linen comes to light, the 2nd Avenue line might be cancelled—again ("Another scandal? This project is cursed!") The Morlock groups may not even have to move in the first place.

It's even possible that the players could contrive a way to confront the mayor and point out the Morlocks in the affected area are, after all, homeless and should be taken care of as part of the new homeless proposal.

Perhaps the players can threaten the backers of the project with jail, but not turn them in to the authorities, thus causing them to back out of the project.

Finally, what will the ramifications be? Will the subway project continue? Will more groups have to move? Will the Morlocks organize to defend their tunnels? Will the builders who paid Deputy Mayor Higgins to hire the Marauders be exposed and go to jail? There will be many opportunities for a continuing plot line (*Daily Bugle* headline: "Ex-Deputy Mayor Enters Federal Witness Protection Program...") It's up to you and your players to take it from here.

There is also the matter of Callisto and her ambitions. Assuming she survives, whether she won or lost she will use this incident to cement her control over the Morlock clans—whatever's left of them.

FUTURE UNDERGROUND ADVENTURES

Now that your players have ventured underground, they might well want to go back. You're going to need to make up new material and recycle the material you already have.

First, there is Callisto and the Marketplace. That gives your players a place to go and a powerful, clever authority figure to interact with.

Second, you can modify the maps we've provided. Add tunnels and caverns to keep your players guessing. Close off a large area. Turn the maps sideways or upside down. Add your own passageways and connections. And don't forget the Sludge Monster. (We wouldn't want he/she/it getting lonely!)

APPENDIX A: WEAPONS

WEAPON	WEAPON MODIFIER	RANGE
Shoulder-Mounted Laser [Sauron]	6 Stones	5†
XSE Laser Weapon [Bishop]	8 Stones	5†
XSE Plasma Charge Weapon [Bishop]	7 Stones (2x Dmg.)	6†

† Range increases to extreme range (anything in line of sight) if in outer space.

APPENDIX B: VEHICLES

The Blackbird (Gold Version)

Description: An improvement on the original Blackbird courtesy of Forge. Can carry up to 18 comfortably. Carries 3 months' survival gear, can operate in a vacuum. Powered by 2 Shi'ar ram jets, capable of vertical takeoffs and landings. The Blackbird maintains a dedicated link with the War Room, Cerebro and Cerebra. Although the Blackbird is at constant risk of being shot down, its damage control systems are geared to enable low-risk emergency landings. (The GM should take full advantage of this fact—just like Marvel.) Mission-specific pod allows for adaptation.

Crew: 3 (pilot, copilot, flight engineer)

Difficulty to Operate: 3

Resistance to Operate: 3 (0 if autopilot engaged)

Defense Modifier: 5

Vehicle Damage: 60

Maneuver Modifier: 8

Flight Speed: 7

Weight: 9

Weapons: None

Radar: Range = 9

Shi'ar ECM and Cloaking Device: Modifier which allows the Blackbird to avoid detection by Radar, Enhanced Vision, etc., and also provides Invisibility: (+8).

Genoshan Magistrate Elite Vehicles

The Magistrate Elite infantry use an array of advanced vehicles and weaponry. Here are a few stereotypical models. Like all technological militaries, the Genoshans modify their weapons for specific tasks and the GM can spring all sorts of unexpected surprises on his players. (Bridge-builders, repair units, medical vehicles, tactical nukes, etc.) Note that infantry also have Body Armor (+2) and the usual assortment of assault rifles, flamethrowers, rocket launchers, etc.

Genoshan Sky Cycle

Description: Infantrymen use these for surveillance and speed.

Crew: 1 pilot, 1 passenger (in tandem)

Difficulty to Operate: 3

Resistance to Operate: 2

Defense Modifier: 2

Vehicle Damage: 5

Maneuver Modifier: 6

Flight Speed: 5 (may go slow, hover)

Weight: 4

WEAPONS: Catch Webs: (+7), Attack vs. Agility or defense to capture (whichever is higher); extra stones of "damage" do stun damage per Panel vs. red stones of energy. Range 2, launches from the nose of the vehicle, Area Effect of 1. (Captured victim dragged along behind.) Mounted Energy Weapon (+6) at GM discretion, or passenger may fire own weapons from vehicle.

Genoshan Walker

Description: can walk off-road over rough terrain, up stairs, etc. If on roadway, it can convert to an in-line, single-wheeled gyro-power-cycle vehicle.

