



# MARVEL

## *COUNCIL OF FOUR*

A Marvel Heroic  
Roleplaying Event  
for 4-8 Players

Event Book

-Created By-  
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# COUNCIL OF FOUR

A Marvel Heroic Roleplaying Game Event for 4-8 players.

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**COUNCIL OF FOUR** is a fan creation written by David White based on popular characters from Marvel Comics.

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## EVENT SYNOPSIS

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When a Reed Richards in an alternate reality returns home to find his Earth destroyed and all those he loved dead, he vows to create a new, perfect reality where nothing bad will ever happen. Gathering three other like-minded individuals, Reed Richards created the Council of Four and began harvesting energy from other “useless” realities to create their new one. As the Council nears completion, one last reality remains in their way of a new, perfect world: Earth-616.

This three-Act Event follows the greatest heroes of Earth as they fight to protect their world from the Council of Four’s interdimensional machines. They will answer the cry to help the remaining realities that fight against the Council of Four’s power. With literally everything at stake, will the heroes of Earth rise to the challenge? Will the combined might of the Avengers, Fantastic Four, Uncanny Avengers, and X-Men be enough to defeat this threat to all reality?

Everything in this Event is intended for the Watcher. Players should stop reading if they want to be surprised!

## PREPARING FOR THE EVENT

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Council of Four requires some preparation before you run it for the first time. Here’s what you need:

- **Read over the entire Event** provided here and become familiar with the villain datafiles, story, and Key Scenes.
- When your group meets to play the first session, have each player **choose a hero from the datafiles provided.**
- Each player should **choose two Milestones** to pursue for this Event. They may choose a Milestone from either their datafile or from the Milestones included in this Event.
- **Make sure you have enough dice, plenty of Plot Point tokens, and some kind of action order token for each player.** You may also benefit from taking note of each hero’s Affiliation and what Milestones the players have chosen. Keep this list near you for reference during the game.
- If this is your group’s first session of Marvel Heroic Roleplaying, you should **introduce your players to the basic rules and go over their datafiles with them.**

## STRUCTURE OF THE EVENT

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Council of Four is a 3-Act Event. Each Act gives the players plenty of opportunities to bust out their heroes' super powers and discover new and excited realities other than their own.

- **Act One:** After investigating strange occurrences that are more connected than they may at first appear, the PCs must destroy a tower that threatens to destroy the world.
- **Act Two:** The Council of Four and their plan to destroy the Multiverse comes to light and the PCs must save the remaining alternate universes before they succumb to the Council of Four's machinations.
- **Act Three:** The heroes finally move in to battle the Council of Four.

## AN INTRODUCTION TO THE MULTIVERSE

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This Event is heavily based around the concept of the Multiverse. While the concept of alternate universes can be confusing – most people have a hard time understanding time and space travel – this Event offers a brief explanation of the subject. The Multiverse is the collection of alternate universes. Some of these alternate universes came about naturally, but a large variety of them originated due to tampering. Some can seem to be taking place in the past or future due to differences in how time passes in each universe. Often, new universes are born due to time traveling. There are infinite alternate universes in the entire multiverse to account for the infinite possibilities or choices the citizens of each universe may make.

Earth-616 is the mainstream universe where the majority of Marvel comic books take place.



## THE COUNCIL OF FOUR STORY

There are many alternate realities in the multiverse and many alternate versions of the heroes known on Earth-616 (our Earth). In many realities, Reed Richards grew up deprived of the love and nurture of a father, causing him to become cold and emotionally detached. These Reed Richards eventually built bridges into the nothingness between universes and slipped away. Three of these Reeds acquired their universe's Infinity Gauntlet and decided to establish a Council in the space between universes. They began working with their counterparts to make the multiverse a better place. But each Reed had to give up his world for the sake of the multiverse. Each man left his world behind, becoming a multiversal science-soldier and being forgotten in turn by those he had called friend. The



Council met a tragic end in an epic battle with the Celestials of Earth-4280, who desired to use the Council's equipment to control all of reality.

After the disastrous battle, one of the founding members of the Council, the Reed Richards of Earth-TRN182 survived and returned to his home reality. He returned home to find that his Earth and all those he formerly loved were dead, destroyed when Galactus first came to Earth. His friend and allies fought against Galactus, but without Reed and his genius leading the charge, the world was unable to overcome the World Eater. Distraught, Reed refused to accept his fate and the fate of his loved ones. In the ashes of his planet, Reed devised a plan to create machines to break down other realities and harness their raw energy to create a new, perfect reality.

To accomplish his plan, Reed would need help. Using his interdimensional equipment, Reed scanned the numerous realities in the multiverse to find the perfect candidates for his team. First, he approached the self-proclaimed



Maestro, a version of Bruce Banner from an alternate future reality, where the fallout from a nuclear war had left the Hulk with Banner's intelligence and the Hulk's more malevolent aspects. Reed explained his plan to Maestro and Maestro agreed to help him, but only if he could rule in this new reality. Unable to deny the usefulness of Banner's intelligence and the Hulk's raw power, Reed was forced to accept Maestro's request.

Next, Reed approached the Jean Grey of a reality where the Phoenix had taken control of Jean and used her to destroy everything. Alone on a barren rock floating through space, Jean was relatively easy to convince. As the avatar of life and rebirth, Phoenix agreed to help Reed create this new world.

The final member of Reed's team was the Peter Parker of an earth where Spider-Man had kept the symbiote and the symbiote had slowly taken control of Peter's mind. Under the influence of the symbiote, Spider-Man killed Mary Jane. Even after the Reed Richards of his reality had helped him gain control of the symbiote, Peter had become loathe of himself and ran to the Savage Land to live out the rest of his life in self-imposed exile. When Reed-TRN182 approached Peter and offered the prospect of a new, perfect world, Peter agreed to help him in exchange for a new Mary Jane.

With the Council of Four established, the plan to create a new universe was set in motion. The Council traveled to different realities, convincing disillusioned and downtrodden individuals to build towers that would "repair their world". Once the towers were built, the Council activated the machines, causing the towers to emit a vibration that resonated at a specific frequency specifically tuned for each reality, erasing that reality and harvesting the left over cosmic energy for the Council's new world. Very few realities remain and the Council is nearing the energy level the need to create a new reality. One final tower remains to be built in a reality that has proven valiant and stalwart in their defense of the numerous attacks against them in the past. Reed has put off this reality as long as he dared, but it can be avoided no longer; the Council must build the tower in Earth-616.

## MILESTONES FOR THIS EVENT

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A player can choose to pursue one or two of these Millstones in place of Milestones on the hero's datafile. More than one hero can have the same Milestone.

<b>A Fascinating Opportunity For A Case Study</b>	
<i>Never before has such an expedition into the infinite realities of the Multiverse existed. And it's up to you to witness it!</i>	
1 XP	when you use scientific technobabble to talk about the current situation.
3 XP	when you use your Science or Cosmic Specialty to avoid stress or complications.
10 XP	when your fascination with observing the cosmic effects of interreality technology causes you or an ally to take trauma, or you sacrifice the knowledge you could gain by observing an interreality event and instead take a direct, blunt approach to save the multiverse.

<b>I Hate All This Cosmic Stuff</b>	
<i>You're a simple super hero from Earth. You're used to knocking out bad guys and sending super villains to jail. Now, you're in the middle of a conflict involving the entire Multiverse and all of this galactic this and cosmic that is way over your head.</i>	
1 XP	when you take a simple approach to a cosmic problem.
3 XP	when you make a roll to try to understand advanced technology or the existence of infinite alternate realities.
10 XP	when you either help save another reality in a big way, or you sacrifice yourself trying.

<b>Through the Looking Glass</b>	
<i>The Multiverse is home to countless realities, all possessing alternate realities of you and people you know. How will you react when you come face to face with yourself?</i>	
1 XP	when you first find yourself in a Scene with an alternate reality version of yourself or someone tied to you.
3 XP	when you chose to be alone with an alternate reality version of yourself or someone tied to you in order to better understand them and the difference between your reality and theirs.
10 XP	when you watch your alternate reality ally take d10 or more trauma, or you decide to stay in another reality to help repair it or rediscover yourself.

<b>Zen And The Edge of Reality</b>	
<i>The mysteries of the cosmos are vast. Even more so for all the cosmos in the Multiverse.</i>	
1 XP	when you discuss with another character the metaphysical ramifications of an event on this grand of a scale.
3 XP	when you ignore the problem at hand in order to better focus on the grander threat to all reality.
10 XP	when your understanding of the Multiverse leads you to greater power, or you abandon the pursuit of knowledge and understanding to kick some ass.

## TEAMS

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When one threat is too great for a single hero, they join together to form a team. The Marvel Universe is populated by great super hero teams, struggling against villains and keeping the world a better place. The teams significant to this Event are discussed here, complete with rosters, short bios, and additional Milestones.



## AVENGERS

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Dedicated to safeguarding the planet from super-menaces too powerful for a single hero to combat, the Avengers are Earth's Mightiest Heroes. Brought together by the maniacal machinations of Loki, the heroes Iron Man, Hulk, Thor, Ant-Man, and Wasp decided to stay together after defeating the Norse trickster and form the super hero team "the Avengers". Since their creation, the Avengers roster has been ever changing, with a few core members such as Captain America, Iron Man, and Thor usually included in – if not leading – the team. Despite numerous membership changes, deaths, and divisions, the Avengers remain the stalwart defenders of Earth and her people.

**Current Roster:** Black Widow, Captain America, Captain Marvel, Hawkeye, Iron Man, Spider-Man, Thor

**Current Headquarters:** Stark Tower, New York City, New York

## AVENGERS RESOURCES

As a world-renowned super hero team, the Avengers have access to a vast wealth of resources, none of which are used so often than those they have on hand at Stark Tower, the current headquarters of the Avengers and Tony Stark's company Stark Resilient. While originally built to serve as office space and Tony Stark's personal home, Stark offered the top three floors to serve as a home and headquarters to the Avengers. Stark Tower is equipped with some of the most advanced technology in the world, the greatest that money can buy or that Stark can design himself. The top three floors have been reinforced and constructed to house a team of super-powered individuals and to stand up against attacks from enemies. Stark Tower features technical and medical labs, an armory, a state-of-the-art gym, Iron Man's "Hall of Armor", and a Hangar bay which houses two Quinjets.

## AVENGERS MILESTONES

<b>Earth's Mightiest Heroes</b>	
<i>And there came a day, a day unlike any other, when Earth's mightiest heroes and heroines found themselves united against a common threat. On that day, the Avengers were born – to fight the foes no single superhero could withstand... Avengers Assemble!</i>	
1 XP	when you lead the charge into a battle shouting "Avengers Assemble!"
3 XP	when your actions or the actions of a fellow Avenger causes collateral damage to a national or Avengers monument.
10 XP	when you confront "a foe no single superhero can withstand", and in the aftermath either rally the team to stay together, or encourage them to disband.

<b>Not Worthy</b>	
<i>Many heroes, upon being called to be a member of the world's greatest team of superheroes, have questioned their worthiness. How will you respond to the pressur to prove to yourself, your team, and the world, that you deserve to be called an Avenger?</i>	
1 XP	when you first question, or another character questions, your membership in the Avengers.
3 XP	when you are first faced with a situation where the rest fo the team is depending on you, and you either succeed or you let them down.
10 XP	when you either step up and declare that you deserve to be on this team, or accept that you're not worthy and resign.

<b>Protect The Weak</b>	
<i>Many times, heroes get so caught up in fighting the bad guys that they forget the very people they're supposed to be protecting. You haven't.</i>	
1 XP	when you protect an innocent bystander or layperson instead of fighting an opposing villain.
3 XP	when you prevent injury or death to an uninvolved person present in an Action Scene.
10 XP	when you curtail your super hero life to join public service, or create a lasting program to foster goodwill with the public.



## FANTASTIC FOUR

During an experimental rocket trip into outer space, four individuals were bombarded with cosmic radiation that changed their bodies and granted them amazing abilities. These four individuals would become the world's greatest super hero family known: the Fantastic Four! While over the years the team's roster has included a few temporary members such as Black Panther, Hulk, Spider-Man, Storm, and Wolverine, the core members of the Fantastic Four have always regrouped to continue their adventures not only as a team, but also as a family.

**Current Roster:** Human Torch, Invisible Woman, Mister Fantastic, Thing

**Current Headquarters:** Baxter Building, New York City, New York

## FANTASTIC FOUR RESOURCES

During the many years since the Fantastic Four's creation, the team has created many alliances not only among the governments of Earth, but also on other planets and dimensions! Reed Richard's many patents have provided the family with a great amount of wealth, though not as inexhaustible as billionaires like Tony Stark. The team's headquarters, the Baxter Building, once served as a simple, but well-built apartment complex of which the Fantastic Four rented the top five floors. The current Baxter Building is owned by Reed Richards and now houses only the Fantastic Four, their family, and their equipment. The entire building is state-of-the-art, painstakingly designed by Mister Fantastic to protect his family and provide them with the best equipment for their journeys.

## FANTASTIC FOUR MILESTONES

Earth's Greatest Super Hero Family	
<i>After all these years... All our adventures... We're still together... We're still a team! The Greatest Team Ever!</i>	
1 XP	when you first give support to another Fantastic Four member.
3 XP	when you turn down aid so that you may spend a Transition Scene alone with another Fantastic Four member.
10 XP	when you either watch another Fantastic Four member take d10 or more trauma, or you convince another Fantastic Four member to join you in stepping down from heroics so you may rediscover your relationship or just enjoy not getting pummeled every other day.

<b>Fantastic Damage Control</b>	
<i>We are undeniably in dire straights. I beg you to keep a cool head until I can calculate some way of alleviating the situation.</i>	
1 XP	when you use your surroundings to inflict stress or complications on a target.
3 XP	when a fight you were involved in causes collateral damage and the press, government, or bystanders confront you about it.
10 XP	when you promise to use your exhaustive resources as a member of the Fantastic Four to rebuild a national or otherwise important monument, landmark, or building that was destroyed in your fight, or you take a piece of said structure and decide to keep it as a souvenir of your battle.

<b>The Great Unknown</b>	
<i>Our destiny lies ahead, in the future – forward-facing, always... The darkness... the old ways...that's for other minds to contemplate... Everything we do from now on will be a journey into the unknown... an adventure of the imagination...an exploration of the infinite!</i>	
1 XP	when you talk about your journeys with the Fantastic Four to strange and unusual places.
3 XP	when you use equipment from the Baxter Building so that you and your allies may better understand the strang and unusual.
10 XP	when you help another hero recover truama they received from the strange and unusual while relating it to your own journeys to the strange and unusual, or you leave the team so that you may devote more time to exploring and studying the strange and unusual.





## UNCANNY AVENGERS

After the war between the Avengers and the X-Men, Captain America realized that the Avengers should have done more to help the mutant population. As a result, he formed a new sub-team of the Avengers, called the Avengers Unity Division, aka the Uncanny Avengers. Captain America elected Havok as the leader of this new team and as the new face for the mutant population just as Professor Xavier and Cyclops had done before him. And while the team is still new and wounds from the Avengers vs. X-Men war are still fresh, the Uncanny Avengers are devoted to making the world a better place for humans *and* mutants.

**Current Roster:** Captain America, Havok, Rogue, Scarlet Witch, Sunfire, Thor, Wasp, Wolverine, Wonder Man

**Current Headquarters:** Avengers Mansion, New York City, New York

### Uncanny Avengers Resources

While without the recognition and prestige that long-standing teams such as the Avengers and Fantastic Four possess, the Uncanny Avengers are not without their own pool of resources; each member of the team brings their own resources from their lives of heroics. The team is stationed at Avengers Mansion. Formerly the headquarters for the original Avengers, the mansion was destroyed during Scarlet Witch's mental breakdown and was rebuilt after the Superhuman Civil War to serve as a museum of Avengers history. With the formation of the Uncanny Avengers, the mansion was gifted to them to serve as their living space and headquarters. The Mansion possesses an extensive underground complex complete with state-of-the-art computer systems, gyms, and an armory featuring equipment from past Avenger battles.

### Uncanny Avengers Milestones

Getting To Know You	
<i>Wounds from the Avengers vs. X-Men war are still fresh and the scars from mutantkind's past persecutions do not fade easily. The relationship between human and mutants has never been as such as tender subject as it is now.</i>	
1 XP	when you discuss current mutant-human relations with an ally.
3 XP	when your disagreement with an ally over mutant-human relations results in you dealing Emotional or Mental stress to that ally.
10 XP	when your views on mutant-human relations causes an irreparable rift between you and an ally and you leave the team because of it, or you convince allies that share the same views as you to leave the team and form your own.

<b>Humans and Mutants, Together</b>	
<i>Back on Utopia, you were right about one thing: The Avengers should've done more to help mutants. I should've done more. I allowed the world to hate and fear them for far too long. I won't make that mistake again.</i>	
1 XP	when you begin a Scene with a team including mutants and non-mutants.
3 XP	when you, as a mutant, create an asset for an ally non-mutant, or you, as a non-mutant, create an asset for an ally mutant.
10 XP	when you either convince a mutant or non-mutant to join the Uncanny Avengers, or you vote to disband the team in the face of persecution.

<b>Come Have a Cup of Coffee With Me</b>	
<i>You're on a team with people you've never served with before and, to be quite honest, you don't trust some of them.</i>	
1 XP	when you enter into a Buddy or Team affiliation with a hero or heroes that you have not been on a team with before.
3 XP	when you perform a support action for a hero that you have not been on a team with before and you are successful.
10 XP	when you are offered the leadership of a special team that is being created and you either accept that leadership position, or you decide that you need to stay as far away from any super teams as you possibly can for the foreseeable future.

## X-MEN



A sudden leap in evolution caused humans to be born with latent and unusual abilities, giving way to *Homo Superiors* or mutants. One mutant, Professor Charles Xavier dreamed of a future where humans and mutants could live together in peace. To further this goal, Professor Xavier created the X-Men, a team of mutants meant to defend “ordinary” humans from attacks by other mutants. The X-Men operated out of the Xavier Institute for Higher Learning, a school meant to teach mutant students how to control their unique abilities. Recently, a dispute between Cyclops and Wolverine caused the X-Men to split apart. When the Phoenix Force came to Earth, it took possession of five of the X-Men – Cyclops, Colossus, Emma Frost, Magik, and Namor – and tried to reshape the world, leading to the Avengers vs. X-Men war. With the mutant population again on the rise, the wounds from the Avengers vs. X-Men war still fresh, and Charles Xavier dead at the hands of his own protégée, the mutant community has never needed leadership more than now.

**Current Roster:** Beast, Iceman, Rachel Grey, Rogue, Shadowcat, Storm, Wolverine

**Current Headquarters:** Jean Grey School for Gifted Youngsters, Salem Center, New York



## X-Men Resources

The X-Men have acquired a wide ensemble of allies from their adventures both here and abroad in the galaxy. The Jean Grey Institute of Higher Learning was built on the top of the original Xavier Mansion but underwent a massive redesign. The Institute now features Shi'Ar technology enhancing the school's durability, medical labs, technology labs, and equipment. The school is actually built on top of an artificially created Krakoa that now protects and patrols the grounds. The school also features a Danger Room simulation in all parts of the mansions, simulating surprise battles to keep students trained for dangerous situations.

## X-Men Milestones

<b>Academy Professor</b>	
<i>Though decimated, there are still many young mutants that need your help to understand and control their powers. You stand on the shoulders of past teachers, trying to keep Charles Xavier's legacy alive.</i>	
1 XP	when you relate the current situation to the subject you teach at the Xavier Institute.
3 XP	when you create an asset or resource during a Transition Scene with some students.
10 XP	when you graduate one or more mutants, having prepared them to go out into the world, or you resign your professorship and leave the academy.

<b>A World That Hates and Fears You</b>	
<i>The X-Men are willing to go to any lengths to prove to the world that mutants aren't monsters. Even protecting those that hate them the most. How will you react when it seems that nothing you do will change human prejudice.</i>	
1 XP	when you come to the aid of <i>homo sapiens</i> .
3 XP	when you save lives or prevent property destruction and you are still hated and feared by those you saved.
10 XP	when your actions either convince the world that mutants aren't monsters, or solidify their hatred and fear.

<b>Disciple of X</b>	
<i>Even if Professor X is no longer alive, you strive to live by his status of tolerance and understanding as key to mutant survival.</i>	
1 XP	when you discuss non-violent means of opposing oppression.
3 XP	when you create an asset that helps a mutant overcome human oppression.
10 XP	when you either pledge your life to non-violence as a means of mutant survival, or publicly disavow Xavier's teachings and seek another way to serve mutant-kind.

## UNLOCKABLES

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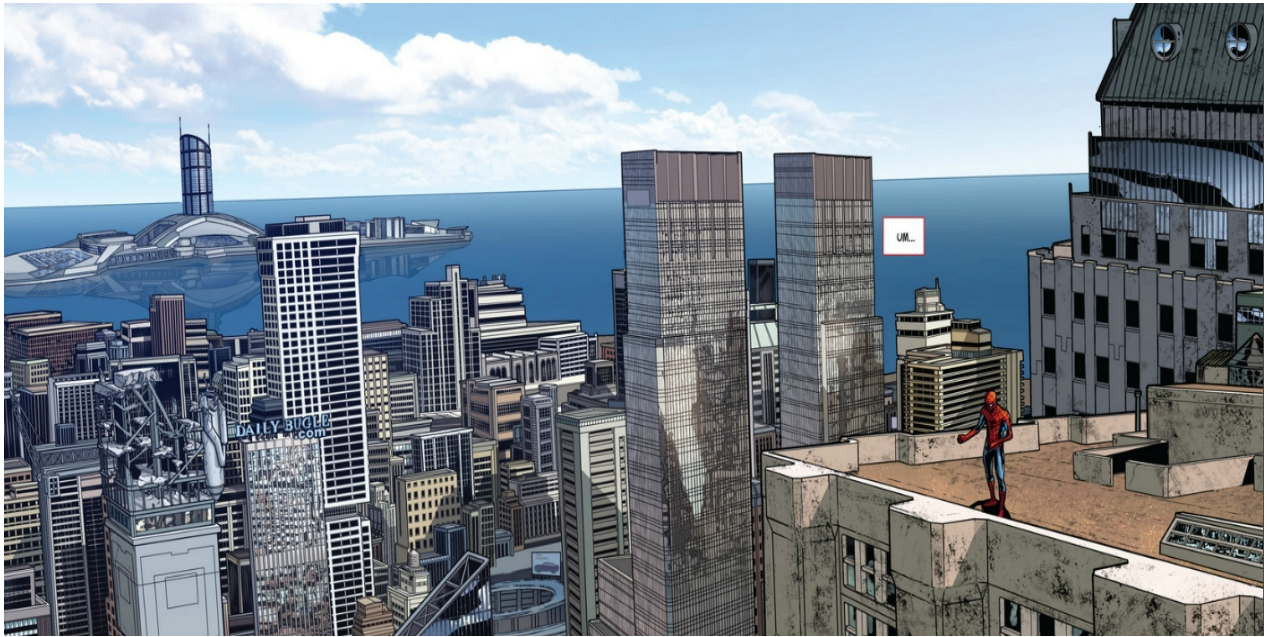
*As well as the usual things your players can spend XP on, add the following items to the list. Note that some Unlockables are listed as having a 5 XP and a 10 XP level, which correspond to minor and major Event Resources.*

- **[5 XP/10 XP] Summon Person/Unlock Place.** When the Council of Four's tower malfunctions and leaves the Earth in a phased out state, the allies and places the heroes once knew are frozen and inaccessible to them. However, Uatu can "un-freeze" specific people and locations for the PC to use in their mission against the Council of Four. For 5 XP, a PC may coerce Uatu use his powers to pluck someone from Earth and bring them to his Citadel where they are unfrozen and made available for the PCs to interact with. Alternatively, a PC may spend 10 XP to have Uatu "un-freeze" a specific building or confined location, allowing the PCs to venture down to Earth in this small un-frozen area to interact with it. This allows PCs to use their headquarters or other well-equipped places to create resources.
- **[5 XP/10 XP] I've Got Friends On The Other Side.** There are countless realities and countless versions of the heroes in the Multiverse. With such a threat to all of existence as the Council of Four, the PCs could use a little help from their friends on the other side. After meeting and befriending a hero native to another reality, a PC may spend 5 XP to unlock them as a minor character for the extent of time they are in that character's reality, controlled by the PC that unlocked them. By spending 10 XP, the PC can unlock the alternate reality character as a main character to assist the party for the rest of this Event. Up the character's affiliations (if needed) and talk with your Watcher about Milestones for your character.

# ACT ONE: A WHOLE NEW WORLD

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Act One is a straight-forward and linear story, with the heroes responding to one of two alerts and investigating them, then returning to New York City to battle a trio of deadly villains that have built a machine capable of destroying the entire universe.



# HOOK

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In order to build their tower on Earth-616, the Council of Four have enlisted the assistance of Nate Grey, the Thor-clone Ragnarok, and Mole Man. Depowered and disillusioned, Nate Grey was easy to convince to assist the Council of Four especially after a conversation with his “mother”. Phoenix used her mental powers to re-unlock Nate Grey’s vast psionic powers. Ragnarok and Mole Man, equally as disillusioned, were all too eager to assist in creating a device to reshape their world. Grey and Ragnarok went to southwest Texas to force a secluded town to build the tower, while Mole Man stayed in New York City to clear a space for the incoming tower.

(This Event is different from other Events in that PCs may respond to two different Scenes at the same time and these initial Events are not Action Scenes, but Transition Scenes where the PCs investigate and make resources for the upcoming action.)

- **New York City Explosion:** Most of the heroes in this Event are based out of New York City, so when the Latveria-embassy explodes they are no doubt nearby. Immediately after the explosion, rumors begin to spread about how a mutant was behind the explosion, so X-Men not currently in the city will no doubt hear of the mutant disturbance and want to investigate.
- **Plains, TX Disappearance:** Heroes with connections to S.H.I.E.L.D. will receive an alert from Nick Fury telling them of a strange occurrence in the small northwest Texas city of Plains. S.H.I.E.L.D. needs boots on the ground and intel on just what is going on in this Podunk Texas town.

While these two separate Scenes could theoretically be played out one after the other, it is always fun to split the party and see how dynamics work between different groups of players. To avoid having players decide “Let’s go investigate A together and then B”, frame the Plains, TX summons to those PCs with S.H.I.E.L.D. connections and send them on their way before framing the hook for those heroes in the New York City area.

A good way to frame the first few scenes are as follows:

- Transition Scene: Latveria Embassy Explosion
- Transition Scene: Plains, TX Disappearance
- Action Scene: Anti-Mutant Protesters
- Action Scene: Confused Citizens

This provides a good balance between the two different locations as their stories and investigations unfold.

## DOOM POOL

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The doom pool begins at **2d6** for this Act.



## BUILDUP: GETTING THERE

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Getting to where they need to go should be no problem for the heroes, seeing as each hero is on a team that has access to some type of flying vehicle. However, some PCs on the same team may wish to investigate separate locations. That's okay too! Allow the PCs to decide how they get to where they are going – as long as it isn't too outlandish – this is for them, anyways.

## TRANSITION: LATVERIA EMBASSY EXPLOSION

---

*Frame this scene for the heroes that go to the Latveria Embassy downtown to investigate the explosion.*

As the heroes arrive at the scene of the explosion, they find that a **CROWD OF CONCERNED CITIZENS** have already arrived at the scene and have congregated behind the police barricade to see just what is going on. The building itself is in ruins and much of the rubble is **DANGEROUS** and **UNSTABLE**.

The heroes, of course, are encouraged to clean up, but the accusations that this was a mutant terrorist attack and the odd case of this being a bombing should compel the heroes to dig not only into the rubble, but also into what happened here.

If the heroes dig deep enough into the rubble they find skeletons and many pieces of rubble from the explosion. They also find the skeleton of the young mutant involved in the bombing, still wearing the shreds of his purple hoodie; although the slave disc that was attached to his chest was obliterated in the explosion. PCs with knowledge of explosives note that in a bombing of this sort there should be debris from the bomb itself, but no traces of any bombs or explosives can be found.

PCs can also acquire the following Resources in this scene. Creative PCs may come up with other means of acquiring Resources.

### What Went Down:

The Latveria Embassy is built right on top of a large open area in the Subterranea complex, making it the perfect location for the Council's allies to teleport the finished tower underneath and then raise it up to the surface. The only thing standing in their way is that pesky embassy building.

Mole Man uncovered a discarded slave disc left behind after the World War Hulk fiasco. Repairing and modifying the disc, Mole Man captured and attached the disc to a young mutant. After being dosed with unsafe levels of the Mutant Growth Hormone, the mutant began to lose control of his powers. Mole Man then ordered the mutant to run into the Latverian embassy and activate his mutant ability (exploding). The explosion devastated the embassy, killing the mutant, ambassadors, and staff that were inside.

- **Crime Resource:** The hero uses their contacts in the seedier parts of the city to find out that a few days ago a young mutant went missing one night. Though the contact wasn't there to see the abduction himself, he says that he knows a guy who knows a guy that saw the mutant struggling with "some small, bug-eyed schmooks that were all hunched over and speaking some weird-@\$\$ language".
- **Menace Resource:** The hero, through menacing words and not-so-veiled threats, coerces one of the concerned citizens nearby to reveal a video filmed on their smart phone of the incident. This result is similar to the result brought about by Tech Resources, but only heroes with Superhuman (or better) Senses see the circular disc – the footage is really low quality and quite shaky.
- **Psych Resource:** This is similar to the result of using Menace, but considerably nicer and with less profanity.
- **Science Resource:** The hero runs tests on the young mutant's corpse (if it has been uncovered) and finds traces of the Mutant Growth Hormone. Also, the hero's autopsy uncovers a strange circular indentation in the mutant's chest as if something was clamped or welded to his skin.
- **Tech Resource:** The hero taps into nearby security cameras and uncovers footage of a young man running at the mansion. He breaks through the door and seconds later the embassy explodes. Heroes with Enhanced (or better) Senses watching this footage spot a circular device on the man's chest that is glowing with a strange energy. PCs that were captured by Hulk during World War Hulk and forced to wear one of these devices – Iron Man, Mister Fantastic – recognize the device as a slave disc from the alien planet Sakaar. (Close allies of these two may also recognize the discs from Iron Man and Mister Fantastic's first hand accounts of the event.)



## TRANSITION: PLAINS, TX DISAPPEARANCE

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*Frame this Scene for heroes who go to investigate the strange disappearance of townsfolk in Plains, TX.*

Plains, TX is a small rural town **OUT IN THE MIDDLE OF NOWHERE**, with a population just below 2,000 people and about an hour and a half drive southwest of Lubbock, TX. The town and outlying area are **VULNERABLE TO DUSTSTORMS**.

As the PCs arrive the town is **EERILY QUIET** and empty. On the outskirts of town, the PCs find abandoned police vehicles from the neighboring cities sent to investigate. At first glance, it just appears as if the town just stopped. There is no sign of foul play, death, or struggle. Upon further inspection, the PCs do find that metal siding from houses, signs, and other items around town have been stripped and taken somewhere else, and the local electronic store has been broken into and all electrical appliances were stolen.

Communication within the city limits have been disconnected, and a electro-magnetic shroud placed over the city so satellites could not see what is going on inside the city.

As the PCs investigate further into the city, they come across Stanford Park, a **TYPICAL CITY PARK**, with one exception: the **GIANT CRATER** smack-dab in the middle of the park. The city's exhausted population lies scattered around the crater. Medical examinations of these citizens shows that they are not dead, but severely exhausted and in need of dire medical attention.

### What Really Happened:

The Council's allies needed a secluded place where they could work on the construction of the tower and they also needed a large workforce to help them complete the tower. Plains, TX proved perfect for the task at hand. Nate Grey used his vast mental powers to bring the entire town under his sway and forced them to work day and night on the construction of the tower. When commuters from Plains didn't appear for work and people trying to contact their loved ones didn't receive calls back, suspicions began to arise and police officers from nearby towns were sent to investigate. These police also fell under Nate Grey's control. Nate has created a cloud of electromagnetic energy that scrambles any satellite footage trying to spy on the small town.

Once the tower was completed, Ragnarok used his mjolnir from another reality to teleport the tower to Manhattan, directly under the Latverian Embassy building. The citizens were left exhausted and confused in the middle of town around the construction site. Many of them are still unconscious, but those that are awake are in a primal and defensive state of mind from Nate Grey's extensive mental manipulation.

As the PCs investigate this crater, they may create Resources and discover a bit more about what is going in this small town.

- A hero with Telepathy will sense the lingering effects of mind control. If the hero chooses to use their Telepathy to scan the brains of the unconscious citizens, they receive a bombardment of images from the past few days. Read the following aloud:

*You see through the eyes of another person, two shadowy figures strolling into town. Next, a bright display of lights. Then, darkness. You see your hands pulling metal siding from your house. You lift a brick to break the window to the electronics store. You carry your haul to the middle of town and you see something tall rising up out of the ground, shadowy and dark against the glaring Texas sun. You see a man floating in the air, a cape or trenchcoat flapping in the wind behind him. You see a man spinning something over his head. You hear the crack of thunder and then you black out.*

This is all the hero's Telepathy can tell them. If they attempt to read the citizen's mind a second time, they receive the same images and they step up their Mental stress due to the pain of sorting out the strange images through the haze of Nate Grey's psionic power.

- **Medical resource:** Same as the Psych option, but with more scientific and medical deliberation.
- **Mystic resource:** The hero discovers the lingering effects of a teleportation spell emanating from the crater. A successful action against the doom pool plus a **d10 Lingering Aura** die is enough to reveal that whatever was here was teleported to New York City.
- **Psych resource:** Based on the citizens' current state of exhaustion and the odd happenings around town, the hero concludes that the citizens were not in control of their own actions.
- **Science resource:** Upon examining the citizens more closely, the hero finds signs of exhaustion, sleep deprivation, and malnourishment. The hero can assume based on their findings that these citizens were working day and night on some strange project.
- **Tech resource:** Judging by the size of the crater and the amount of discarded metal about the crater, the hero can assume that the citizens were building some sort of technical device, though the hero cannot guess what it was with such a haphazard array of devices. The hero also discovers a power line running from the crater to the city's power supply grid. Whatever this device was, it needed the power of an entire town to fuel it.





## ACTION: ANTI-MUTANT PROTESTERS

Frame this Scene for the heroes in New York City as they either finish their investigation of the explosion, or are nearing the end of their investigation.

The heroes had to know this was coming. Rumor saying that a mutant was behind the Latveria Embassy bombing was all the anti-mutant bigots needed to convince them to grab their picket fences and pitchforks and march on the Embassy. The atmosphere at the Embassy ruins immediately becomes **TENSE** and **OVERCROWDED**.

The Anti-Mutant Protesters are not here to reason or even find out if it *was* a mutant that was behind the bombing. All they know is that after the Avengers vs. X-Men war, mutants are more dangerous than ever and the world needs to be shown it. No doubt, **CAMERA CREWS AND REPORTERS** have arrived on the scene and they will be all too eager to get the heroes reaction to this mob of protesters.

Arguing with the mob will be difficult because many are going to be **IRRATIONAL** and accusatory of any mutants on scene. They may even target superhumans like the Avengers or Fantastic Four, asking what makes them any different from a mutant and why they haven't locked all the mutants away in a secure prison yet.

The heroes will need to make rolls against the crowd (represented by the Doom Pool and appropriate complication dice) to keep things peaceful. Feel free to spend doom dice to create complications such as **Mutant Assaulted**, **Violent Riot Cop**, or **Enraged Lynch Mob**. If things cannot be kept peaceful (i.e. the Doom Pool rises by two steps), the mob becomes physically violent.

### ANTI-MUTANT PROTESTERS

Team	<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid white; padding: 2px 5px;">6</div> <div style="border: 1px solid white; padding: 2px 5px;">6</div> <div style="border: 1px solid white; padding: 2px 5px;">6</div> <div style="border: 1px solid white; padding: 2px 5px;">6</div> <div style="border: 1px solid white; padding: 2px 5px;">6</div> </div>	Distinctions	Irrational Scared and Angry "Mutie Scum!"
Power Sets	<b>MOB TRAITS</b> Grab <span style="border: 1px solid white; padding: 2px 5px;">8</span> Swarm <span style="border: 1px solid white; padding: 2px 5px;">8</span>		
	SFX: <i>Area Attack</i> . Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.		
	Limit: <i>Mob Cohesion</i> . Defeat Team Dice (with d8 stress) to reduce mob.		

If you really want things to become violent, spend a doom die to say that one of the police on duty just discovered he is a mutant. This is all new to him and coupled with the excitement of the crowd maybe he lashes out with his newfound and uncontrollable powers, giving the protesters the reason they need to resort to physical violence.

## ACTION: CONFUSED CITIZENS

*Frame this Scene for the heroes in Plains, TX as their investigation at the crater continues.*

As the heroes investigate the crater, the bodies, and town, they notice a police officer standing nearby. Soon, the police officer is joined by other individuals and a large group of citizens are surrounding the heroes. It soon becomes apparent that these civilians are not here to talk, but to fight.

These are those citizens that were left standing after Nate Grey and Ragnarok teleported away with the tower. The burden of controlling their minds so completely for so long and then violently ripping away without first disengaging the mind control link proved too much for some citizens, but rather than fainting, their minds degenerated to primal instincts. Seeing the heroes in their city means a breach of territory and these primal citizens are none to happy about it.

**CONFUSED CITIZENS**

**Team**  
6 6 6 6 6

**Distinctions**  
Primal  
Defensive  
Territorial

**MOB TRAITS**  
Grab 8 Swarm 8

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**Limit:** *Mob Cohesion.* Defeat Team Dice (with d8 stress) to reduce mob.

PCs should note the glazed over and crazed look in the citizens' eyes and realize they may be in some sort of deranged state of mind. It is not entirely their fault. Non-violent means of containing the crowd are a definite and merciful option for these poor souls.

## TRANSITION: GROUP UP AND DISCUSS

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*Frame this scene when the heroes finish the investigation and crowd control at their respective locations.*

No doubt the heroes have a lot of questions and not many answers. This Scene is designed to allow those heroes in Texas to get back to New York City. If teams split in order for different team members to go to different locations, this allows them to regroup and discuss the mysterious clues they found at their respective locations.

Also, heroes returning from Texas will no doubt learn of the explosion at the Latverian Embassy, the anti-mutant protest, and whatever – if anything – became of the protest. Heroes from Plains, TX may wish to meet up with the NYC heroes to discuss what happened.

This scene also allows those heroes in NYC to return to their own headquarters to discuss their clues and what they may mean.

## ACTION: BATTLE AT THE TOWER

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*Frame this scene when the heroes have regrouped in NYC and had time to go over the clues they gathered from their crime scenes.*

Suddenly, all of New York City begins to shake as if struck by a sudden and unexpected earthquake. Sirens go off and people flee the streets as a giant metal tower pushes its way through the earth and concrete and takes its place in the lot of the former Latverian Embassy.

The area around the Tower is **CROWDED WITH TRAFFIC**. The Tower's emergence left the concrete **UNSAFE** and **EASILY BROKEN**, and a hero could find themselves **Falling** or **Lost In A Maze of Caverns**. The Tower itself is a **TOWERING MONOLITH OF ADVANCED TECHNOLOGY**.

The three villains, while they share a similar goal, do not trust one another and do not work well as a team. Ragnarok, especially, will separate from his teammates to pursue or engage a target by himself. Nate Grey stays near the Tower, defending it from attacks. Heroes may take an action against Nate Grey and use their successful action to damage the Tower. (Read below for the consequences of attacking the Tower.) Mole Man and his mob of Moloids target the heroes as a team and deal as much destruction to the loathsome surface world as they can. The Moloids may even grab a hero and drag them down to the underground, to **Separate** them from their allies.

Unbeknownst to Nate Grey, Ragnarok, and Mole Man, the Tower's programming is faulty. Due to an inability to understand the tower's construction instructions correctly, Nate Grey mentally transmitted the wrong directions to the workforce and now the machine will not operate as originally planned. The timer die for the Tower's detonation starts at a d6, and as the timer die increases at the beginning of each new round, a humming sound grows louder and louder. This sound is the Tower's tuning mechanisms adjusting the

vibrational frequency of the Tower to match that of Earth-616's reality. When the timer die reaches d12, double the timer die and move it to the doom pool. You may then use the 2d12 in the doom pool to end the scene. The tower detonates, but not in the way the Council wished. Alternatively, if a hero succeeds in an action against Nate Grey and attacks the tower, the tower detonates prematurely.

Upon detonation, the Tower emits a loud thrumming and the entire world vibrates, but due to the Tower's malfunction it does not vibrate at the same frequency as the 616 Reality. The effect is that Earth-616 Reality becomes out of sync with its vibrational frequency, but not enough so that it is destroyed, just frozen in time and space.

The heroes do not know this. All the heroes know is that the Tower thrums loudly and the entire world shakes. Suddenly, everything becomes still, then fades to grey, and then fades to white.

This outcome is unavoidable. If the timer die reaches 2d12 or if the heroes attack the tower or the heroes are defeated, the Tower detonates. (Though heroes that were dealt trauma in the fight will carry their trauma with them as normal.)

## MOLE MAN

**Solo** 6 **Bizarre Appearance**

**Buddy** 8 **Ruler of Subterranea**

**Team** 10 **Master of Monsters**

**RADAR SENSE**

**Enhanced Reflexes** 8 **Superhuman Senses** 10

**SFX:** *Radar.* Spend a d6 doom die to add Superhuman Senses (or step up by +1 if already in your pool) and reroll all dice when taking an action.