Crew: 1

Difficulty to Operate: 4

Resistance to Operate: 1

Defense Modifier: 5

Vehicle Damage: 20

Maneuver Modifier: 4

Speed: 2/5 (walker/cycle)

Weight: 4

WEAPONS: Catch Webs (+6) and either Energy Beam (+6) or Gatling Gun (+4) 2x Damage. Occupant may fire personal weapons from vehicle if canopy is open.

Genoshan Powered Armor

Description: The Genoshans also deployed heavy powered armor. Their infantrymen use it as cover in battle and may even "hitch a ride" on it, much as a tank. The GM can assume that the wearer of the suit has abilities of all 2's and knows Close and Ranged Combat at 2.

PA ABILITIES: S.I: 4, Str: 8, Agi: 1, Spd: 2, Dur: 4; PA ACTIONS: Close Combat: 2, Ranged Combat: 3; WEAPON SYSTEMS (Either one weapon, leaving 1 hand free for Close Combat or two weapons): Rocket Launcher (+4), AP or Area Damage (6 rounds), or Automatic Cannon: (+5), AP, 2x Damage, or Grenade Launcher, Flamethrower or Catch Webs (as Sky Cycles) at need; MODIFIERS: Targeting: 2, Toughness: 5.

APPENDIX C: EQUIPMENT LIST

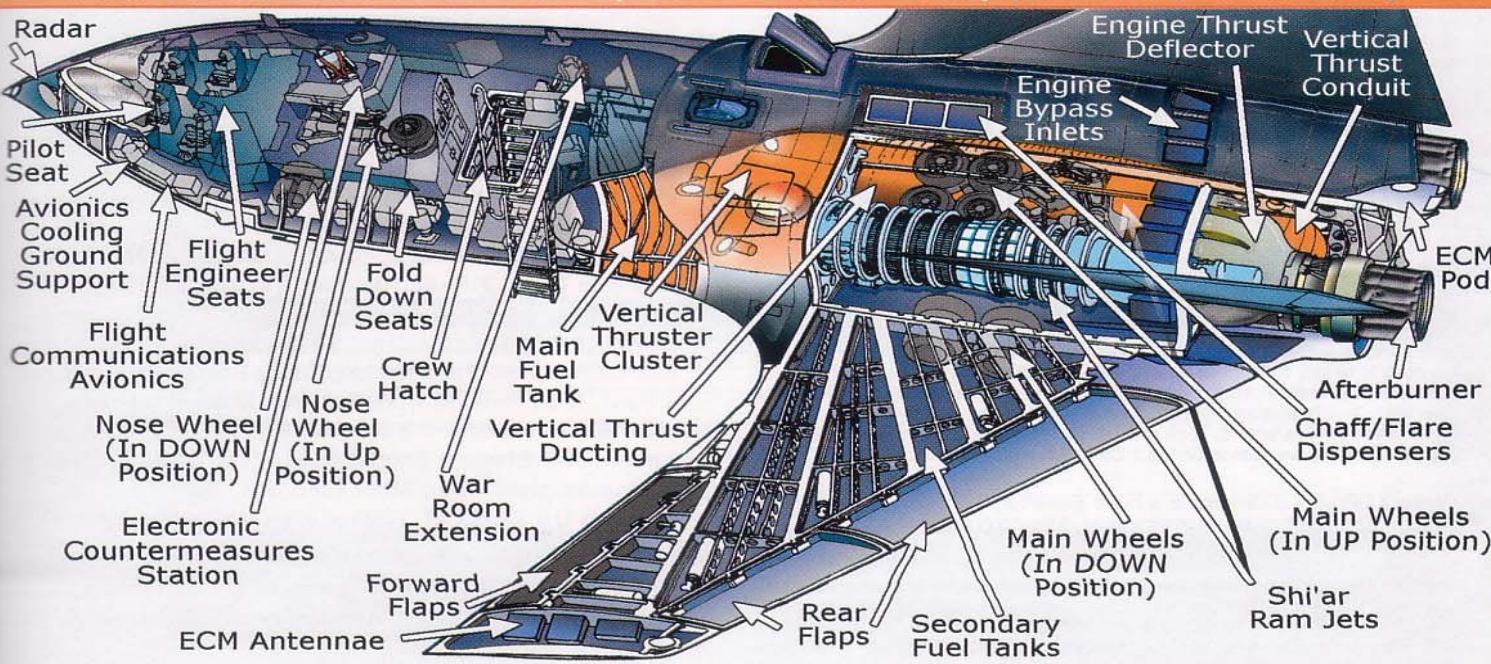
Costumes and Body Armor:

Your Body Armor or Costume can come with a free "lesser aspect"—something that "goes with" your powers (usually something that keeps them from being embarrassing or inconvenient). Like clothing able to withstand flying at near-light speed [Northstar]. Or instead of a (+1) Defense Modifier it could have an interesting twist such as becoming a collar [Wolfsbane] or acting as a containment suit [Venus Dee Milo]. As with all freebies, the GM must keep this within reason.