**Limit:** *Light Sensitivity.* Turn Superhuman Senses into a complication and add a d6 to your doom pool or step up the lowest die in the doom pool by +1.

**BLASTER STAFF**


**Weapon** 8 **Enhanced Durability** 8

**SFX:** *Shock or Flame.* Add a d6 and step up effect die by +1 when inflicting a complication on a target.

**Limit:** *Gear.* Shutdown BLASTER STAFF and add a d6 to the doom pool or step up the lowest die in the doom pool by +1.

**Specs** **Combat Expert** 8 **Science Expert** 8 **Tech Master** 10

**Harvey Elder**



Power Sets

Distinctions

## MOLOID MOB

**Team**

4 4 4 4

4 4 4 4

**MOB TRAITS**

**Grab** 8 **Swarm** 8 **Burrow** 6


**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**Limit:** *Mob Cohesion.* Defeat Team Dice (with d8 stress) to reduce mob.

**Creepy**

**Adapted to Darkness**

**Easily Manipulated**



Power Sets

Distinctions

# RAGNAROK

Solo **10** I Am The Odinson!  
 Buddy **8** Killer Cyborg  
 Team **6** Thunderous Temper

Distinctions

## ASGARDIAN DNA

Enhanced Reflexes **8** Enhanced Senses **8** Enhanced Speed **8**  
 Godlike Stamina **10** Godlike Strength **10** Superhuman Durability **10**

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

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

SFX: *Mighty Blow.* Spend a doom die to double Godlike Strength for one action.

Limit: *Rachard Wagner, 1813-1883.* Shutdown an ASGARDIAN DNA power or step up mental stress from Ragnarok's creators to step up the lowest die in the doom pool or add a d6 doom die.

## ALTERNATE REALITY MJOLNIR

Expert Sorcery **8** Godlike Durability **10** Supersonic Flight **10**  
 Teleportation **10** Weapon **10** Weather Supremacy **10**

SFX: *Anti-Force.* On a successful reaction against an energy-based attack, add a doom die equal to the reaction effect die to inflict your attacker's effect die against your attacker.

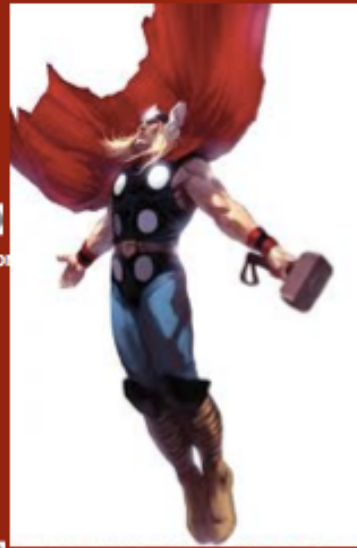
SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

SFX: *I Say Thee Nay!* Double or step up a Mjolnir power for your next action, then step back that power. Spend a doom die to recover that power.

Limit: *Gear.* Shutdown ALTERNATE REALITY MJOLNIR and add a d6 to the doom pool. Take an action to recover.

Power Sets

Specs Combat Expert **8** Cosmic Expert **8** Mystic Expert **8**



# X-MAN

Nate Grey

Solo **10** This World Is Not My Home  
 Buddy **6** Unprepared Adolescent  
 Team **8** Bio-Engineered Weapon of Destruction

Distinctions

## OMEGA-LEVEL TELEPATH

Enhanced Durability **8**    Invisibility **6**    Mind Control **10**  
 Psychic Blast **10**    Psychic Resistance **10**    Subsonic Flight **6**  
 Telekinetic Control **8**    Telepathy **10**

Power Sets

- SFX:** *Area Attack.* Target multiple targets. For each additional target add a d6 and keep an additional effect die.
- SFX:** *Astral Plane Tap.* Step back the highest die in your attack action pool to add a d6 and step up effect die.
- SFX:** *EMP Pulse.* Target multiple tech-based opponents. Add a d6 or step up the lowest die in the doom pool by +1 for each target and add them to a dice pool including Psychic Blast. Return added dice to doom pool.
- SFX:** *Psychic Healing.* Add Telepathy die to your pool when helping others to recover stress. Spend a doom die to recover your own or another's mental stress or step back your own or another mental trauma by -1.
- SFX:** *Psychic Feedback.* On a successful reaction against a psychic action, convert your opponent's effect die into an OMEGA-LEVEL TELEPATH stunt or step up an OMEGA-LEVEL TELEPATH power until used in an action. If your opponent's action succeeds, spend a doom die to use this SFX.
- SFX:** *Versatile.* Replace Psychic Blast or Telepathy die with 2d8 or 3d6 on your next roll.
- Limit:** *Exhausted.* Shutdown any OMEGA-LEVEL TELEPATH power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

Specs    Combat Expert **8**    Menace Expert **6**    Psych Expert **6**



## **ACT TWO: WHEN EARTHS COLLIDE**

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The heroes wake up in a world not their own. After saving this new world, they discover the Council of Four and their plot to destroy the Multiverse. Then, the PCs must travel to numerous alternate Earths to save them from the Council of Four's plan.



### **ACT STRUCTURE**

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Act Two of this event is very different from other *Marvel Heroic Roleplaying Game* Events. While the first part of the Act progresses as a normal Event would, after the PCs meet Uatu the Watcher, they are then allowed to choose which reality they want to go to. Each reality presents a new story, challenges, and threats. This set up is very open and malleable to players. The progression of the story is largely up to them during this Act.

Also different from other Events, each world will have its own Doom Pool. The Doom Pool will act just as it would in an Event where it resets at the beginning of each new Act, but in this case it will reset each time the heroes leave the reality they are in and return to Uatu's Citadel. This means that you, the Watcher, should exhaust the doom pool at the climatic encounter of each reality.

## EARTH-311

*The PCs start off in this world at the beginning of Act Two.*



Earth-311 is similar to our earth, except that the Age of Heroes started early – very early. After opposing Purple Man after the villain had become President-For-Life in an alternate reality, Captain America was banished back in time and arrived in the mainstream reality (Earth-616) in the year 1602, during the height of Queen Elizabeth’s reign and just as the New World was being discovered. Captain America’s arrival triggered the early creation of other super heroes and villains, and the subsequent destabilization of reality (a problem that was solved whenever Captain America was sent back to his own time).

The history of Earth-311 is as much as it was in the year 1602 in our world. However, because of the early emergence of heroes, certain historical events were changed or occurred much sooner than they did in our world. The colony of Roanoke did not fail as it did in our history, but Captain America (disguised as the Native America Rojhaz) saved the citizens and taught them how to survive in the New World; and Roanoke has since declared independence from King James I of England after many super-powered individuals fled from his persecution of the “witchbreed” (mutants). Also a strange occurrence very different from our world is the existence of dinosaurs still roaming the earth, prominently in the New World.

Three years have passed since Captain America was sent back to his time and Earth-311’s reality stabilized. The Roanoke colony is in full-out war with England. Despite the efforts and powers granted them by its superhuman citizens,



Roanoke is losing the war and it is only a matter of time before England marches onto the soil of America to take back what is theirs.

Prior to the PCs arrival, the Council sent Maestro to push two tectonic plates together that lie directly under the American continent, thus causing a sudden and vicious chain of earthquakes. As if fighting the invading English forces were not enough, now the colonists fear that the ground beneath their feet is beginning to break apart! Some citizens such as James Jonah Jameson, the owner of the local newspaper, and Reverend Willhelm Stryker, the local minister, have begun to blame the earthquakes and the war on the witchbreed, saying God is punishing them for harboring these sons and daughters of the devil.

Meanwhile, Phoenix mentally contacted Lord Irons and Sir Richard Reed and implanted in their brains the idea that a machine could save their world from the earthquakes. The two followed this idea and found an “ancient” set of plans for this machine (actually placed there by the Council). Now, the two have abandoned the war effort to build this machine that will save their country from natural disaster.

## HOOK

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The heroes wake up in a lush forest. The explosion at the end of the battle at the tower seems to have knocked them unconscious. To complicate matters, heroes with tech-based power sets and resources find their tech has been shut down as if the target of an EMP – this is a temporary effect of traveling to a universe where such technology does not yet exist, these heroes will recover their tech-based power sets and resources whenever they leave Earth-311.

(In regards to Iron Man, whose two power sets are both tech-based, this EMP blast is most detrimental. However, the blast only affects his WEAPON SYSTEMS Power Set and his Cybernetic Senses power. His ARMOR MODEL 42 still has enough power to walk around and defend him from attack. Can't have Tony throwing a fit the entire Act over his toys now, can we?)

## DOOM POOL

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The Doom Pool starts at **2d6**.



## BUILDUP: WHERE ARE WE?

The heroes should be thoroughly confused as to what's going on – especially those with tech-based powers and resources they can no longer access. The only option that would seem plausible to the heroes is to go for a walk through the forest and see if they can get their bearings.

Alternatively, heroes with the ability to fly may break from the canopy and scan the area from above. This option should reveal to the hero that they are in a large section of woodlands. To the east, is a bay and what seems to be some sort of settlement. This will give characters a definite route to embark on.

Earthquakes of an unsettling frequency frequently rattle the ground.










## ACTION: PTERANODONS IN THE SKY

*Frame this scene for heroes who choose to fly over the canopy instead of walk to the settlement.*

As the heroes make their way through the sky to the settlement on the shore, they are set upon by some of this reality's surprising and strange denizens – a flock of pteranodons. These winged creatures are highly territorial and have never before seen such a creature in their skies. They are no doubt as scared of the strange sight the heroes present as the heroes are of them.

This aerial battle takes place **FAR ABOVE THE CANOPY** in a **WIDE OPEN SPACE**. If a flying hero is carrying a non-flying hero, a pteranodon can easily create a complication such as **Free Falling** by knocking the hero loose.

### FLOCK OF PTERANODONS

Team		Distinctions	Flock Tactics Masters of the Sky Territorial
<b>GIANT PTEROSAUR</b>			
	Flight 	Beak 	Wing Buffet 
		Grasping Talons 	Thick Skin 
	Enhanced Reflexes 		
Power Sets	SFX: <i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die. SFX: <i>Multipower.</i> Use two or more GIANT PTEROSAUR powers in an action. Step back die by -1 for each beyond the first. SFX: <i>Rip/Shred/Tear.</i> Add d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1. Limit: <i>Huge.</i> Turn a GIANT PTEROSAUR power into a complication in a size-sensitive situation to add a d6 to the Doom Pool. Spend a d6 doom die to recover. Limit: <i>Pack Cohesion.</i> Defeat Team dice (d10 or more stress) to eliminate pack.		
Specs	Acrobatics Expert  Menace Expert 		

## ACTION: ROANOKE MILITIA

Frame this scene for heroes that choose to journey through the forest rather than fly over it.

As the heroes trek through the forest they are set upon by a squad of militia men sent out from Roanoke. While the main bulk of England's forces are in the bay, the leaders of Roanoke are very wary of England forces landing somewhere along the coastline and hiking through the woodlands to take them by surprise. While these militiamen are alert and ready for a fight, they were not expecting to find foes such as these. Nevertheless, they set up to ambush the heroes.

This section of the forest is relatively untouched by axe or flame and the plant life has become **OVERGROWN**. Also, **CLOSE-KNIT TREES** may prove to be a hindrance to heroes trying to maneuver in the fight or a boon to heroes trying to sneak about to gain an advantage on their ambushers.

A keen hero may sense that these militiamen would mean the heroes no harm if they were allowed to explain themselves. Such efforts to talk down the militiamen may be attained through using a Psych specialty or psychic powers.

**MILITIAMEN**

Team

6 6 6 6

Distinctions

Alert  
Farmers In Soldier's Clothing  
Superstitious

COLONIAL EQUIPMENT

Rifle Bayonet Cloth Armor

Power Sets

SFX: *Area Attack*. Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

SFX: *Aim, Fire, Reload*. Step up Rifle for one action, then shutdown Rifle. Spend d6 doom die to recover.

Limit: *Mob Cohesion*. Defeat Team dice (d8 or more stress) to eliminate pack.

If any of the militiamen are left conscious or have been made friendly through the use of Psych or psychic powers, they will no doubt let the heroes know that they are militiamen from the nearby colony of Roanoke sent out to patrol the forest for any sign of English invaders. If asked, they will gladly lead the heroes into town, though they are a bit wary of these strangely dressed heroes.

## TRANSITION: ROANOKE, VIRGINIA

---

*Frame this scene whenever the heroes reach the civilization at the edge of the water.*

While Roanoke, Virginia mysteriously disappeared in our reality, this Roanoke is now a **PROSPEROUS PORT CITY** and serves as the capital of the American Colonies. A **WOODEN PALISADE**, built to stave off attacks, surrounds the city. The buildings are composed of **BRICK AND STONE ARCHITECTURE** and the cobblestone streets are **CROWDED WITH CITIZENS**. English ships are currently blockading the harbor and haphazard canon bombardments have left much of the city within range **IN RUINS**.

The PCs are a strange sight for the citizens of Roanoke. At first, the citizens may be **Reproachful** or even **Hostile**. Some citizens may mistake the heroes for their Earth-311 counterparts at first. They may even be approached by Jameson and Reverend Stryker, who take a keen interest in the newcomers and seek to spin their arrival to fit their anti-witchbreed propaganda.

If the PCs are escorted into town by the militiamen from the forest, they are taken to Governor Ananias Dare. Here, they may explain their situation, though Governor Dare understands little of it. He mentions that if Sir Richards Reed was present he may be able to help them, but no one has seen him for many weeks. He also mentions that Carols Javier, the headmaster of the College for Sons of Gentlefolk here in town, may also be able to help them.

Governor Dare is currently most perplexed as to how to stave off the English attack. He was meant to govern a colony, not fight a war; and the recent earthquakes have only served to shake his confidence further. He will most likely confess his laments to the heroes should they speak with him long enough. He may even request the PCs' help in dealing with a few very troublesome areas of his city. See **Action: Witchbreed On A Stake**, **Action: Carlos Javier**, and **Action: Down At The Docks**.

Whether escorted by militiamen or by arriving on their own, the PCs should be directed towards Governor Dare so he may address them of the situation about town.

## Roanoke Notable Citizens:

Here is a list of notable NPCs around Roanoke, a brief summary of their character, and where they can be found in the city.

**Carlos Javier** is a witchbreed with powerful mental abilities. Once friends with Enrique, the two bonded over their shared witchbreed heritage, but the friendship ended when Enrique became the Grand Inquisitor and began burning witchbreed at the stake. Javier established Javier's Select College for the Sons of Gentlefolk where he could find witchbreed and train them to use their powers. Javier and his students fled to the New World when the witchbreed-hating King James took the crown. Javier is now disillusioned in his dream, after the death of his student Jean Grey and the disappearance of another student Hal McCoy. He has forbidden his students from engaging in the war between Roanoke and England and sits in his College, lamenting over the fate of the witchbreed.

### CARLOS JAVIER

Solo 4 To Me, My Witchbreed!

Buddy 6 Disillusioned Activist

Team 8 Crippled

Distinctions

**POWERFUL MIND**

Mind Control 10    Telepathy 10    Psychic Resistance 10

Psychic Senses 3    Psychic Blast 10

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.


SFX: *Mental Exertion.* Spend 1 PP and double any POWERFUL MIND power for one action, then step down all POWERFUL MIND powers. Recover powers during Transition Scene.

SFX: *Proximity.* When you are in the physical presence of a target, step up Mind Control and Telepathy by +1.

SFX: *Versatile.* Split any POWERFUL MIND power die into 2d at -1 step, or 3d at -2 steps.

Limit: *Exhausted.* Shutdown any POWERFUL MIND power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to continue.

**Specs**    Medical Expert 8    Psych Master 10



**Petros** is a witchbreed with the ability to run at incredible speeds. When he and his sister Wanda were captured to be burned at the stake by the Grand Inquisitor Enrique, the Grand Inquisitor revealed that he himself was a witchbreed and convinced the children that their powers were gifts from God. Petros' power made him invaluable as the Grand Inquisitor's courier. When the Grand Inquisitor and his allies were ousted as witchbreeds, they fled to the New World and allied themselves with the Grand Inquisitor's rival, Carlos Javier. After the Grand Inquisitor revealed himself to be Petros and Wanda's father, he left the siblings in Javier's care and promised he would return for them. Petros was always a bit hotheaded and when Carlos Javier declared that his students should have no part in the war between Roanoke and England, Petros left the College and used his powers to help the citizens of Roanoke. Currently, he is at the Docks, assisting in rebuilding and finding trapped colonists.

### PETROS

Solo Son Of the Grand Inquisitor  
 Buddy Quick To Anger  
 Team Smugly Arrogant


Distinctions

**INCREDIBLE SPEED**  
 Godlike Speed Goldlike Stamina Godlike Reflexes

Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
 SFX: *Counterattack.* On a successful reaction against a Physical attack from a nearby opponent, inflict Physical Stress with your effect die at no cost or spend 1 PP to do if th reaction was unsuccessful.  
 SFX: *Versatile.* Split Godlike Speed into 2d at -1 step, or 3d at -2 steps.  
 Limit: *Exhausted.* Shutdown any INCREDIBLE SPEED power to gain 1 PP. Recover by activating an opportunity or during a Transtion Scene.

Specs Acrobatic Master Combat Expert Menace Expert



**Roberto Trefusis** is a young witchbreed with ability to freeze the moisture in the air to create ice. He was one of the first witchbreed to be recruited by Carlos Javier. He is the youngest student at Javier's College for the Sons of Gentlefolk and claims to have once served as the cabin boy of the famous Sir France Drake, who happened to be Roberto's uncle. He stayed at the College with his fellow witchbreed when Carlos Javier forbade them from joining in the war.

### ROBERTO TREFUSIS

Solo Young and Restless  
 Buddy Former Cabin Boy  
 Team Terrifying Potential


Distinctions

**ICE GENERATION**  
 Enhanced Durability Enhanced Stamina Ice Blast   
 Ice Control


Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
 SFX: *Constructs.* When using an ICE GENERATION power to create assets, add a d6 and step up your effect die.  
 SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from cold-based attacks.  
 SFX: *Multipower.* Add more than one ICE GENERATION power die to your pool. Step back each ICE GENERATION power die in your pool once for each die beyond the first.  
 Limit: *Exhausted.* Shutdown any ICE GENERATION power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover power.

Specs Crime Expert Psych Expert



**Scottius Summerisle** is a witchbreed with the ability to fire blasts of energy from his eyes. As a young boy, Scottius worked on boats until it was revealed that he was a witchbreed. He was attacked and nearly killed by the nearby populace. He was then found by Carlos Javier and became a pupil at his school. Scottius met and fell in love with Jean Grey. When Jean died, Scottius was heartbroken. Though he would like to help the nearby colony of Roanoke, Scottius respects Carlos Javier too much to disobey his teacher, and remains behind the College's walls while the war rages on outside.

SCOTTIUS SUMMERISLE			
Solo	4	Disciplined	
Buddy	6	Tactical Genius	
Team	8	Uncompromising	
<b>EYE BLAST</b> Force Blast <b>10</b>			
Power Sets	SFX:	<i>Area Attack.</i> Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.	
	SFX:	<i>Energy Absorption.</i> On a successful reaction against an energy-based action, convert opponent's effect die into an EYE BLAST stunt or step up Force Blast by +1 until used in an action. Spend 1 PP to use this SFX if opponent's action succeeds.	
	SFX:	<i>Versatile.</i> Replace Force Blast with 2d8 or 3d6 on your next roll.	
	Limit:	<i>Ruby Visor.</i> Turn Force Blast into a complication and gain 1 PP. Take an action vs. the doom pool to recover.	
Specs	Combat Expert	3	

**Peter Parquagh** once served as the assistant to Sir Nicholas Fury, the head of Queen Elizabeth's Intelligence Service. He followed his master to the New World and fell in love with Virginia Dare, daughter of Governor Dare and the first English child born in the New World. After a fateful bite by a mystically imbued spider, he adopted the masked guise of the Spider to protect his secret identity, but after a plot by Norman Osborne and the death of his dear Virginia, Peter cared not for his secret identity and now it is known around the colony. Peter spends his time at the docks, using his uncanny senses to rescue trapped citizens and warn of incoming cannon fire from the English blockade.

## THE SPIDER

**Peter Parquagh**

Solo **6** Young and Uncertain  
 Buddy **8** The Burden of Great Power  
 Team **4** Hero of Roanoke

**POWERS OF THE SPIDER**  
 Enhanced Senses **8** Enhanced Stamina **8** Superhuman Reflexes **10**  
 Superhuman Strength **10** Swingline **8** Weapon **8** Wall-Crawling **6**

**Power Sets**  
 SFX: *Grapple*. When inflicting a web-related complication on a target, add a d6 and step up your effect die.  
 SFX: *Spider-Sense*. Spend 1 PP to add Enhanced Senses (or step up if already in your pool) and reroll all dice on a reaction.  
 SFX: *Second Wind*. Before you make an action including a POWERS OF THE SPIDER power, you may move your physical stress die to the doom pool and step up the POWERS OF THE SPIDER power for this action.  
 SFX: *Web Constructs*. When creating web-related assets, add d6 and step up your effect die.  
 Limit: *Exhausted*. Shutdown any POWERS OF THE SPIDER power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

**Specs** Acrobatic Master **10** Combat Expert **8** Psych Expert **8**



**Benjamin Grimm** was the captain of the *Fantastick*, a ship designed by his dear friend, Sir Richard Reed. When the ship encountered a strange light, the light changed the four crewmembers on board, Captain Grimm's being the most drastic as his skin was turned to stone and he was granted superhuman strength. The Four of the *Fantastick* toured the world, using their powers to explore and make the world a better place. The Four found their way to the New World, a place ripe for scientific investigation. When the war with England started, Sir Reed sent his wife, Susan, brother-in-law, Johnathan, and son, Franklin, to wait the war out in another dimension under the care of their dear friend Clea. Benjamin stayed behind to help his dear friend, but when the earthquakes started, Sir Reed disappeared and hasn't been seen for weeks. Captain Grimm is currently dedicating his strength and attention to repairing the damage done to the docks.

## THE THING


**Benjamin Grimm**

Solo **4** Captain of the *Fantastick*  
 Buddy **6** What Have I Become?  
 Team **8** 'Tis The Time To Clobber!

**SKIN OF EARTH**  
 Godlike Durability **12** Godlike Strength **12** Enhanced Stamina **8**


**Power Sets**  
 SFX: *Area Attack*. Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.  
 SFX: *Haymaker*. Double Godlike Strength for an action, then add second-highest rolling die from that action to the doom pool.  
 SFX: *Invulnerable*. Spend 1 PP to ignore physical stress or trauma unless caused by mystical attacks.  
 Limit: *Vulnerability*. Step up physical stress from energy attacks or from earth-manipulation powers to gain 1 PP.

**Specs** Combat Expert **8** Menace Expert **8**






**Wanda** is a witchbreed with the ability to manipulate magical energies. She and her brother Petros were sentenced to be executed when the Grand Inquisitor saved them and revealed to them that he himself was a witchbreed. When the Grand Inquisitor was publically ousted as a witchbreed and forced to flee to the New World, Wanda met and fell in love with fellow witchbreed Werner. The Grand Inquisitor revealed himself to be Wanda and Petros' father before he left to rediscover himself, leaving his children in the care of his long-time rival, Carlos Javier and his College for the Sons of Gentlefolk. When Javier forbade his students to participate in the war between Roanoke and England, Petros tried to convince his sister to leave the College with him, but she decided to stay behind with Werner and the other witchbreed.

<b>WANDA</b>			
Solo	4		Daughter of the Grand Inquisitor
Buddy	6		Lovestruck Nun
Team	8	Unexplored Potential	
<b>WITCHBREED MAGICS</b>			
	Magic Blast 6	Sorcery Control 8	Mystic Senses 6
Power Sets	SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional target add a d6 and keep an additional effect die.	
	SFX:	<i>Constructs.</i> Add a d6 and step up your effect die by +1 when using WITCHBREED MAGICS to create assets.	
	SFX:	<i>Unleashed.</i> Step up or double any WITCHBREED MAGICS power for one action. If the action fails, add a die to the doom pool equal to the normal rating of your power die.	
	Limit:	<i>The Extent of Sorcery.</i> When you add Sorcery Control to any pool, you may only create assets and complications as your effect.	
Specs	Mystic Expert 8	Psych Expert 6	

**Werner** is a witchbreed born with angelic wings. At first, Werner hid his wings under baggy garments that his mother sewed for him, but when the Inquisition discover he was a witchbreed, they killed his mother and sentenced him to burn at the stake. He was rescued from the stake by Scottius Summerisle and Roberto Trefusis, students at Javier's College for the Sons of Gentlefolk. Werner befriended fellow student Jean Grey, much to Scottius' disapproval. In Roanoke, Werner met and fell in love with Wanda and stayed at the College when Javier forbade his students from participating in the war.

<b>WERNER</b>			
Solo	4		Young and In Love
Buddy	6		Headstrong
Team	8	Persecuted Angel	
<b>WINGS OF AN ANGEL</b>			
	Enhanced Reflexes 8	Enhanced Senses 8	Superhuman Stamina 10
Power Sets	Flight	6	
	SFX:	<i>Winged Charge.</i> Against a single target, step up or double Flight. Remove the highest rolling die and use three dice for your total.	
	Limit:	<i>Heavy When Wet.</i> When submerged in water or liquid, turn any WINGS OF AN ANGEL power into a complication and gain 1 PP. Recover power by removing complication.	
Specs	Acrobatic Master 10		

## **ACTION: ANTI-WITCHBREED RINGLEADERS**

---

*Frame this Scene for heroes that wish to help Governor Dare deal with the anti-witchbreed hysteria that has engulfed his town and the ringleaders behind the entire debacle.*

**Reverend William Stryker** is the minister of the local church in Roanoke. Though he is **Bigoted** and **Spiteful**, he is a **Respected Man Around Roanoke** and never before has his anti-witchbreed sermons rang truer to the colonists. Stryker's hatred of witchbreed goes back years and while previously, not many people filled his pews on Sunday mornings, the recent war and ominous earthquakes have begun to send the colonists to his church in droves. So scared and ready for answers were the colonists that Stryker found manipulating the colonists all too easy. Now, he is followed around by his anti-witchbreed mob, blaming the witchbreed and heroes of Roanoke for all that is happening to the colony.

**James Jonah Jameson** runs the local newspaper printer. While he is **Superstitious** and a bit **Tyrannical** to his employees, he has never been a violent man. While he agrees with Stryker that the witchbreed are to blame for Roanoke's problems, he does not agree with Stryker's methods. Jameson believes in using the press and the power of speech to persuade the public; Stryker is only concerned with erasing the witchbreed from the face of the earth. But it is too late for Jameson to back out now, especially now that Stryker has brainwashed half the colony.

The ringleaders have gathered with their followers near the center of town for another public display. Governor Dare fears that if Stryker and Jameson continue to divide the colony against itself, Roanoke will not be able to win the war against England. He requests the heroes deal with the ringleaders and their followers.

Convincing the ringleaders to abandon their anti-witchbreed campaign and instead lead the colonists to support the war effort is represented by rolling against the doom pool plus the ringleader's individual complication dice. **William Stryker** is fully convinced in his cause, represented by a **d12 Fully Convinced die**. Jameson, however, is losing the stomach for Stryker's violent appetite, though he is too stubborn to admit it. **Jameson's** conviction to the anti-witchbreed campaign is represented as a **d8 Shaken Confidence**.

To complicate matters, the followers' constant chattering and applauding for their ringleader's rebuttals and statements bolsters their leaders' confidence and makes the heroes' job of diffusing the situation more difficult. The followers add a **d8 Brainwashed Crowd** die against any attempts made to persuade the ringleaders.

Of course, taking physical action against the leaders or their followers is a way to quickly diffuse the situation, though it will further the ringleader's agenda and serve to only deter them for a short time, and no doubt more sympathetic

colonists will side with Stryker and Jameson once they hear that these strangers were sent to attack the public gathering by Governor Dare himself! If physical action is taken against the ringleaders or their followers, the Scene immediately ends and the remaining die sizes are added to the doom pool. The remaining ringleader flees with the crowd, making sure to draw attention to the wrong that was dealt them.

Lowering the ringleaders conviction die to d4 removes it, but that does mean, however, that the ringleader is removed from play. The ringleader remains present until the Scene ends, though his argument has been deflated and the wind taken from his sails.

The Scene ends when both ringleaders' dice have been removed. The crowd leaves, disillusioned with their ringleaders and the anti-witchbreed campaign.

## **ACTION: CARLOS JAVIER**

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*Frame this Scene for heroes that wish to help Governor Dare gain the support of Carlos Javier and his witchbreed students against the English invasion.*

Carlos Javier was once a driven idealist, dreaming of a world where witchbreed and humans could co-exist in peace, but Carlos gave up on this dream after the death of his first student Jean Grey and the disappearance of his star pupil Hal McCoy. Unable to bear more of his student being endangered, Javier forbade them from taking part in the war. The hotheaded Petros was unable to abide by Javier's new code of pacifism and left the College. Those witchbreed that remained at the College are wholeheartedly devoted to Carlos Javier, though it pains them to see the war at their doors and be able to do nothing to stop it.

Governor Dare sympathizes with Carlos, especially since his own daughter Virginia was killed at the hands of Norman Osbourne, but now is not the time for mourning. The war rages on and the colonist forces are

### **Where IS Hal McCoy?**

While Carlos Javier and his students know exactly what happened to Jean Grey (she died while using her telekinesis to propel her friends and the *Fantastick* across the ocean to the New World), no one knows what happened to their friend Hal McCoy. All they know is that one day he took a trip into town and never returned.

Some believe Hal was captured by natives, though investigation into the nearby native camps has revealed they know nothing. Maybe he was eaten by dinosaurs? Though Hal was too smart and quick to be caught by a few mindless predators. So... did he just leave?

What actually happened to Hal McCoy on his trip into town is that he was waylaid by Doctor Otto Octavius and shanghaied back to London to participate in the doctor's grisly experiments. The doctor's experiments caused him to mutate into a hairy, blue beast. While Doctor Octavius was distracted with the arrival of Peter Parquagh, Hal was able to escape Dr. Otto Octavius' lab

Now, he is wandering England, trying to cope with what he has become and how he can return to his fellow witchbreed in the New World.

losing steam. Governor Dare knows that should the witchbreed join the war, it will turn the tide. Governor Dare needs the heroes to move Carlos Javier out of his apathetic state and lend his witchbreed to Roanoke's defense.

Convincing Carlos Javier to come out of his walled-in College is an action against the Doom Pool plus Javier's **d12 Beaten and Apathetic** complication. Convincing Carlos moves him and his students to action. Conversely, if (for some reason) the heroes are unable to stir Javier to action, they may target Javier's students individually. Convincing the students to act against the wishes of their leader is an action against the doom pool plus the student's individual **d10 Devoted Student** die. If the die is removed, the student leaves the College to join in the war effort.

Convincing Javier and/or his students to join the war effort makes them available to be unlocked with XP for direct and/or future use. (See page 13 for more info on Unlockables.)

## **ACTION: DOWN AT THE DOCKS**

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*Frame this Scene for heroes that wish to help repair and fortify the docks.*



So far, the scourge of war has not yet devastated Roanoke and the majority of the damage has been contained to outlying areas, the most notable of these the docks. Many of the portside buildings, piers, and warehouses have been destroyed by English cannon fire. Petros, the Thing, and the Spider spend their days at the docks, helping rebuild and contain the damage. These three

are worn to the bone, forced to be alert for any sign of attack and work long into the night to undo the damage by England's sporadic and devastating cannon fire. They will no doubt be relieved for any assistance the heroes can offer them, though they will be not a little war of such oddly dressed strangers – especially those that are an alternate reality version of them.

Just before the heroes arrived in Roanoke, the docks were buffeted by a volley of cannon fire and a sudden earthquake. The repairs and fortifications that had been made were undone and now even more damage has been dealt to the

docks. Governor Dare requests that heroes not helping persuade Carlos Javier or diffuse the anti-witchbreed gathering, report to the docks to help with the crises there.

The PCs have three jobs to tackle here: containing the fire, digging citizens out of the rubble, or rebuilding the dam to keep the floodwaters out of the lower parts of the colony. The Roanoke heroes at these locations offer their power die as assets to assist those PCs that target the task they are doing.

**Containing the Fire:** Some of the warehouses by the docks contained gunpowder, paper products, and other flammable goods and during the latest volley of cannon fire these goods caught fire. The fire has consumed the warehouse they were stored in and have begun to spread to the other buildings. Heroes that wish to contain these fires may target them as rolling against the doom pool and a **d12 Spreading Fire** and reducing the complication die to a d4. Hero opportunities may be activated to increase the die size of this complication, by saying that the fire leaps out to engulf another nearby building or that the on fire building collapses in a fiery heap. Petros is trying to contain the fires. If a PC requests his aid, (by spending a Plot Point) they may use his Godlike Speed d12 as an asset to control the fire.

**Finding the Trapped Colonists:** The Roanoke architecture was built to house settlers, not endure recurrent earthquakes and barrages of heavy cannon fire. As such, much of Roanoke lies in ruins, especially that part of it that is within range of the English ships. The earthquakes caused by the Council's tampering came suddenly and many of the buildings already weakened by the cannon fire collapsed, trapping their colonist inhabitants inside. The heroes and militia of Roanoke have been working around the clock to excavate the buildings and free the colonists. Heroes coming to the docks to help dig settlers out from under the rubble, must first locate trapped colonists by rolling against the Doom Pool plus a **d8 Hidden In Rubble** complication, then the heroes may roll to dig the trapped colonists out by rolling against the Doom Pool plus a **d8 Buried In Rubble** to reduce the complication die to a d4. The Spider is using his Spider-Sense to find trapped colonists and dig them out. If a PC requests his aid, (by spending a Plot Point) they may use his Enhanced Senses d8 or his Superhuman Strength d10 to assist them – according to what task they are trying to accomplish.

**Rebuilding the Dam Wall:** The colony of Roanoke was built on an island and while the original foundation was built on high ground, the colony expanded and part of the expansion was built into a low part of the island with a dam to keep water from flooding the colony. The earthquake greatly weakened this dam wall and now it is threatening to break apart and flood the colony. Heroes wishing to repair this dam wall must roll against the Doom Pool plus a **d6 Leaking Water** and a **d8 Broken Dam** complication dice. The heroes must remove this Broken Dam die. The Thing is currently trying to hold the dam in place. If a PC requests his aid, (by spending a Plot Point) they may use his Godlike Strength d12 as an asset to assist them.

## ACTION: SURPRISE AMBUSH

*Frame this Scene when the heroes complete the Scenes above, whether they are successful or not.*

King James I of England has a deep-seated hatred for the witchbreed, but his near-death experience at the hands of his former advisor David Banner – now the Hulk – has not only left him a cripple, but has fanned his hatred even further. King James believes the witchbreed and colonists at Roanoke somehow turned his trusted advisor into a witchbreed and then sent him as an assassin back to England to finish off the king once and for all (not true, but wars have been fought over less) and the King of England plans to answer this treachery with the death of every single witchbreed and traitor in the New World, starting with Roanoke.

While the English navy surrounds the Roanoke harbor, pelting the colony with volley after volley of cannon fire, a group of English soldiers have made their way to shore and set up a camp a short distance south of the colony. This select group of England's finest soldiers are led by Sir Brian Braddock, aka Captain England, a devoted and patriotic soldier committed to King James and his beloved England. While Captain England does not share his King's hatred for witchbreed – in fact, many of his family and friends could be considered witchbreed – he is spurred to action by the attempted assassination of his King; an assassination that he, like his King, believes was orchestrated by the treacherous colonists of the New World.

While the colonists of Roanoke are distracted with the cannon fire and earthquakes, Captain England and his army surround the town, taking out any sentries or militia men posted in the woods. At first, he sends in three platoons of soldiers to target critical weak points in the city and establish a foothold for the invading army. Consequently, these three weak points are points where the heroes are stationed: the Javier College, the middle of town, and the harbor. The platoons sneak into town, meaning that heroes will have to roll against the Doom Pool plus a **d8 Sneaky** die to notice them. If the heroes fail, the platoon may very well get an ambush attack against them.

### PLATOON OF ENGLISH SOLDIERS

Team Disciplined  
Trained For War  
Ambush Tactics

Distinctions

6 6 6 6

ENGLAND'S FINEST

Rifle 4 Bayonet 6 Folded Iron Armor 8

Power Sets

SFX: *Ambush Tactics*. When attacking an opponent unaware of your presence, add a d6 and step up the effect die.

SFX: *Area Attack*. Target multiple opponets. For each additional target, add a d6 and keep an additional effect die.

SFX: *Aim, Fire, Reload*. Step up Rifle for one action, then shutdown Rifle. Spend d6 doom die to recover.

SFX: *Focus*. In a pool including a ENGLAND'S FINEST power, you may replace two dice of equal size with one die +1 step larger.

Limit: *Squad Cohesion*. Defeat Team dice (d8 or more stress) to eliminate pack.

(If the heroes were able to convince Javier and his witchbreed to join in the battle, they help the heroes by engaging the invading platoon near their school, effectively removing this platoon from combat and allowing the heroes to engage any of the other two platoons in the town.)

Once one or two of the platoons are defeated, Captain England invades with his main force. (Those mobs that are still active merge with the main force, meaning that they add their team dice to the main force's total team dice.)

As soon as the main force invades, the three English ships in the harbor begin to sail closer to land, bringing the entire settlement of Roanoke within cannon range. While the ships rain down volley after volley of cannon fire, they are not aiming for specific targets; the ship captains have been given orders to level the entire town. As such, on the ships' turn, they add a die to the doom pool, representing the chaos and calamity that is literally raining down on the settlement. Heroes will need to target these ships directly to stop the collateral damage to Roanoke.

## CAPTAIN ENGLAND

Solo 6    Champion of Britain

Buddy 8    Lionhearted

Team 10    Blinded By Loyalty

Distinctions

**OTHERWORLDLY POWER**

Godlike Durability 12    Subsonic Flight 8

Superhuman Reflexes 10    Superhuman Senses 10

Superhuman Stamina 10    Godlike Strength 12

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

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

SFX: *Onslaught.* Double any OTHERWORLDLY POWER power for one action, then add the second-highest rolling die from that action to the doom pool.

Limit: *Shaken Confidence.* Step back all OTHERWORLDLY POWER powers by one step to step up the lowest die in the doom pool or add a d6. Activate an opportunity to recover.

**SWORD OF MIGHT**

Godlike Durability 10    Weapon 8

SFX: *Absorption.* On a successful reaction against an energy or magical attack, convert your opponent's effect die into a SWORD OF MIGHT stunt or step up a SWORD OF MIGHT power by +1 for your next action. Spend a doom die to use this stunt if your opponent's action succeeds.


SFX: *Inulnerable.* Spend a doom die to ignore physical stress inflicted by magical attacks.

SFX: *Razor-Sharp.* Step up physical stress you inflict by +1 when your target uses a Durability power in their reaction pool.

Limit: *Gear.* Shutdown SWORD OF MIGHT to step up the lowest die in the doom pool or to add a d6.

Specs    Acrobatic Expert 8    Combat Expert 8    Mystic Expert 6

Brian Braddock



### ENGLISH MAIN INVASION FORCE

Team For England!  
Elite Soldier

Distinctions

6 6 6 6 6 6

**ENGLAND'S FINEST**

Rifle 4 Bayonet 6 Folded Iron Armor 8

Power Sets

SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

SFX: *Aim, Fire, Reload.* Step up Rifle for one action, then shutdown Rifle. Spend d6 doom die to recover.

SFX: *For the Glory of England!* Remove a Team die to prevent stress inflicted on Captain England or any of England's allies. If the attack would have stressed out the original target, remove two Team dice instead.

SFX: *Raze and Destroy.* Instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by 2.

SFX: *Focus.* In a pool including a ENGLAND'S FINEST power, you may replace two dice of equal size with one die +1 step larger.

Limit: *Army Cohesion.* Defeat Team dice (d8 or more stress) to eliminate pack.

### ENGLISH BLOCKADE

Team Slave to the Wind and Waves  
Armored

Distinctions

8 8 8

**MASTERLY CRAFTED FRIGATE**

Gunpowder Cannons 8 Reinforced Hull 8 Cotton Sails 6

Power Sets

SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

SFX: *Bombard.* Instead of adding your effect die to the doom pool, add two stepped-back dice, or add three dice each stepped back by 2.

Limit: *Fleet Cohesion.* Delete Team dice (d10 or more physical stress) to remove dice.

Limit: *Made of Wood.* Step up physical stress vs fire and step up the lowest die in the doom pool or add a d6.

This Scene ends when either Captain England or the English Blockade has been defeated. Alternatively, you may end the Scene prematurely by using 2d12 from the doom pool or if the heroes are becoming overwhelmed.

## TRANSITION: HULK

### ARRIVES

*Frame this scene directly after Action: Surprise Ambush.*

As the fighting grows to its thickest, Roanoke's ally, the Hulk, jumps down into the middle of the fray with a signature smash. The remaining English forces know the power of the Hulk and of the terror it wrought after it left their king crippled and near-death. The English soldiers

#### Where ya been, Hulk ol' buddy?

After returning to England in order to face his crimes against the crown, David Banner turned into the Hulk and attacked those gathered to watch his execution, namely King James I. After wreaking havoc on much of England, the Hulk found his way to China, where he fought and defeated an evil dragon that had taken control of the country. The locals, so enthralled with Hulk's strength, crowned him as their king.

Hulk was quite satisfied with his life as king of China until he received a mystical summons from Susan Storm from another realm. She begged that Hulk return to Roanoke to help his former allies in their war and against the earthquakes. Hulk was quick to act, leaping and swimming his way half way across the world to arrive just in the nick of time!



break and retreat, stumbling over one another to escape the Hulk.