Real World Costs:

Anything you can find in the real world that has a dollar cost is theoretically available at that cost. Assault rifles, tanks, submarines,

THE X-MEN BLACKBIRD, GOLD VERSION, (CUTAWAY VIEW)



etc., are all available for you to use in your campaign. But when it comes to things you can't buy in the real world—everything from Unstable Molecule costumes to Disintegrator Beams—you can only buy them with Character Generation stones (or acquire them during play). Once play begins, the GM can determine the price for anything in dollars. We suggest the following formula for converting cost in Character Generation stones to cost in dollars:

1 red = \$100,000, 2 red = \$250,000, 1 white = \$1 mil.,
 2 white = \$10 mil., 3 white = \$100 mil., 4 white = \$1 bil.,
 5 white = \$2.5 bil., 6 white = \$10 bil., 7 white = \$25 bil.,
 8 white = \$50 bil., 9 white = \$100 bil., 10 white = 250 bil.,
 11 white = \$500 bil., 12 white = \$1 tril.

This allows a player to go on a \$100,000 spending spree for one red stone.

Costs for Weapons:

We base our weapons costs on the info in our Powered Armor rules (P. 76-77 of the Game Guide). With the following important exception: To buy self-contained energy weapons, such as laser pistols, where the stones of energy come from the weapon and not the user, the Cost Level = Modifier # + 1. Note also that PA-mounted firearms have a Range: 5, which is greater than the hand-held variety (we factor that in).

BASIC EQUIPMENT

Price is in dollars or in stones. Caveat Emptor: Some items are better bargains than others!

Pricing Basic Equipment:

If you figure the price for a piece of equipment in stones but find it available on the equipment list or available in the real world in dollars, the GM should go with the lower price. For example, say you want Body Armor (+1). Toughness (+1) would cost 1 white Character Generation stone. But Body Armor (+1) can be found on the equipment list in the Game Guide for a mere \$1,200. So the price for Body Armor (+1) is \$1,200, not 1 white stone (i.e., the lower of the two prices). Body Armor (+2), however, is not available "off the rack," and costs 3 white stones—the same price as Toughness (+2). Pyro's Insulated Costume, listed below (much the same as a fireman's), is another example.

Roller Blades [Dazzler]	\$100
Prescription Wraparound Goggles [Anarchist]	\$500
Silencer [for weapons]	\$1,000
Special costume/suit to hold wings, etc. [Archangel]	\$2,500
Insulated Costume [Pyro]: Defense (+1), (+5) vs. fire/heat	\$5,000
Hoverchair [Prof. X]: Spd: 5 (running)	\$100,000

CUSTOM-DESIGNED ITEMS

Modified Japanese Battle Armor (+2)

[Lady Deathstrike]	3 white stones
Psimitar [Nathan Summers]	6 white stones
Soulsword [Magik]	6 white stones
Laser (+6), Range = 5 [Forge]	9 white stones
Ghost Staff [Moonstar]	12 white stones
Hand-Held Disintegrator (+5); 3x Damage [Forge]	15 white stones
Psi-Armor: Defense (+9) [Onslaught]	32 white stones
Lockheed [Shadowcat]	45 white stones

Wrist-Mounted Missile Launcher (+4) [Sauron], 2x Dmg, AP or Area Attack, Range 5. Cost: 5 white stones.

Bodyslide Teleportation Device [from Age of Apocalypse, at GM discretion]. Free Teleportation: 4 (100 miles), Cost: 12 white stones.

Darkwind [Moonstar]: Asgardian flying horse. ABILITIES: Int: 3, Str: 4, Agi: 4 Spd: 4, Dur: 4; ACTIONS: Flight: 5; MODIFIERS: Toughness: 2. Utterly loyal; can obey complex commands. Cost: 19 white stones.