With the English soldiers retreating and possibly defeated (depending on how the last Scene ended) the heroes have a moment to lick their wounds. BUT NOT FOR LONG, as another earthquake shakes the entire town. As discussion erupts among the townsfolk and hopefully the heroes, Hulk mentions that he saw a “tall, shiny tower” as he was racing to reach Roanoke. This should immediately pique the heroes’ interest. Once the heroes are ready, Hulk can lead them straight to the tower.

## HULK

David Banner

Solo	8	Distinctions	Man or Monster?
Buddy	6	Distinctions	Reluctant Warrior
Team	10	Distinctions	Gentle Goliath

**STRANGE ENERGIES**

Enhanced Reflexes 8	Godlike Durability 15
Godlike Stamina 12	Godlike Strength 12

Leaping 6

**SFX:** *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

**SFX:** *Rage-Fueled Might.* Add a die equal to your emotional stress to the doom pool to include your emotional stress in your next action. If your opponent includes your emotional stress in a reaction dice pool, step it up.

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

**SFX:** *Hulk Smash!* Against a single opponent, double a STRANGE ENERGIES die. Remove the highest-rolling die and add another die to your total.

**SFX:** *Strongest There Be!* In a reaction against an opponent with a Strength power trait, spend 1 PP or step up your emotional stress to add a die equal to the opponent’s Strength to your dice pool.

**Limit:** *The Storm Before the Calm.* When you recover all of your emotional stress and trauma, shutdown STRANGE ENERGIES and revert to Banner to gain 1 PP. Take emotional stress to recover STRANGE ENERGIES.

**Specs**    Combat Expert 8    Menace Expert 8    Psych Expert 8



"My suggestion, Javier, is to declare the colony west of England. Your men guard the coast."

"A long way away, the coffers on the west coast secure a war so far from home."

## DAVID BANNER

Solo	10	Distinctions	Former Advisor to King James
Buddy	8	Distinctions	Disreputable Past
Team	6	Distinctions	

**Specs**    Medical Expert 8    Menace Master 10    Science Expert 8

## ACTION: TOWER-311


Frame this Scene when the heroes move to investigate Hulk's "tall, shiny tower".

Hulk leads the heroes to a **WIDE OPEN CLEARING** just north of town. In the middle of this clearing is an **UNSTABLE TOWER**, very similar to the same one from the heroes' home reality. The tower is near completion and its creators, Sir Richard Reed and Lord Anthony Stark, stand nearby, putting the finishing touches on their creation.

While the PCs are friends of Roanoke and certainly heroes after what they have done to protect the colony, they are still strangers, if they take physical action against the tower, Sir Reed and Lord Stark act against them. Physical action escalates to a fight and any heroes from Roanoke that accompanied the PCs to this location will join in the fight alongside their fellow colonists. While this is one way to solve the problem of the tower, it is not wise and will destroy any relationships they have built up with the inhabitants of this reality.

(Taking action against the tower is resolved the same way it was in the Act 1 finale Action: Battle at the Tower. See page 22 for more details.)

Another way to solve this problem is to discuss it calmly. The tower is not yet completed, if Sir Reed and Lord Stark can be convinced not to finish the tower, it will pose no threat to this reality. Convincing Sir Reed and Lord Stark to abandon their quest is not an easy one, seeing as how they are certain that this is the only way to stop the tremors and save their colony from the earthquakes. PCs must roll against the Doom Pool plus a **d12 This Is The Only Way** complication die to convince both creators to abandon the tower.

MISTER FANTASTICK		Sir Richard Reed	
Solo	6	Absent-Minded Scholar	
Buddy	4	Logical	
Team	8	Family Man	
		<b>BODY LIKE WATER</b>	
		Enhanced Reflexes 8	Enhanced Speed 6
		Stretching 10	Superhuman Durability 20
Power Sets	SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.	
	SFX:	<i>Grapple.</i> When inflicting a complication on a target, add a d6 and step up your effect die.	
	SFX:	<i>Rebound.</i> Against a single target, step up or double a Stretching die. Remove the highest rolling die and use three dice for your total.	
	SFX:	<i>Versatile.</i> Replace Stretching d10 with 2d8 or 3d6 on your next roll.	
	Limit:	<i>Exhausted.</i> Shutdown any BODY LIKE WATER power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.	
Specs	Medical Expert 8	Science Master 10	

**LORD IRON** Anthony Stark

Solo **8** Dead Man Walking

Buddy **4** Dangerous Science

Team **6** Hardheaded and Begrudging

**LIGHTNING-POWERED ARMOR**

Superhuman Durability **10** Superhuman Strength **10**

Lightning Bottles **6** Lightning Sword **8**

**Power Sets**

SFX: *Absorption.* On a successful reaction against an energy or magical attack, convert your opponent's effect die into a LIGHTNING-POWERED ARMOR stunt or step up a LIGHTNING-POWERED ARMOR power by +1 for your next action. Spend a doom die to use this stunt if your opponent's action succeeds.


SFX: *Boost.* Shutdown a LIGHTNING-POWERED ARMOR power to step up another LIGHTNING-POWERED ARMOR power by +1. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Electrical Field.* On a reaction against a Physical attack action, inflict Physical stress with your effect die at no PP cost, or spend 1 PP to step it up by +1.

SFX: *Thunderbeam.* When using Lightning Bottles to inflict Physical stress, step up power die.

Limit: *Heart Failure.* If Lightning Bottles is shutdown, take d10 physical stress at the beginning and end of every Action Scene.

Specs **Science Master **10**** Combat Expert **8**



## ACTION: THE TREMORS

*Frame this Scene directly after the tower situation has been diffused.*

With the tower dealt with and the English invasion repelled, the matter of the troublesome earthquakes remains. Heroes with any Earth-manipulation powers, superhuman senses, or knowledge in seismic activity will be able to discern that the frequency and power of the earthquakes mean that the epicenter is nearby.

After some searching of the local area, the heroes find a sizable hole burrowing done into the earth. (This is where the Maestro entered in order to displace the two seismic plates.)

Placing the seismic plates back in their proper places is no easy task – in fact, it will mean certain death for whoever does it. The strain of pushing two great masses of land, couple with the crushing pressure and extreme temperatures that far down in the Earth's mantle means that only heroes with Godlike Strength and Durability or Earth-manipulation powers will be able to perform this task. The Hulk of Earth-311 is the ideal option and will readily volunteer himself should no one else step forward, but this also allows for a player to gain XP through a Milestone. Thought it will mean the death of their character, the Multiverse is full of other heroes the player may choose from.

Once a hero is chosen and the continental plates placed back to their original setting, the earthquakes cease and the hero's ultimate sacrifice is made.

As the earthquakes end, a strange light begins to hover above the Maestro's crater. Sir Reed or any one of the Roanoke heroes remarks that this is the same light that Sir Nicholas Fury entered when returning Rojhaz to his native world. Maybe this light will take the heroes back to their world? Only one way to find out.

## UATU'S CITADEL

---

*The heroes are teleported here once they step through the light on Earth-311.*



While the Council's tower partially phased Earth-616 out of reality, one area was left untouched by the Council's power: the Citadel of the Watcher Uatu. The Citadel will become the base of operations and nexus for the heroes' travels as they battle to undo the damage the Council has done to the multiverse.

## HOOK

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After stepping through the tear in the fabric of Earth-311's reality, the heroes find themselves in the Citadel of the Watcher Uatu. Some heroes – especially those of the Fantastic Four – will recognize the Citadel.

## DOOM POOL

---

The Doom Pool starts at **2d6** every time the heroes visit Uatu's Citadel.



## TRANSITION: UATU THE WATCHER

---

Eventually, the heroes find themselves in the presence of Uatu the Watcher. Uatu explains to the heroes that the Earth is in a frozen state, semi-phased out of existence due to the tower's inability to operate effectively. It is only the Watcher's multidimensional origins that kept the Citadel from being phased in the same way.

Now has come for the time to learn of the true menace behind Earth's near-destruction: the Council of Four. From his Citadel, Uatu has seen it all unfold and he tells the heroes the Council of Four's story (either by reading the story as it is written on page 3 or through a dramatic retelling, whatever you as the Watcher decide upon).

Once the heroes have been made aware of the Council of Four's intentions, it is time to set out and save the multiverse. From Uatu's Citadel, the heroes can travel to any of the few remaining realities to destroy the towers and debunk the Council's plan.

Uatu offers his Citadel as a base of operations for the heroes in their travels between realities. He also offers his abilities to "unlock" parts of Earth that are frozen (as detailed in the Unlockable section on page 13).

Uatu's Citadel is equipped with devices he uses for observing other realities. By using these machines, Uatu can teleport the heroes to their desired realities. Uatu also gives the heroes a device that will allow them to return to his Citadel from other realities. However, the device can only be used once the interference from the Council of Four's towers has been destroyed.

## USING THE CITADEL IN THE FUTURE

---

In between missions to the other realities, the heroes can return to and relax at the Watcher's Citadel. Frame a Transition Scene allowing heroes to spend XP, recover stress, and create assets/resources for upcoming challenges. The doom pool always resets to the amount listed above (2d6) when the heroes return to Uatu's Citadel.

## The Expanse of the Multiverse

The heroes are now ready to embark on their mission to different realities to defeat the Council of Four. The Watcher has detected three universes that remain a chance of withstanding the Council of Four's plan. These three universes are as follows. Uatu can provide a brief summary of the reality to the heroes as they decide which reality to go to. The heroes may journey to any of the three universes that follow in any order they wish.

## EARTH-1610



Though it has the same heroes and exists during the same timeframe as Earth-616, choices and inevitable occurrences have formed Earth-1610 into a starkly different reflection of the mainstream universe. Many of Earth-616's counterparts are dead in this reality – including Beast, Captain Britain, Cyclops, Dr. Doom, Dr. Strange, Magneto, Professor Xavier, Spider-Man, and Wolverine. Another differentiation from Earth-616, is that mutants – rather than being the next step in genetic evolution – are actually an unprecedented side effect of the government's attempt to recreate Captain America's Super Soldier Serum; the first of these experiments taking place in World War II and being conducted on Weapon Zero (Wolverine) making him the first mutant in this reality. Some heroes have even turned to villainy, most notably Mr. Fantastic, who faked his death, murdered his family, and orchestrated alien attacks in an attempt to reshape the world. Earth-1610 has seen its fair share of world-shattering calamities – such as the Ultimatum Wave that submerged much of the Earth,

killing millions; an act of vengeance created by Magneto to avenge the death of his children.

Most recently, constant tampering with the timeline caused some being to be displaced in other universes. One of these beings was the Galactus of Earth-616, found himself displaced in Earth-1610 and merged with the Gah Lak Tus Swarm. The heroes of Earth-1610 were forced to fight for their survival as new and powerful Galactus marched on Earth to slake his hunger. During the cataclysmic battle, the heroes Captain America and Thor sacrificed themselves to buy their fellow heroes more time. With the help of the Ultimates, Reed Richards, and Kitty Pryde, Galactus was banished to the Negative Zone and Earth was saved for now.

The Council of Four came to this tattered reality and saw it as an easy conquest in their multidimensional campaign. Indeed, their conquest of the world would have most likely succeeded if not for the intervention of the heroes from Earth-616. The Council of Four's Reed personally came to this realm and recruited scientist from the dwindling A.I.M. to build his tower for him. The A.I.M. scientists mistook this Reed for the Reed Richards of their own world, who had turned to villainy and proven himself capable of exquisitely dangerous things with science. Because of this, they were all too eager to help build Reed's machine.

As the world is still reeling from Galactus' attack and S.H.I.E.L.D disbanded and the heroes distracted elsewhere, A.I.M. has occupied the abandoned Triskelion and are nearing completion on their project of building the Council of Four's tower.

## HOOK

---

The heroes arrive a week or so after Galactus' cataclysmic attack on Earth was resolved in Jersey City, NJ. While this reality's New Jersey is still in a state of destruction and very different from the New Jersey the heroes know, they may be able to recognize familiar landmarks amidst the debris and wreckage.

## DOOM POOL

---

The Doom Pool starts at **2d8** for this world.



## ACTION: INTRUDER ALERT!!!

---


Earth-1610 is a hard world to live in and the recent calamities that the world has endured has put all of its people on edge, especially to threats from other dimensions. After defeating Galactus, S.H.I.E.L.D. and Reed Richards designed


and erected sensors that would detect para-dimensional energies and trigger an alarm. S.H.I.E.L.D has since been disbanded due to the organizations inability to defend the world as it should, and Reed Richards is a fugitive still on the run for his crimes against the world.


However, these alarms do not go unheard. Three factions receive this alert: the US Army, the Ultimates, and the X-Men. All three factions are in New Jersey assisting with the rebuilding as well as the search and rescues still going on there, but the army is the first to arrive on the scene.

The surrounding area is **DANGEROUSLY UNSTABLE** with plenty of **COLLAPSED BUILDINGS** and pockets of **CRUMBLING EARTH**. During the fight, heroes could find a citizen **TRAPPED IN THE WRECKAGE** or stumble upon upturned reservoirs of **EXPLOSIVE CHEMICALS**.

**ARMY CAPE-KILLERS**





Solo  Loyal to U.S.A.

Buddy  Trained to Prevent Cataclysms


Team  Distinctions


Power Sets


STARK TECH ARMOR

Body Armor  Comms  Subsonic Flight  Tranquillizer Gun 

**ARMY TANK**




Solo  Armored

Buddy  I Have My Orders

Team  Distinctions

Power Sets

EQUIPPED FOR BATTLE

Cannon Blast  Enhanced Speed  Superhuman Durability 

SFX: *Intense Barrage.* Against a single target, double CANNON BLAST die. Remove the highest rolling die and use three dice for the total.

SFX: *Armor-Penetrating Shot.* When using Cannon Blast against a target with Durability, double CANNON BLAST die.

Limit: *Systems Failure.* Shutdown an EQUIPPED FOR BATTLE power to step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover that power.

The heroes do not have much time to catch their breath or get their surroundings before the army arrives with 2 Cape-Killers for every hero and 1 Army Tank for every four heroes. The army attacks the newly arrived heroes no questions asked.

The fight between the US Army and the PCs continues until the soldiers and tank(s) are defeated, or the Doom Pool rises by two die sizes. At that point, the heroes of Earth-1610 arrive. At first, they attack the invaders, mistaking them as the Army did. (And why wouldn't they jump in to help out the Army when they're in trouble?) However, after a round of combat between the two parties, the heroes of Earth-1610 may recognize the heroes as fallen comrades or doppelgängers from their own reality. At that point, Kitty Pryde or Black Widow calls for a ceasefire and the Action Scene ends.



## **TRANSITION: HAVE WE MET BEFORE?**

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After the fighting has ended and the heroes of Earth-1610 recognize the PC heroes, it is time for some rational discussion. This will be fun to roleplay out the differences between the heroes of Earth-1610 and their counterparts (if any are present). The heroes of Earth-1610 also tell the heroes of the current state of their world, and answer any questions the heroes may have. The heroes of Earth-1610 even admit that the reason they have been so on edge recently is because a few days ago the Para-Dimensional Alert system (PDA) alerted the heroes to another incursion of a being or beings from another dimension, but by the time they arrived, the being was gone, probably lost in the destruction and rubble of Galactus' attack. They could not make the same mistake of not capturing another multidimensional fugitive, especially if this may have been the beginning of another invasion.

After a brief chat and allowing the heroes to catch their breath, it is time to get back to the mission at hand. The Council of Four's tower could be anywhere in the world and there isn't much time to find it.

The best way to begin their search of this new reality for the Council of Four is by using the very same technology that alerted the heroes of Earth-1610 to the arrival of their Earth-616 guests. If no PC makes this suggestion, no doubt Kitty Pryde will.

The heroes of Earth-1610 take the PCs to Stark Tower, the temporary base for the heroes' recovery efforts to take back New Jersey. While Antonio Stark is not here (he has left to rediscover himself after the death of his good friends Captain America and Thor), the Iron Man of Earth-1610 has allowed the Young Ultimates and the X-Men to come and go freely from his tower. The PDA device is currently housed here.

Using the device, the heroes discover that there was indeed a multi-dimensional breach and they are able to determine the coordinates of the breach. The PCs are encouraged to go investigate the area, however, the heroes of Earth-1610 are much too busy to help them investigate, and return to their attempts to keep their world intact. However, the PCs can unlock these heroes for more direct help through XP as explained in the Unlockables section on page 13.

The PCs follow the PDA system's signal to Hell's Kitchen. Many of the areas around the Hudson River were devastated during Galactus' attack – Hell's Kitchen was one of these areas. Despite the damage, most of the buildings are still intact and so are surrounding security cameras. Heroes with Tech specialities can tap into the local surveillance camera system and pull up footage of the time of the dimensional rift. By tapping into the security footage, the PCs piece together the many different video feeds to reveal the arrival of the Council of Four's Reed Richards and his subsequent meeting with agents of A.I.M. Though there is no audio to accompany the video, it should be clear to the PCs that Reed was contacting A.I.M. about his tower.

## Heroes of Earth-1610:

Here is a list of the heroes of Earth-1610 complete with a short bio and datafiles.

**Jessica Drew** is a clone of Peter Parker, created by Doctor Octopus and the CIA. Along with possessing all of Peter Parker's powers, Jessica also possessed his memories, a side-effect that she was promised would be removed. However, Peter's memories were never removed before Jessica escaped CIA custody to follow in her genetic template's footsteps as a hero, calling herself Spider-Woman. Spider-Woman and Spider-Man worked closely together and Jessica became a valued member of both the Ultimates and S.H.I.E.L.D. When Peter was killed by the Sinister Six, Jessica became something of a reluctant mentor to the new Spider-Man, Miles Morales. After Galactus' attack and the deaths of Captain America and Thor, Antonio Stark disassembled the Ultimates. Jessica – now calling herself Black Widow – assembled a new team of young heroes to become the new Ultimates, Earth's Mightiest Heroes.

### BLACK WIDOW

Solo 4 Former S.H.I.E.L.D. Agent

Buddy 6 Bio-Engineered Clone of Peter Parker

Team 8 A Broken Thing With Someone Else's Memories

Distinctions

**CLONED SPIDER PHYSIOLOGY**

Enhanced Senses 8 Enhanced Stamina 8

Superhuman Reflexes 10 Superhuman Strength 10

Swingline 8 Weapon 8

Wall-Crawling 6

**Power Sets**

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

SFX: *Spider-Sense*. Spend 1 PP to add Enhanced Senses (or step up if already in your pool) and reroll all dice on a reaction.

SFX: *Second Wind*. Before you make an action including a CLONE SPIDER PHYSIOLOGY power, you may move your physical stress to the doom pool and step up the CLONED SPIDER PHYSIOLOGY power for this action.

SFX: *Web Constructs*. When creating web-related assets, add a d6 and step up your effect die.

Limit: *Exhausted*. Shutdown any CLONED SPIDER PHYSIOLOGY power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

**Speaks**

Acrobatic Master 10 Combat Expert 8 Covert Master 10 Psych Expert 8 Science Expert 8

Tech Expert 8

Jessica Drew



**Lana Baumgartner** was born a mutant with the ability to create energy blasts in the form of shockwaves. After the Ultimatum Wave, Lana and her mother Lori began using their powers to commit robberies and heists. After being repeatedly foiled by Spider-Man and Spider-Woman, Lana was deemed a victim of poor parental influence by the court and, as a fresh start, Lana was transferred to Queens High School, where she met and befriended Peter Parker. After the victory over Galactus, Jessica Drew asked Bombshell to join her new teams of Ultimates.

## BOMBSHELL

Solo 6

Buddy 8

Team 4

**BOOM HANDS**

Energy Blast 10      Flight 6

**Power Sets**

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


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

SFX: *Versatile.* Replace Energy Blast with 2d8 or 3d6 on your next roll.

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

**Specs**    Combat Expert 8    Covert Expert 8    Crime Expert 8

**Lana Baumgartner**



Solo 6      Tied To The Darkness

Buddy 8      In Love With Dagger

Team 4      Student Council President

**DARK MATTER MANIPULATION**

Shadow Control 10    Enhanced Stamina 8    Enhanced Strength 8

Intangibility 10      Teleport 4

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Engulf.* When inflicting an Entrapped complication on a target, add a d6 and step up your effect die.

SFX: *Life Drain.* If your attack action against organic targets includes Intangibility, add a d6 and step up your effect die.

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

**Specs**    Menace Expert 8    Psych Expert 8

**Tyrone Johnson** and **Tandy Bowen** were both on their way to prom when a delivery truck struck their rented limo. The two went comatose and were put in the same hospital room. The Roxxon Brain Trust saw the opportunity to use them as test subjects in their experiments dealing with dark matter. Unaware of just what they had become, Tyrone and Tandy began calling themselves Cloak and Dagger and began pursuing the Roxoon Corporation for answers. After the near-destruction of Earth at the hands of Galactus, Cloak and Dagger joined Jessica Drew's new Ultimates team.

## CLOAK

Solo 6

Buddy 8

Team 4

**DARK MATTER MANIPULATION**

Shadow Control 10    Enhanced Stamina 8    Enhanced Strength 8

Intangibility 10      Teleport 4

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

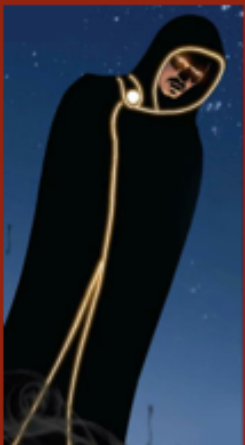
SFX: *Engulf.* When inflicting an Entrapped complication on a target, add a d6 and step up your effect die.

SFX: *Life Drain.* If your attack action against organic targets includes Intangibility, add a d6 and step up your effect die.

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

**Specs**    Menace Expert 8    Psych Expert 8

**Tyrone Johnson**



**DAGGER** Tandy Bowen

Solo **6** In Love With Cloak  
 Buddy **8** Inner Light  
 Team **4** Naïve


*Distinctions*

**LIGHT MANIPULATION**  
 Enhanced Reflexes **8** Enhanced Stamina **8**  
 Light Daggers **8** Light Mastery **10**

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
**SFX:** *Healing.* Add Light Mastery to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma.  
**SFX:** *Soul Shock.* When using Light Daggers to inflict emotional stress, add a d6 and step up your effect die.  
**SFX:** *Versatile.* Replace Light Mastery die with 2d8 or 3d6 on your next roll.  
**Limit:** *Only Humans.* Light Mastery only works on human targets. Earn 1 PP when you take an action against non-human targets.  
**Limit:** *Overcharged.* Shutdown any LIGHT MANIPULATION power to gain 1 PP. Activate an opportunity to recover the power or during a Transition Scene.

**Specs** Acrobatic Master **10** Combat Expert **8** Psych Expert **8**

*Power Sets*



Before her mutant powers manifested, **Jean Grey** was a normal teenager. After her mutant power manifested, Jean's parents put her in a mental

**JEAN GREY**

Solo **6** Unparalleled Psychic  
 Buddy **4** Not Always In Control  
 Team **8** A Woman Scorned

*Distinctions*

**HOST OF THE PHOENIX**  
 Enhanced Durability **8** Telepathy **10** Mind Control **8**  
 Telekinetic Blast **10** Psychic Resistance **10** Telekinetic Flight **8**  
 Telekinetic Mastery **10** Fire Control **8**

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
**SFX:** *Phoenix Fire.* Include Fire Control in an attack action using Telekinetic Blast at no extra cost. If the attack succeeds, step up your effect die. If the roll fails, add a die equal to your effect die to the doom pool.  
**SFX:** *Powerful Psychic.* Step back the highest die in your attack action pool to add a d6 and step up mental stress inflicted.  
**SFX:** *Psychic Feedback.* On a successful reaction against a psychic action, convert your opponent's effect die into a HOST OF THE PHOENIX stunt or step up a HOST OF THE PHOENIX power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.  
**SFX:** *Versatile.* Replace Psychic Blast or Telepathy die with 2d8 or 3d6 on your next roll.  
**SFX:** *Psychic Healing.* Add Telepathy to your pool when helping others recover stress. Spend 1 PP to recover your own or another's mental stress or step back your own or another's mental trauma by -1.  
**Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.  
**Limit:** *Uncontrollable.* If Jean takes mental or emotional trauma, turn any HOST OF THE PHOENIX power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

**Specs** Cosmic Expert **8** Psych Expert **8**

*Power Sets*



institution, where she met Professor Xavier who trained her to control her powers and invited her to the X-Men. As Jean's powers grew, her powers began to manifest with flames and she believed she was possessed by an intergalactic Phoenix God, though Professor Xavier believed the flames and her delusions of possession were just manifestations of her power. After the Ultimatum Wave, the death of Professor Xavier, and seeing her boyfriend Cyclops gunned down in public, Jean left super heroics behind her and began a new life as Karen Grant until Wolverine's son, Jimmy Hudson, arrived and convinced Jean to come out of hiding and be an X-Men again.

**Kitty Pryde** joined the X-Men at the age of 14, making her the youngest X-Men ever. Kitty soon began a relationship with Spider-Man, and the two became crime-fighting partners. After Peter died at the hands of the Sinister Six, Kitty led the X-Men to reform in the face of Post-Ultimatum anti-mutant hysteria, and when Galactus invaded Earth, Kitty was a key part of Reed Richards' plan in defeating the World Eater. Using the Giant-Man Serum, Kitty phased into Galactus' machine and caused it to short-circuit. Afterwards, Kitty was elected the new leader of the X-Men, was invited to join Jessica Drew's new Ultimates team, and was promoted as the face of human and mutant co-existence.

## KITTY PRYDE

Solo	4		Face of Human and Mutant Co-Existence
Buddy	8	Distinctions	Spirited
Team	6		World Hero

**DECREASE DENSITY**

Airwalking 6      Intangibility 10

**SFX:** *Disruption.* When including Intangibility as part of an attack action against tech-related targets, add a d6 and step up effect die +1.

**SFX:** *Reactive Power.* Spend 1 PP to add a DECREASE DENSITY power to another character's dice pool before rolling. If that character takes physical stress, take d6 mental stress.

**SFX:** *Versatile.* Replace Intangibility with 2d8 or 3d6 on your next roll.

**Limit:** *Phantom.* Change Intangibility into a complication when you take physical trauma and gain 1 PP. Recover that trauma to recover power.

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

**INCREASE DENSITY**

Enhanced Strength 3      Superhuman Durability 10

**SFX:** *Heavy Hitter.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.


**SFX:** *Compact Molecules.* On a successful reaction against a physical attack action, inflict Physical stress with your effect die. If the opponent's action was successful, spend 1 PP to use this SFX.

**Limit:** *Too Heavy!* In a weight-dependent situation, change Superhuman Durability power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover the power.

**Limit:** *Mutually Exclusive.* Shutdown DECREASE DENSITY to activate INCREASE DENSITY. Shutdown INCREASE DENSITY to recover DECREASE DENSITY.

Acrobatic Expert 8      Combat Expert 8      Covert Expert 8      Science Expert 8

Specs      Tech Expert 8      Vehicles Expert 8



**Miles Morales** was just a normal 13-year old kid with an aptitude for science. While visiting his career-criminal uncle, Miles was bitten by a stolen radioactive spider. Miles began to manifest spider-influenced powers, such as strength, agility, endurance, camouflage, and electricity blasts, but he decided to leave the crime fighting to the real Spider-Man. After Spider-Man died at the hands of the Sinister Six, Miles felt guilt over not using his powers to help Spider-Man and adopted Peter's crime-fighting philosophy – that with great power comes great responsibility. Despite being young and wildly inexperienced, Miles overcame his own self-doubt and proved to the world that he can do whatever a Spider-Man can do. Miles agreed to serve on Jessica Drew's new Ultimates team after Galactus' cataclysmic rampage.

### SPIDER-MAN

Solo 6 Teenage Superhero

Buddy 8 Villainous Family History

Team 4 With Inherited Power Comes Inherited Responsibility

Distinctions

#### SPIDER POWERS

Enhanced Senses 8      Enhanced Stamina 8

Superhuman Reflexes 10      Superhuman Strength 10

Wall-Crawling 6      Venom Blast 6

Spider Camouflage 8

SFX: *Paralyzing Touch.* When using Venom Blast to inflict a Paralyzed or Stunned complication on a target, add a d6 and step up your effect die.

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

SFX: *Spider-Sense.* Spend 1 PP to add Enhanced Senses (or step up by +1 if already in your pool) and reroll all dice on a reaction.

Limit: *Exhausted.* Shutdown any SPIDER-POWERS power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Noob.* Step up emotional stress caused by doubt, guilt, self-worth, or others' opinions of you by +1 and gain 1 PP.

#### WEB SHOOTERS

Enhanced Durability 8      Swingline 4      Weapon 4

SFX: *Grapple.* Add d6 and step up effect die by +1 when inflicting a web-related complication on a target.


SFX: *Web Constructs.* When creating web-related assets, add d6 and step up effect die by +1.

Limit: *Exhausted.* Shutdown WEB SHOOTERS to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Acrobatics Master 10      Covert Expert 8      Crime Expert 8      Science Expert 8

Tech Expert 8

Miles Morales



Power Sets

Specs

**Jimmy Hudson** grew up the adopted son of James and Heather Hudson, old friends of Wolverine's from the Iraq war. One night, while drag racing with some friends, Jimmy's car crashed and exploded. Jimmy survived the crash with severe wounds, but he healed at an impossibly rapid rate. Kitty Pryde arrived soon after and gave him a message from his real father, Wolverine. Wolverine died while fighting Magneto after the Ultimatum Wave, but before he died, he recorded a message for his son, confirming who he was and that he had inherited his father's mutant abilities. Jimmy was then enlisted by Nick Fury to serve in a covert S.H.I.E.L.D. team, and afterwards joined Kitty Pryde's X-Men.

### WOLVERINE

Solo **6**      Distinctions      Son of Wolverine

Buddy **4**      Warrior Looking For A Cause

Team **8**      Ladies Man

**FERAL MUTANT**

Enhanced Reflexes **8**      Enhanced Strength **8**      Godlike Stamina **6**

Superhuman Senses **10**      Bone Claws **8**

**SFX:** *Berserker Barrage.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

**SFX:** *Focus.* In a pool including a FERAL MUTANT die, replace two dice of equal steps with one die of +1 step.

**SFX:** *Healing Factor.* Spend 1 PP to recover physical stress and step back your physical trauma by -1.


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

**SFX:** *Multipower.* Use two or more FERAL MUTANT powers in your dice pool, at -1 step for each additional power.

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

Specs    Combat Expert **8**      Covert Master **10**      Menace Expert **8**      Vehicle Expert **6**

**Jimmy Hudson**





## ACTION: HELL'S KITCHEN CHASE

As the PCs finish watching the surveillance footage of Reed meeting with the agents of A.I.M., heroes with Enhanced (or better) Senses realize they are not alone. They hear a scurrying noise from nearby and as they turn to see who or what caused the noise, they see a man dressed very much like the A.I.M. agents in the surveillance footage hurriedly running down a dark alley. If the heroes pursue the agent, they see him jump onto a hovercycle and roar off into the maze of alleyways. THE CHASE IS ON!

Before the chase begins, spend a d8 or larger Doom Die to create a Distance complication die. Pursuing heroes take actions against the A.I.M. agent to close the distance (represented by rolling against the Doom Pool), targeting the Distance complication as normal with successes stepping the die back. The A.I.M. agent can target the complication as well using successes to step it up. If the distance die steps up beyond d12, the A.I.M. agent escapes. If the Distance die steps back below d4, the heroes catch the A.I.M. agent.

Hell's Kitchen is full of **DARK ALLEYS** for the A.I.M. agent to lose his pursuers in. He will likely use the **CRUMBLING BUILDINGS** and **DANGEROUS INFRASTRUCTURES** to his advantage as well.

**A.I.M. Agent**

Solo 4 Buddy 6 Team 8

**A.I.M. GEAR**  
Blaster Rifle 8 Body Armor 6 Hazmat 6

**HOVERCYCLE**  
Enhanced Durability 8 Flight 8

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

**SFX:** *Push the Limits.* Step up or double Flight for one action, then step Flight back to 2d6. Activate an opportunity to recover.

Power Sets

If the heroes manage to reduce the Distance die to below a d4, they catch the A.I.M. agent and move on to the next scene where they question him. However, wily PCs may realize that the A.I.M. agent can lead them back to wherever he came from. If a hero would reduce the Distinction die to below a d4 with his action roll, he may instead choose to “pull his punch” and keep the Distance die at a d4, meaning that the heroes keep the A.I.M. agent close, but give him space. After choosing to pull their punch, the hero must roll an action against the Doom Pool to become hidden. If the hero is successful in his roll against the Doom Pool, the A.I.M. agent believes he has successfully lost the heroes and meanders back to his base, all the while bringing the heroes right to his front door.



## TRANSITION: QUESTION THE A.I.M. AGENT

---

After catching up with the A.I.M. agent, the heroes finally have the chance to find out just what's going on.

A.I.M. has set up shop in a warehouse on the west end of Manhattan Island, along the Hudson River, hoping to capitalize on technology left behind by Galactus. What they got was a mission from the greatest and most evil mind of the planet: Reed Richards (actually an evil Reed Richards from a completely different reality, but A.I.M. isn't picky about where they get the plans for super mega death weapons from). While A.I.M. is working on converting the Triskelion into the Council of Four's multi-dimensional tuning tower, their base of operations is still settled in the warehouse on the west end of Manhattan.

This particular A.I.M. agent (let's call him Tim, shall we?) was sent out to the point of origin for Reed's multidimensional visit. A.I.M. hopes to collect data from the residual multi-dimensional particles to find a way to travel between dimensions and harness their power. Whenever the agent saw the heroes, he decided his mission for science wasn't worth getting beat up. Although, now that he has been caught, he fears the repercussion from A.I.M. for giving up any information. He will not give any details willingly. He was not high enough up in the A.I.M. ladder of power to know about the Triskelion project. So, the A.I.M. agent will not be able to tell the heroes about that, even if he wanted to.

The heroes must succeed on an action against the Doom Pool using the specialties or powers below to get the information they need from the A.I.M. agent:


- **Business specialty:** While A.I.M. is a cult dedicated to the perfection of the world through science, they are not above the allure of money. A hero with skill in haggling or making sales can promise the A.I.M. agent stacks of cash (even if the hero doesn't have it on him) in return for information about A.I.M. Whether the hero stays true to his word, is up to him.
- **Menace specialty:** Through threats and probably physical violence, the heroes make the A.I.M. agent reveal where he came from and why he was returning to the point of A.I.M.'s meeting with Reed Richards.
- **Mind Control:** The heroes force Tim to tell them what he knows through Mind Control.
- **Psychic-powers:** Through Telepathy, the heroes glean what Tim knows from his brain.
- **Tech specialty:** Rather than interrogating the A.I.M. agent, a character with Tech specialty may investigate the hovercycle and find that it is equipped with a GPS tracking system. By running some simple programs that backtrack the hovercycle's last reported coordinates, the heroes can find the exact location of the A.I.M. warehouse.



## ACTION: BATTLE AT THE A.I.M. WAREHOUSE

Frame this Scene after the heroes successfully catch the fleeing A.I.M. agent and interrogate him, or they successfully tail him back to his base.

The A.I.M. warehouse is **SITUATED ON THE WATERFRONT** and will not be easy to approach by any means. **GUARDS ON HIGH ALERT** and **ADVANCED SECURITY SYSTEMS** may alert the A.I.M. agents inside the warehouse to the heroes' presence if they are unsuccessful in sneaking past them. A full-on frontal assault would surely get them inside the warehouse, but if the heroes want to maintain the element of surprise, they will need to create an asset that will allow them to sneak into the warehouse. The Watcher then rolls the Doom Pool with a d8 for either the Guards or Security System, and if the roll is successful, A.I.M. is alerted to the heroes' presence. Inside, the warehouse is filled with **CRATES OF SMUGGLED TECH, DARK RECESSES, and ESCAPE ROUTES.**


### A.I.M. PERSONNEL


Team  Distinctions Experimental Weapons  
Beautiful Technological Anarchy

A.I.M. GEAR  
Blaster Rifle  Body Armor  HazMat Suit 

Power Sets  
SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
SFX: *Immunity.* Spend d6 from the doom pool to ignore stress, trauma, or complications from airborne poisons or diseases, radiation or chemicals.  
Limit: *Mob Cohesion.* Defeat Team Dice (with d10 stress) to reduce mob.

### A.I.M. WEAPONIZED SECURITY

Team  Distinctions Linked System  
Stable and Unmoving




WALL MOUNTED TURRETS  
Sentry Guns  Armor 





Power Sets  
SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
Limit: *Electronic System.* Against an electro-magnetic attack, shutdown WALL-MOUNTED TURRETS and add a d6 or step up the lowest die in the doom pool by +1.

The warehouse is occupied by a mob of A.I.M. personnel, automated turrets, and two piloted mecha exo-suits. While their leader is not here, the A.I.M. agents have been given strict orders to eliminate any threats to their operations; orders they carry out under penalty of death.

After the warehouses security has been taken care of, the PCs can search the warehouse, possibly gaining some advanced tech for their use later on, but more importantly searching for clues of the Council of Four's tower.

**A.I.M. MECHA**

Solo  Heavy Duty  
 Buddy  Soldier of Science  
 Team  Distinctions

**MECHA TECH**  
 Enhanced Senses  Superhuman Strength  Superhuman Durability  Flamethrowers 

**Power Sets**





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

SFX: *Learn to Adapt.* Add d6 to Mecha's doom pool for each failed action against a specific superhuman opponent.

SFX: *Rocket Punch.* Step back highest die in an attack action pool to add a d6 and step up physical stress inflicted by +1.

Limit: *Huge.* Change Superhuman Durability into a size-related complication to step up the lowest die in the doom pool or add a d6 doom die.

Limit: *Electronic Systems.* When targeted by an electromagnetic attack, shutdown MECHA TECH to step up the lowest die in the doom pool or add a d6 doom die.

**Specs:** Combat Expert  Science Expert  Tech Expert  Vehicle Expert 

The warehouse has terminals all over, flooded with encrypted information. A hero with Tech specialty can hack into one of these terminals (an action against the Doom Pool) and search for any clues of the Council of Four's tower. (Or someone could intimidate a defeated A.I.M. agent to unlock the information for them. Such a search pulls up the following message:

**Recipients:** [undisclosed]  
**Sender:** High Priest  
**Subject:** Operation: Babel

[A.I.M. level 9 security clearance required.]  
 [Processing clearance.]  
 [Clearance accepted.]

Greetings, high-level members of Advanced Idea Mechanics. We stand on the threshold of scientific greatness. We have been given a mission, a mission from one of the greatest minds on the planet, a mission to reshape the world. No doubt you are currently focusing your attention on gathering assets from the recent alien invasion. Relegate the search and recovery of such items to the lower-members of your science cell, and report to the coordinates encrypted in this email immediately. We now have the plans to create a weapon to bring the entire Gah Lak Tus swarm under our control along with their new master. Dr. Richards has seen to it that his invention will be able to call the swarm from its extradimensional prison, and make it slave to our

commands. The world will tremble before our swarm and will bow to us. A.I.M. will rule the world, and science will be our god!

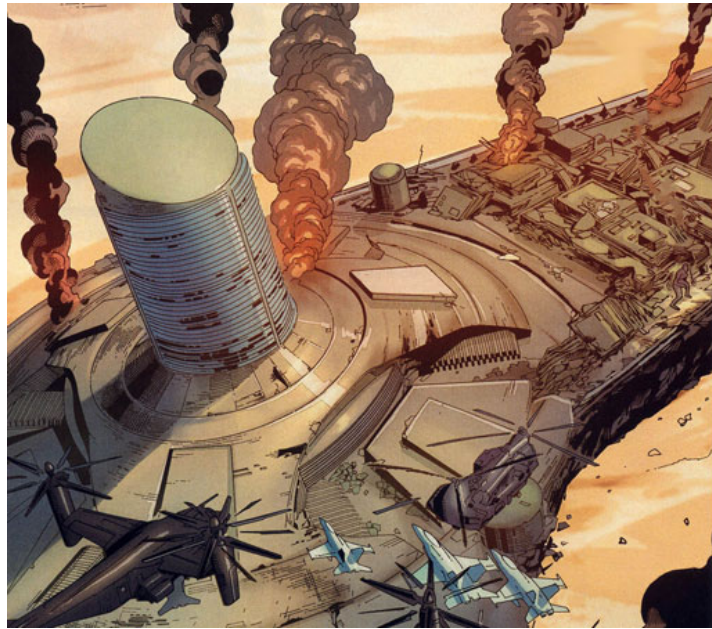
Perge ad gloriam!

After deciphering this message and the coordinates held therein, the heroes discover that Operation: Babel is taking place at the former headquarters of S.H.I.E.L.D.: the Triskelion.

## **ACTION: TOWER-1610**

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For years, the Triskelion served as S.H.I.E.L.D.'s base of operations in America. Later, it also served as the headquarters for the Ultimates and a prison for superhuman threats. The Triskelion has been damaged and rebuilt countless times over the years, but was completely destroyed during Reed Richards' war on Earth. After the battle, S.H.I.E.L.D. appropriated Reed Richard's floating fortress Aleph-One and used it to rebuild the



Triskelion. After S.H.I.E.L.D. was dismantled for failing to successfully protect the world, the Triskelion was left abandoned.