Cerebro [Prof. X]: Cerebro is a large complex computer system that can't be moved. The user, who must have telepathic abilities to use Cerebro, places an attached helmet on his head to activate. The Professor used Cerebro to locate mutants so he could contact them. Its powers are straightforward, but extremely effective for what the Professor needed. Cerebro is linked to the Mansion's security systems and can contribute its A.I. to its defense. A.I.: 5, Sense Mutants: (+9), Range = 9. Difficulty to Operate: 7 (Telepathy, Sense Mutants may be used to overcome). Resistance to Operate: 2. Tech level 7 to repair or modify, R: 5000. (For Micro-Cerebro, see Game Guide.) Cost: 12 white stones.

Cerebra [Prof. X]: Cerebra is a more powerful, more complex computer system than Cerebro, with longer-range. Also can't be moved. Can be used by non-telepaths. In addition, Cerebra can identify whatever mutation it picks up. This basic improvement makes Cerebra far more useful than the older model, and more user-friendly in that anyone with proper instruction (or savvy) can use Cerebra, not only Telepaths. Cerebra is linked to the Mansion's security systems and can contribute its A.I. to its defense. A.I.: 8, Sense Mutants: (+10), Range = 10, can identify mutations

it senses. Difficulty to Operate: 7 (Telepathy, Sense Mutants, Technology may be used to overcome). Resistance to Operate: 2. Tech level 7 to repair or modify, R: 20,000. Cost: 34 white stones.

Portable Cerebra [X-Men, at need]: Links to Cerebra and accesses its powers or is preprogrammed by Prof. X to detect a particular mutant(s). Can be used by a non-telepath, does not function if Cerebra is "down." Range = 2, Difficulty: 2, if not instructed. Resistance: 2. Cost: Obtain from Prof. X at his discretion.

Neutralizer Gun [Forge]: Suppress Mutant Power, permanently (until reversed), Range = 2. Must hit target using Ranged Combat. Toughness doesn't count for defense (armor does). Any stone of damage triggers effect. Cost: 40 white stones.

CREDITS

Game Design:

Dan Gelber, Jeffrey Simons, Evan Jones

Additional Design Assistance:

Bill Jemas, Mark D. Beazley

Playtesting and Development:

Q.E.D. Games, Inc.

Creative Director:

Jeffrey Simons

X-Men Supplement Graphic Design:

Scott Friedlander

X-Men Supplement Art Director:

Scott Friedlander

Cartographer:

Kathryn Bolinger-Un

Writers:

Jim Krueger, Jeffrey Simons, Evan Jones, Dan Gelber

Copy Editor:

Sarah Fan

Playtesters & Henchmen

Bill Alderman, Ana Areces, Barbara Baj, Mark D. Beazley, Matt Blank, Adam Blumenfeld, David Bresnick, Sangho Byun, Peter Cirus, Lilli Cohen, Laurel Cooper, Brian Creegan, Mara Davidson, Alex DeCohen, David Druckenmiller, Peter Druckenmiller, Josh Eisenberg, Patrick S. Fitzgerald, Susan Fournier Glatz, Alvaro Fria, Jason Gavin, Chris Geisner, Dan Gelber, Andy Gister, David Glatz Fournier, Joseph Fredricks, Michelle Glick, T.R. de Heredia, Raymond Heuer, Kate Hofer, Evan Jones, Pawel Kowalczyk, Kheldoun Khelil, David Levine, Rocco Lorito, Matt Lunetta, Rob Marsteller, Alex Possenreide, Emily Possenreide, Laura J Rayl, Rich Reis, Marcel Roberts, Mike Rocamora, John Roston, Edward Sabatine, Rachel Silverman, Chris Simon, Jeff Simons, Scott Souza, Erik Tanen, Phil Taylor, Stephen Tihor, Mike Toedman, Daniel Un, Kathryn Un, Luisa M. Walker, Lori Walls.

And a special thanks to Jenny Lee and our first "victims": Bill Jemas, Joe Quesada, David Bogart, Chet Krayewski, James R. Finan, and Bob "Glow Boy" Greenberger.

EXPAND YOUR UNIVERSE.

The first supplement to the Marvel Universe Roleplaying Game is bursting with dozens of new profiles for the X-Men and their most vicious enemies. You'll also find plenty of new locations for your adventures, from the Xavier Institute to the Savage Land to Genosha, complete with maps and descriptions; histories and rosters of the different X-teams; detailed diagrams of the X-Men's hi-tech equipment, including the Danger Room and the Blackbird.

Plus: a brand-new Marvel Universe adventure, complete with maps.



MARVEL®

ISBN 0-7851-1035-6

9 780785 110354
\$19.99 US \$32.00 CAN

51999

ISBN 0-7851-1035-6