S.H.I.E.L.D.'s evacuation of the Triskelion left their old headquarters **A HOLLOW SHELL OF A BUILDING**, but A.I.M. deemed it the perfect location to build the Council of Four's tower (they also couldn't resist the poetic justice of using their old enemies' base in their greatest achievement). A.I.M. reactivated the Triskelion's **EXTRAORDINARY SECURITY FEATURES** – meaning most of the building is constructed of steel lined with Vibranium and features surveillance equipment to raise alarm at the first sight of intruders. Beneath the Triskelion's main complex is a secure superhuman prison, equipped with **POWER-NEUTRALIZING AGENTS** (introduced through drugs in the food, power-dampening fields, etc.). Those without extensive knowledge of the facility or, least of all, a map of the facility will become lost in the **MAZE OF HALLWAYS** meant to deter escaping superhumans. With A.I.M. setting up shop here, the Triskelion also hosts a variety of **HIGH-TECH BOOBY TRAPS** and plenty of

advanced weapons and untested technology – all of which are **PRONE TO EXPLODE**.

If any A.I.M. agents escaped from the warehouse or if the Triskelion's security measures found the heroes before they arrive, the A.I.M. agents inside will be on **HIGH ALERT AND READY** for the heroes. However, if the heroes maintain the element of surprise, the A.I.M. agents will be caught **UNPREPARED**, as they are busy and engrossed in their world-ending project. A.I.M. is lead by High Priest George Tarleton, a.k.a. M.O.D.O.K. While different from the M.O.D.O.K. of Earth-616, the M.O.D.O.K. of Earth-1610 is no less dangerous. Most of the A.I.M. agents posted here are scientists unlike the soldiers posted at the warehouse, but they will still fight to protect their project, especially as long as their leader is fighting. Along with the mob of A.I.M. scientists, M.O.D.O.K. merges himself with an advanced mecha suit to fight the heroes alongside three other A.I.M. mechas.

**A.I.M. SCIENTISTS**

Team  
6 6 6 6 6

Distinctions  
Our Lives For Science  
Trained For Scientific Discovery

A.I.M. GEAR  
Blaster 6      Body Armor 6      HazMat Suit 6

Power Sets  
SFX: *Area Attack*. Target multiple opponents. For every additional target, add a d6 and keep an additional  
SFX: *Immunity*. Spend d6 from the doom pool to ignore stress, trauma, or complications from airborne poisons or diseases, radiation or chemicals.  
Limit: *Mob Cohesion*. Defeat Team Dice (with d8 stress) to reduce mob.



**M.O.D.O.K.**

Solo **8** Dismembered, Floating Head  
 Buddy **6** High Priest of A.I.M.  
 Team **10** The Price of Knowledge

**GAH LAK TUS SAVANT**  
 Cybernetic Senses **10** Technology Mastery **10** Energy Blast **8**  
 Enhanced Reflexes **3**


SFX: *Adapt.* Add a d6 to your reaction dice pool for each failed reaction made against an opponent during this Scene.  
 SFX; *Reassess.* When taking an action, spend a doom die to add Cybernetic Senses (or step Cybernetic Senses by +1 if already included in your dice pool) and reroll all dice.  
 SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from dehydration, disease, poison, starvation, or vacuum.  
 Limit: *Abort/Retry/Fail.* Shutdown any GAH LAK TUS SAVANT power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

**ADVANCED MECHA**  
 Superhuman Senses **10** Superhuman Strength **10** Superhuman Durability **10**  
 Gatling Gun **3** Flamethrowers **10** Flight **6**

SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.  
 SFX: *Auto-Reactive Systems.* On a successful reaction against a close-combat action, inflict physical stress with the effect die. Spend a doom die to step it up.  
 SFX: *Burst of Fire.* Against a single target, step up or double Flamethrowers die. Remove the highest rolling die and use three dice for the total.  
 SFX: *Learn to Adapt.* Add d6 to M.O.D.O.K.'s doom pool for each failed action against a specific superhuman target.  
 SFX: *Rocket Punch.* Step back highest die in an attack action pool to add a d6 and step up physical stress inflicted by +1.  
 Limit: *Huge.* Change Superhuman Durability into a size-related complication to step up the lowest die in the doom pool or add a d6 doom die.  
 Limit: *Electronic Systems.* When targeted by an electromagnetic attack, shutdown ADVANCED MECHA to step up the lowest die in the doom pool or add a d6 doom die.

Specs Cosmic Expert **3** Crime Expert **3** Menace Expert **3** Science Master **10** Tech Master **10**

**George Tarleton**



After defeating M.O.D.O.K. and A.I.M., the heroes must find and destroy the Council of Four's tower. However, searching the Triskelion and maybe finding a few booby traps or power-dampening fields along the way, the heroes can find no tower being constructed. The reason no tower is being constructed, is because A.I.M. is converting the hollowed out Triskelion as the conduit tower. Machines and tech attached to the walls and columns and electrical outlets all across the tower may tip off heroes specializing in technology or mechanics. After realizing that the Triskelion itself is the Council of Four's tower, there is only one option left to the heroes: they have to destroy the tower. There are plenty of explosive and hazardous materials left behind by A.I.M. to use, but allow the PCs to get creative in their destruction.

Once the Triskelion is leveled and the Council of Four's presence extinguished in this world, it is time to return to Uatu's Citadel.

## EARTH-9811

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Earth-9811 is set 20 years in the future. As such, a lot of the superheroes of the past have either grown up, grown old, or retired, and now new groups and new superheroes are proving themselves in protecting the world. By this time, Spider-Man has retired (having lost his right leg in his final battle with Norman Osborn), Captain America is finally starting to feel his age, S.H.I.E.L.D. has disbanded, and the Fantastic Four has become the Fantastic Five.

Two years prior to the heroes' arrival, members of the X-Men convinced Allison Blaire, aka Dazzler, to run for president. She won in a landslide victory, becoming the first-ever mutant president. During her acceptance speech in front of the White House, however, she was killed among other X-Men and heroes assembled. As President Blaire died, Beast swore off the X-Men modus operandi and left to form his own Brotherhood.

When the time came for the Council of Four to overtake this reality, they saw promise in the embittered heart of Beast. Phoenix was sent to talk to this reality's Beast, playing on his feelings for the teammate he had once known in this reality. Beast accepted the Council's offer of making a tower to undo the damage of this world, but Beast was too intelligent to fall for their ruse, realizing the schematics would erase his world for nothing. Instead, Beast has reworked the schematics for the machine to help overcome anti-mutant bigotry in the world, by turning everyone into a mutant. He has recruited various disillusioned and dangerous superhumans to help him in the construction of the tower. As the heroes arrive, the tower nears completion and Beast is on the cusp of realizing his dream of finally creating a world safe for mutants to live in.

## HOOK

The heroes arrive in this world in the middle of Times Square in New York City. The heroes sudden and strange appearance in the middle of one of the most heavily trafficked areas of the world will no doubt draw the attention of onlookers as the crowds press around them. Also, being the doppelgängers of this reality's "golden age" heroes will only complicate things. Amidst the press of onlookers and questions and photos, the heroes see and hear an explosion in the middle distance.

## DOOM POOL

The Doom Pool for this world starts at **2d6**.




## ACTION: SOLDIERS OF THE SERPENT


The spiritual successors of the Sons of the Serpent, the Soldiers of the Serpent are a hate group that has plagued the United States for some time. While more militarized than their predecessor, the Soldiers of the Serpent are no less racist and bigoted. They believe the USA is being overrun by "mutants, mongrels, and misfits." Their most recent attempt to open the eyes of the public is by attacking a local business that has come out as a supporter of mutant rights.

The business is near the **NATIONAL ICON** Times Square and, of course, the **MASSIVE DIGITAL BILLBOARDS. CONGESTED TRAFFIC** and passersby make for **HIGH RISK OF COLLATERAL DAMAGE**.

**SOLDIERS OF THE SERPENT**

Team  *Distinctions* Militaristic  
Hatemongers

**MOB TRAITS**

Handguns  Body Armor  Gas Pellets 

*Power Sets*

SFX: *Afflict.* Add a d6 and step up your effect die by +1 when inflicting a GASED complication on a target.  
SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
SFX: *Focus.* You may replace two dice of equal size with one die +1 step larger.  
Limit: *Mob Cohesion.* Defeat Team Dice (with d8 stress) to reduce mob.



## TRANSITION: THE CAVALRY ARRIVES

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As the heroes defeat the Soldiers of the Serpent, and the onlookers begin to crowd the street to look at these legends from the golden age of heroes, the heroes of Earth-9811 arrive. **(There are quite a few heroes associated with this world and, in an attempt to make this roster more manageable, you may choose to only have teams associated with the heroes arrive.** So, if you have Avengers and X-Men in your roster of PCs, then the Avengers and X-Men of Earth-9811 arrive on the scene. This reduces the amount of characters you have to keep up with and makes those heroes that do arrive have a real connection with characters that may be their parents, predecessors, or younger selves.)

The PC heroes' arrival no doubt hit the Internet and social media sites soon after the bright flash of light transported them to the middle of Times Square. The heroes of Earth-9811 thereby soon learned of their doppelgängers arrival and set out to find them. Though they are not as suspicious and distrusting as the heroes of Earth-1610, the heroes of Earth-9811 are still curious as to why heroes from their past have shown up in their time.

After discussing and sharing stories, it should come time for the PCs to leave to continue their search for those allies of the Council of Four in this world. The heroes of Earth-9811 know of no tower being built or any extra-dimensional disturbances, but promise to help out the heroes in any way they can. Players willing to spend XP may unlock heroes of Earth-9811 as more direct allies while in their world or unlock them as a main character for the rest of the Event as described on page 13 in the Unlockables section.

At this point, the only lead the PCs have is the Soldiers of the Serpent. An angry, embittered group of individuals that think the world is heading for ruin? Sounds just like the group the Council has targeted in the past.

If the PCs come up with this line of thought or if the heroes of Earth-9811 reveal it to them, the rest of this Scene is occupied with the heroes trying to find the Soldiers of the Serpent base. By digging through archives in the Avengers Mansion (now called Avengers Compound), by interrogating a Soldier of the Serpent, or by talking with the heroes of Earth-9811. Avengers who clashed with the original Sons of the Serpent (Captain America, Scarlet Witch, Hawkeye, and Wasp) will recall that the Sons often went in disguise and operated out of media centers, using their disguised identities to spread their hate and slander through talk shows. A search of the area or questioning turns up a media center in New York City that is known for its pointed conversation and opinionated shows. If that doesn't provide proof enough for the heroes to investigate this media center more closely, the radio talk show host is named J.C. Pennysworth – a name the classic Avengers will recognize as an integral leader of the Sons of the Serpent in the past.

## Heroes of Earth-9811:


Here is a list of the heroes of Earth-9811 listed by their affiliated team, complete with a short bio and datafile.

### Avengers

Ten years after the Avengers disbanded and the Avengers Mansion was repurposed to serve as a museum of Avengers history, Kevin Masterson (the son of Avenger Thunderstrike) visited Avengers Compound and found his father's mace. The Norse God Loki decided to steal the mace and accidentally triggered a series of events that culminated in the formation of a new team of Avengers. This generation of Avengers is led by American Dream.

**Shannon Carter** is the younger cousin of S.H.I.E.L.D. agent Sharon Carter and grew up idolizing Captain America. After serving as a tour guide for Avengers Mansion and undergoing rigorous physical training, she was offered a position on the Avengers team. Joining the team under the name American Dream, Shannon soon proved herself worthy of Captain America's legacy and even earned the shield of an alternate reality version of Captain America's shield.

AMERICAN DREAM		Shannon Carter
Solo	4	Natural Born Leader
Buddy	6	Earning the Shield
Team	8	Lady of Liberty
<b>PEAK HUMAN CONDITIONING</b>		
Enhanced Reflexes	6	Enhanced Stamina 8
SFX:	<i>Focus.</i> In a pool including a PEAK HUMAN CONDITIONING power, you may replace two dice of equal size with one die +1 step larger.	
Limit:	<i>Exhausted.</i> Shutdown PEAK HUMAN CONDITIONING to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.	
<b>CAPTAIN AMERICA'S SHIELD</b>		
Godlike Durability	6	Weapon 6
SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.	
SFX:	<i>Ricochet.</i> Step up or double Weapon die against a single target. Remove highest rolling die and add an additional die to your total.	
Limit:	<i>Gear.</i> Shutdown CAPTAIN AMERICA'S SHIELD and gain 1 PP. Take an action vs. doom pool to recover.	
Specs	Acrobatic Master 10	Combat Expert 8    Psych Expert 8



While being bullied in the schoolyard, **Zane Yama** discovered he had the ability to, for limited increments of time, manifest powers similar to those of his father, the Unstoppable Juggernaut, a reformed villain who had gone missing on his final mission with the X-Men. Zane joined the newest incarnation of the Avengers as J2 and became a founding member. Also offered a position on the X-Men, J2 turned down the offer, but maintained a friendly relationship with the X-Men. J2 later discovered his father was being held in an extra dimensional prison and, with the help of the new Sorcerer Supreme (Wiccan) J2 rescued his father. Cain Marko decided to retire from super heroics and was more than proud to let his son carry on his heroic legacy.

<b>J2</b>		<b>Zane Yama</b>	
Solo	8	Son Of The Juggernaut	
Buddy	4	Born To Be A Hero	
Team	6	You Can't Stop Me!	
Distinctions			
<b>CYTTORAK CONDUIT</b>			
Godlike Strength	8	Superhuman Stamina	10
Godlike Durability	8	Growth	6
		Psychic Resistance	8
Power Sets	SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional opponent, add a d6 and keep an additional effect die.	
	SFX:	<i>Invulnerable.</i> Spend 1 PP to ignore Physical stress or trauma unless caused by mystic attacks.	
	SFX:	<i>Immunity.</i> Spend 1 PP to ignore stress, trauma, or complications from telepathy, mind control, or psychic attacks.	
	SFX:	<i>Mystical Healing.</i> Spend 1 PP to recover your own Physical stress or trauma by -1.	
	Limit:	<i>Limited Duration.</i> Shutdown CYTTORAK CONDUIT and gain 1 PP. Spend a Transition Scene to recover.	
	Limit:	<i>My Helmet!</i> Shutdown Psychic Resistance and gain 1 PP. Take an action vs doom pool to recover.	
Specs	Combat Expert	8	Psych Expert
		8	6



The hero known as **Mainframe** is actually an android created by Tony Stark to carry on the Iron Man legacy after Stark retired. Brought online when Loki's trolls attacked Kevin Masterson, Mainframe assembled a roster of reserve Avengers and saved Masterson, and then appointed himself as leader of the new Avengers. After being critically injured, it was revealed that Mainframe could download his personality and memories into a replacement body assembled on an orbiting Stark Industries satellite. Mainframe became more than a high-tech hero to his teammates, he became a friend. Mainframe even learned to share his duties as leader of the Avengers with American Dream.

## MAINFRAME

Solo **6** Advanced Future Tech  
 Buddy **4** Hardheaded Robot  
 Team **8** Tony Stark's Legacy

Distinctions

### STARKTECH BODY

Enhanced Reflexes **8** Enhanced Speed **8** Repulsor Blast **8**  
 Subsonic Flight **8** Superhuman Strength **10**  
 Superhuman Stamina **10** Superhuman Durability **10**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Boost.* Shutdown your highest rated STARKTECH BODY power to step up another STARKTECH BODY power by +1. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Download Consciousness.* When Mainframe is stressed out, spend 1 PP to remove him from the Scene. Mainframe returns next Scene with no stress.

SFX: *Multipower.* Use two or more STARKTECH BODY powers in a single dice pool at -1 step for each additional power.

SFX: *Unibeam.* Step up or double Repulsor Blast on your next roll, or spend 1 PP to do both, then shutdown Repulsor Blast. Activate an opportunity to recover or during a Transition Scene.

Limit: *Charged Systems.* Shutdown highest-rated power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

Specs Science Master **10** Tech Master **10**

Power Sets



## SPIDER-GIRL

Solo **6** Daughter of Spider-Man  
 Buddy **8** Parker Luck  
 Team **4** With Great Power Comes Great Responsibility

Distinctions

### SPIDER-POWERS

Enhanced Senses **8** Enhanced Stamina **8** Superhuman Reflexes **10**  
 Superhuman Strength **10** Wall-Crawling **6**

SFX: *Second Wind.* Before you make an action including a SPIDER-POWERS, you may move your physical stress die to to the doom pool and step up the SPIDER-POWERS power for this action.

SFX: *Spider-Sense.* Spend 1 PP to add Enhanced Senses (or step up if already in pool) and reroll all dice on a reaction.

SFX: *Spider Tracer.* Spend 1 PP to use an effect die to create a Traced complication on a target. You may track that target anywhere until the complication is removed or Enhanced Senses is shut down.

Limit: *Exhausted.* Shutdown any SPIDER-POWERS power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

### WEB-SLINGING

Enhanced Durability **8** Swingline **8** Weapon **8**

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

SFX: *Web Constructs.* When creating web-related assets, add a d6 and step up your effect die.

Limit: *All Out!* Shutdown WEB-SLINGING to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

Specs Acrobatic Master **10** Combat Expert **8** Psych Expert **6**

Power Sets

May "Mayday" Parker



**May Parker** is the firstborn child of Peter and Mary Jane Parker. After being kidnapped by the Green Goblin, Peter rescued his daughter at the cost of his own leg. Instead of accepting a bionic leg when Mr. Fantastic offered him one, Peter decided to retire and focus on being a husband and a father. Despite her parent's hopes, May began to manifest her father's spider-powers at the age of fifteen and donned a version of her father's Spider-Man costume to become the Amazing Spider-Girl. Through battles, family troubles, and teenage drama, Spider-Girl proved herself worthy of the Spider-Man legacy and was allowed to continue her heroic adventures with her parents' blessing.

**Cassandra "Cassie" Lang** is the daughter of Scott Lang – the second Ant-Man. Cassie idolized her father and his life as a hero, so much so that she often stole Pym Particles from her father's Ant-Man gear for years, up until the point of his death. After seeing the first adventure of the Young Avengers, Cassie adopted the guise of Stature and joined the team, her prolonged exposure to Pym Particles giving her powers similar to her father's. After serving on the team for years, the Young Avengers were disassembled and Cassandra went on to earn her Ph.D. in Physics. When Mainframe sent out the call for reserve Avengers, Cassandra answered the call now under the super hero identity, Stinger. She joined the team and often clashed with Mainframe over leading the team, until they both agreed that American Dream should serve as the leader.

### STINGER

Solo 4 Ant-Man's Daughter

Buddy 6 Super Hero Veteran

Team 8 Independent Woman

Distinctions

**NOW I'M BIG**

Enhanced Stamina 8 Growth 10 Superhuman Durability 10

Superhuman Strength 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Gargantuan.* Step up or double a NOW I'M BIG power for one action. If the action fails, add a doom die equal to the normal rating of that power.

Limit: *Size Matters.* Turn Growth into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover the power.

**NOW I'M SMALL**

Enhanced Reflexes 8 Shrinking 10 Enhanced Flight 6 Bio-Electric Sting 8

SFX: *Can't Hit Me Now.* Step up or double a NOW I'M SMALL power for your next reaction. If that reaction fails, add a die to the doom pool equal to the normal rating of that power.

SFX: *Miniaturized Arsenal.* When using NOW I'M SMALL to create tech-related assets, add a d6 and step up your effect die.

SFX: *Sting Barrage.* Step up or double Bio-Electric Sting for your next action. Remove highest rolling die and use three dice for your total.

Limit: *Guilt Complex.* Change Shrinking into a guilt-related complication to gain 1 PP. Activate an opportunity or remove the complication to recover power.

Limit: *Mutually Exclusive.* Shutdown NOW I'M SMALL to activate NOW I'M BIG. Shutdown NOW I'M BIG to recover NOW I'M SMALL.

Specs Combat Expert 8 Psych Expert 8 Science Master 10 Tech Master 10

Dr. Cassandra "Cassie" Lang



Power Sets

## Fantastic Five

Over the years, the Fantastic Four went through many secondary members, but the primary four members stayed at the core of the team. When Reed and Sue left to repair damage done to the wall of reality, Human Torch decided to reform the team in the Richards' absence. Along with his longtime ally Thing and his wife Lyja, Human Torch also recruited his nephew Franklin Richards as Psi-Lord, and a robot of Reed's creation named Big Brain to create the new and improved Fantastic Five.

The brilliant Reed Richards built the robot **Big Brain** to act as a replacement for himself and his wife Susan on the Fantastic Five. Big Brain was built with Reed's intelligence and Sue's ability to project force fields. Big Brain acted independently, but could be remotely controlled by Reed Richards if need be. After undergoing a version update, Big Brain became more humanoid in appearance and continued to serve alongside his family in the Fantastic Five.

### BIG BRAIN

Solo	4	Distinctions	Dr. Richard's Intelligence
Buddy	6		Built To Serve
Team	8		Does Not Compute

**MRS. RICHARDS' POWERS**

Force Blast Godlike Durability Invisibility

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.


**SFX:** *Force Constructs.* When using MRS. RICHARDS' POWERS to create assets, add a d6 and step up your effect die.

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

**SFX:** *Reactive Power.* Spend 1 PP to add a MRS. RICHARDS' POWERS power to another character's reaction pool before rolling. If that character takes Physical Stress, take d6 Mental Stress.

**Limit:** *Just A Robot.* Big Brain cannot take Emotional Stress. Redirect any Emotional Stress to Mental Stress and step it up by +1 to gain 1 PP.

**Specs** Cosmic Master Medical Expert Science Master Tech Master Vehicle Expert



**Jonathan Storm** has grown up quite a bit from the hotheaded and youthful hero he was twenty years ago. He has married, had a son (Torus), and become the capable leader of the Fantastic Five in the absence of his sister and brother-in-law.

### HUMAN TORCH

Solo 4 Been There, Done That

Buddy 6 All Grown up

Team 8 Family Man

Distinctions

**FLAME ON!**

Fire Mastery 40    Flame Blast 40    Supersonic Flight 40

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**SFX:** *Fiery Body.* On a successful reaction against a physical attack, inflict physical stress with your effect die at no PP cost. Spend 1 PP to step it up.

**SFX:** *Immunity.* Spend 1 PP to ignore stress or trauma from fire, heat, or cold.

**SFX:** *Multipower.* Add more than one FLAME ON! powers to your dice pool. Step back each FLAME ON! power in your pool once for each die beyond the first.

**SFX:** *Nova Flame.* Step up or double all FLAME ON! powers for that scene, or spend 1 PP to do both. Take second-highest rolling die of each subsequent action or reaction as physical stress.

**Limit:** *Extinguished.* Shutdown all FLAME ON! powers vs. a flame-retardant attack to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

**Specs**    Acrobatics Expert 8    Cosmic Expert 6    Psych Expert 8    Tech Expert 6    Vehicles Expert 6

**Jonathan Storm**



### MS. FANTASTIC

Solo 4 Motherly Instincts

Buddy 6 Former Skrull Infiltrator

Team 8 Mrs. Johnny Storm

Distinctions

**SKRULL AGENT**

Enhanced Reflexes 8    Enhanced Stamina 8

Flight 6    Shapeshifting 40

**SFX:** *Claws.* Step back the highest die in an attack action pool to add a d6 and step up physical stress inflicted by +1.

**SFX:** *Immunity.* Spend 1 PP to ignore stress or trauma from vacuum, hunger, thirst, or fatigue.

**SFX:** *Training.* Replace Shapeshift die with 2d8 or 3d6 on your next roll.

**Limit:** *Thin-Skinned.* Gain 1 PP to step up emotional stress from taunting, insults, etc.

**SUPER SKRULL ENGINEERING**

Bio-Blast 8    Enhanced Durability 8


**SFX:** *Concentrated Blast.* Against a single target, step up or double Bio-Blast die. Remove the highest rolling die and use three dice for the total.

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

**Specs**    Acrobatic Expert 8    Combat Expert 8    Cosmic Expert 8    Covert Master 10    Menace Expert 8

Psych Expert 8    Science Expert 8    Tech Expert 8    Vehicle Expert 8


**Lyja Storm**



A member of the war-like Skrulls (sworn enemies of the Fantastic Four) **Lyja** was originally sent to infiltrate the Fantastic Four under the disguise of Alicia Masters. She was able to succeed in this ploy for some time until she developed very real feelings for Human Torch. When Johnny found out the truth about her, he rejected her and the two were separated for some time. Eventually, they reunited, overcame their differences, and were married. Now, Lyja fights alongside her husband as Ms. Fantastic.

Son of Reed and Sue Richards, **Franklin Richards** was born a mutant with immense psionic abilities. Even before his birth, strange energies flowed through Sue's body, nearly killing her, until Annihilus' Cosmic Rod brought the energies under control. As a child, Franklin's latent psionic powers manifested and he was able to travel to other realms, see possible futures, and even create pocket realities. Franklin even used his powers to resurrect his stillborn sister, Valeria, in his mother's womb, but the effort seemingly cost him his powers. As an adult, Franklin's powers returned and through training, he now has better control over them. He joined his uncle's new Fantastic Five team under the codename Psi-Lord.

<b>PSI-LORD</b>		<b>Franklin Richards</b>
Solo	<b>6</b>	Limitless Power
Buddy	<b>8</b>	Nexus Being
Team	<b>4</b>	Son of Galactic Adventurers
	<b>Distinctions</b>	
<b>BEYOND OMEGA LEVEL PSION</b>		
Telepathy	<b>10</b>	Telekinetic Blast <b>10</b> Transmutation <b>16</b>
Subsonic Flight	<b>8</b>	Telekinetic Mastery <b>10</b> Psychic Senses <b>16</b>
Psychic Resistance	<b>16</b>	
<b>Power Sets</b>	<p>SFX: <i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.</p> <p>SFX: <i>Bend Reality.</i> When an opportunity is activated to add a d6 to the doom pool, spend 1 PP and replace it with a d4.</p> <p>SFX: <i>Dreamscape.</i> Shutdown all BEYOND OMEGA LEVEL PSION power to gain Intangibility d12 and Invisibility d10. You may use a shutdown power while in this form at the cost of 1 PP. Your physical form remains where you left it, and for as long as you remain out of sight of it any stress or complications that target your body directly are stepped up.</p> <p>SFX: <i>Powerful Psychic.</i> Step back the highest die in your attack pool to add a d6 and step up mental stress inflicted.</p> <p>SFX: <i>Push The Limits of Reality.</i> Step up or double any BEYOND OMEGA LEVEL PSION power for one action. If that action fails, add a die to the doom pool equal to the moral rating of that power die.</p> <p>SFX: <i>Very Real.</i> Add a d6 and step up your effect die by +1 when using BEYOND OMEGA LEVEL PSION to create assets.</p> <p>Limit: <i>Growing Dread.</i> Both 1 and 2 on your dice count as opportunities when using BEYOND OMEGA LEVEL PSION power, but only 1s are excluded from being used for totals or effect dice.</p> <p>Limit: <i>Mutant.</i> When affected by mutant-specific complications or tech, earn 1 PP.</p>	
<b>Specs</b>	Cosmic Expert <b>6</b>	Psych Expert <b>8</b> Tech Expert <b>8</b>





Always a staunch believer in the power of family, **Ben Grimm** has been a member of the Fantastic Four since their beginning, even after he married long-time flame, Sharon Ventura. During a battle with Terrax, the left side of Ben's body was badly damaged, so much so that Reed had to replace Ben's left arm and leg with cybernetic parts. Still, Ben continues to fight alongside his family as the Fantastic Four's ever-lovin', blue-eyed Thing.

THING		Benjam Grimm	
Solo	4	Distinctions	It's Clobberin' Time!
Buddy	8		I'm Getting Too Old For This
Team	6		Wotta Revoltin' Development!
<b>ROCKY ORANGE HIDE</b>			
Godlike Durability 6 Godlike Strength 6 Enhanced Stamina 8			
Power Sets	SFX:	<i>Area Attack.</i> Target multiple opponents. For each additional target, add ad6 and keep an additional effect die.	
	SFX:	<i>Bionic Arm.</i> Double Godlike Strength for one action, then shutdown. Activate an opportunity to recover, or spend a Transition Scene.	
	SFX:	<i>Collateral Damage.</i> Instead of Spending 1 PP, add d6 to the doom pool to create a ROCKY ORANGE HIDE stunt.	
	SFX:	<i>Invulnerable.</i> Spend 1 PP to ignore physical stress or trauma unless caused by mystical attacks.	
	Limit:	<i>Moody.</i> Earn 1 PP and step up emotional stress caused by doubt, guilt, or self-worth by +1.	
Specs	Combat Expert 6	Cosmic Expert 8	Psych Expert 8 Vehicle Master 14



## X-Men

Always fighting for human and mutant co-existence, the X-Men finally thought they had achieved their life-long dream whenever they campaigned fellow mutant Allison Blaire into the White House. Their victory was short lived, however, when Allison was killed during her inauguration speech. After numerous X-Men died in the ensuing battle, the X-Men rallied to continue their fight for human-mutant coexistence, this time with Jubilation Lee, now calling herself Wolverine, as their field leader.

After **Piotr Rasputin** paid for the mistakes and damage he caused as the Avatar of the Cyttorrak and then as a host of the Phoenix, he regained control of his life *and* his powers to rejoin his mutant allies in the X-Men. Years later, Colossus' sister Magik gave him the Soulsword before committing suicide, bestowing on him the title of Ruler of Limbo. Now, Colossus serves as a super hero veteran and mentor to a new, younger team of X-Men, all while fulfilling his new duties as the ruler of Limbo.

### COLOSSUS

Solo 4 Ironclad Loyalty

Buddy 6 Battle-Hardened Veteran

Team 8 Ruler of Limbo

Distinctions

**ORGANIC STEEL TRANSFORMATION**

Godlike Durability 10 Godlike Strength 10 Superhuman Stamina 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Inulnerable.* Spend 1 PP to ignore physical stress or trauma results unless caused by electromagnetic attacks.

SFX: *Take the Hit.* Spend 1 PP to take physical stress intended for a nearby ally or friend.

Limit: *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown ORGANIC STEEL TRANSFORMATION.

Limit: *Heavy Metal.* On a magnetic or Vibranium attack, or while swimming, change any ORGANIC STEEL TRANSFORMATION power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific tech or complications.

**SOULSWORD**

Mystic Weapon 10 Superhuman Durability 10

Mystic Resistance 10 Sorcery 8

SFX: *Absorb.* On a successful reaction against Mystic attack action, convert your opponent's effect die into a SOULSWORD stunt or step up a SOULSWORD power by +1. Spend 1 PP to use this stunt if your opponent's action succeeds.

SFX: *Spell Augmentation.* Add a d6 and step up your effect die by +1 when inflicting a mystical complication on a target.

SFX: *Strike the Ethereal.* When your target uses an Intangibility power in a reaction pool, step up the physical stress inflicted.

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

Specs Combat Expert 8 Menace Expert 8 Mystic Expert 8 Psych Expert 8

Piotr Rasputin



Power Sets

**Harriet Munroe** and her twin brother T'Chaka were born heirs to the throne of Wakanda. While T'Chaka went on to undergo training to become the next king and Black Panther of Wakanda, Harriet was sent to train with the Dora Milaje. When Harriet's mutant abilities manifested, she found she had powers similar to her mother. One day, while training in the jungle, Harriet's animal empathy led her to find a black panther caught in a hunter's trap. Harriet freed the panther and befriended it, naming her Basha after Wakanda's first Black Panther. Bitter over her brother's election as the next Black Panther, Harriet decided to follow in her mother's footsteps and left Africa to join the X-Men as Kymera.

### KYMERA

Solo 8 Princess of Wakanda

Buddy 4 Elite Hunter

Team 6 Must Protect My Family

Distinctions

**LIGHTNING OF THE PANTHERO GOD**

Enhanced Reflexes 8 Superhuman Senses 10 Electrical Blast 8

Weather Influence 6 Animal Empathy 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Ferocious Hunter.* Step back highest die in your attack action pool to add a d6 and step up physical stress inflicted.

SFX: *Focus.* In a pool including a LIGHTNING OF THE PANTHERO GOD power, replace two dice of equal size with one stepped-up die.

Limit: *Rage.* Step up emotional stress caused by anger or frustration and gain 1 PP.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific tech or complications.

**BASHA**

Enhanced Strength 8 Enhanced Speed 8 Superhuman Senses 10

Enhanced Durability 8

SFX: *Pounce.* Against a single target, remove highest rolling die and step up physical stress inflicted by +1.

SFX: *Basha, Go!* Spend 1 PP to lend BASHA to an ally for an action or reaction.


SFX: *Vibranium Tattoos.* On a successful reaction against an Energy attack action, convert your opponent's effect die into a BASHA stunt or step up a BASHA power by +1 for your next action. Spend 1 PP to use this stunt if your opponent's action succeeds.

SFX: *To The Rescue.* If Kymera is stressed out, spend 1 PP to have BASHA remove her from the Scene.

Limit: *Separated.* Shutdown BASHA and gain 1 PP. Take an action vs. the doom pool to recover.

Specs Acrobatic Expert 10 Combat Master 8 Covert Master 10 Menace Expert 8

**Harriet Munroe**



From the moment of his enrollment at the Xavier Institute, **Quentin Quire** showed promise. However, Quentin's genius and lack of respect led him to question Charles Xavier and his ideals. He adopted the name Kid Omega and formed a group of other students calling themselves the Omega Gang. Taking the mutant drug Kick, the Omega Gang killed humans in the nearby town and then led a riot on the Xavier Institute's campus. Quentin and his gang were accosted and Quire was put into custody. After Wolverine convinced Captain America to release Quentin Quire, he was forcibly enrolled at the new Jean Grey School. As a student, Quentin remained rebellious but proved his worth in helping the X-Men defeat the Hellfire Academy, so much so that he was graduated from student to full-time X-Men. Years later, the Phoenix Force returned to Earth and chose a new host in Quentin Quire. Now a matured and respected X-Men, Quentin accepted the burden and became the new Phoenix.

## PHOENIX

Solo 8 **Sardonic Genius**

Buddy 4 **Host Of The Phoenix**

Team 6 **Punk Kid Turned Hero**

Distinctions

**OMEGA-LEVEL PSYCHIC**

Telepathy 10    Psychic Resistance 10    Mind Control 8

Psychic Blast 8    Enhanced Durability 8    Telekinetic Mastery 10

SFX: *Afflict*. Add a d6 and step up your effect die by +1 when inflicting Mental Paralysis or Amnesia complications on a target.

SFX: *Constructs*. Add a d6 and step up your effect die by +1 when using OMEGA-LEVEL PSYCHIC to create assets.

SFX: *Focus*. If a pool includes an OMEGA-LEVEL PSYCHIC power, you may replace two dice of equal size with one stepped-up die.

SFX: *Versatile*. Split Telepathy into 2d8 or 3d6.

SFX: *Powerful Psychic*. Step back the highest die in your attack action pool to add a d6 and step up mental stress inflicted.

Limit: *Mutant*. Earn 1 PP when affected by mutant-specific tech or complications.

Limit: *Psychic Feedback*. Shutdown any OMEGA-LEVEL PSYCHIC power to gain 1 PP. Activate an opportunity or spend a Transition Scene to recover.

**PHOENIX FORCE**

Cosmic Mastery 10    Cosmic Fire Blast 10    Transmutation 10    Fire Mastery 10    Supersonic Flight 10

SFX: *Area Attack*. Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Fiery Aura*. On a successful reaction against a physical attack, inflict physical stress with your effect die at no PP cost. Spend 1 PP to step it up.

SFX: *Life and Death*. Add Cosmic Mastery to your pool when helping others recover stress. Spend 1 PP to recover your own or another's physical stress or step back physical trauma by -1. You may resurrect a dead character (d12 or more physical trauma) as if they had only been stressed out. Add a d12 to the doom pool when using this SFX to resurrect a dead character.

SFX: *Unleashed*. Step up or double any PHOENIX FORCE power for one action. If the action fails, add a die to the doom pool equal to the normal rating of your power.

SFX: *Phoenix Top*. In a pool including a PHOENIX FORCE powers, step up or double any OMEGA-LEVEL PSYCHIC power or spend 1 PP to do both for one action. If the action fails, take your effect die as Mental stress.

Limit: *Cosmic Power*. Both 1s and 2s count as opportunities when using a PHOENIX FORCE power, but only 1s are excluded from being used as totals or effect dice.

Specs Cosmic Expert 6    Menace Expert 6    Psych Expert 6    Tech Expert 6    Science Expert 6

Quentin Quire



Power Sets

The son of well-educated and highly successful parents, **William “Billy” Kaplan** led a fairly normal life, even though he was frequently bullied at school. After a chance meeting with his idol Avenger, Scarlet Witch, Billy’s powers manifested. Iron Lad found him using the Avengers failsafe program and he joined the Young Avengers as Wiccan. After the Young Avengers disassembled, an aging Dr. Strange, who had chosen Wiccan to become the new arcane defender of this realm, approached Wiccan. Wiccan accepted the heavy responsibility and was trained by Dr. Strange. After failing to prevent a demonic invasion that resulted in the death of President Allison Blaire, Wiccan decided to join the X-Men and use his powers to protect humans and mutants alike.

## WICCAN

Solo Complicated Origin

Buddy Earth’s Arcane Defender

Team Dr. Strange’s Pupil

Distinctions

### MAGICAL REALITY ALTERATION

Master Sorcery Flight Mystic Lightning Blast

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Magic Mantra.* When using a MAGICAL REALITY ALTERATION power to create magical assets or inflict magical complications, add a d6 and step up the effect die.

SFX: *Multipower.* Add more than one MAGICAL REALITY ALTERATION power to your pool. Step back each MAGICAL REALITY ALTERATION power die in your pool by -1 for each die beyond the first.

SFX: *Power At A Cost.* Step up Master Sorcery by one or more for the rest of the Scene. For every step up, spend 1 PP, then inflict a Scene-based complication equal to the new die size on all present.

SFX: *Versatile.* Replace your Master Sorcery with 2d8 or 3d6 on your next roll.

Limit: *Exhausted.* Shutdown any MAGICAL REALITY ALTERATION power to gain 1 PP. participate in a Transition Scene to recover that power.

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

### MYSTICAL REGALIA

Flight Mystic Senses Teleport

SFX: *Coak of Levitation.* When including Flight in any reaction against attacks, remove the highest rolling die and add a third die to your total.

SFX: *Eye of Agamotto.* Add a doom die to your next action including a MYSTIC REGALIA or MAGICAL REALITY ALTERATION power. After your action, step up the doom die and return it to the doom pool.

SFX: *Mystic Library.* When you create a Mystic or Cosmic related resource or stunt, step up the lowest doom die to step up the stunt or resource.

Limit: *Mystic Feedback.* Shutdown MYSTIC REGALIA to gain 1 PP. Take an action vs the doom pool to recover.















Specs Combat Expert Cosmic Expert Mystic Master Psych Expert

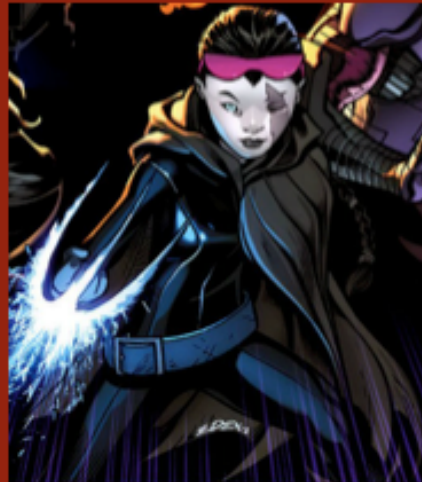
William Kaplan



Power Sets

**Jubilation Lee** was born to two prosperous Chinese immigrants and enjoyed a charmed life, until her parents were killed by two hit men and Jubilee was left without a family. After running from an orphanage and discovering her mutant ability to create “fireworks”, Jubilee was found and rescued by the X-Men. Adopted as sort of a surrogate daughter by fellow X-Men Wolverine, Jubilee embarked on many great and exciting adventures. Jubilee was one of many mutants who lost her abilities after M-Day. She donned a power suit that granted her super strength and she joined the New Warriors as Wondra. Shortly after returning to the X-Men, Jubilee was infected with vampire blood and slowly turned into a vampire. Over the years, Jubilee has learned to cope with being a vampire, such as enduring the light of the sun and controlling her bloodlust. Because of her accelerated healing factor as a vampire, Jubilee began to manifest a limited amount of her original mutant power; though, it is extremely limited in range and power. Jubilee chooses to use her powers to manifest claws in honor of her surrogate father. After the assassination of Allison Blaire, Jubilee adopted the name Wolverine and took over for Beast as the field leader of the X-Men.

<b>WOLVERINE</b>		<b>Jubilation Lee</b>	
Solo		Daywalker	
Buddy		Colorful Past	
Team		Leader Of the X-Men	
	Distinctions		
<b>VAMPIRISM</b>			
Superhuman Strength		Superhuman Durability	
Superhuman Reflexes		Enhanced Speed	
Superhuman Stamina		Intangibility	
SFX:	<i>Claws &amp; Fangs.</i> Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted. If attack is successful, spend 1 PP to remove an amount of your own Physical stress equal to you're the amount of Physical stress inflicted.		
SFX:	<i>Immunity.</i> Spend 1 PP to ignore stress, trauma, or complications caused by disease or poison.		
Limit:	<i>Blood Thirst.</i> Turn any VAMPIRISM power into a complication. Spend 1 PP after a successful use of <i>Claws &amp; Fangs</i> SFX to remove the complication.		
Limit:	<i>Light Sensitive.</i> Step up stress or complications caused by bright light to gain 1 PP.		
<b>LIMITED PYROTECHNESIS</b>			
Claws			
SFX:	<i>Focus.</i> In a pool including a LIMITED PYROTECHNESIS power, replace two dice of equal size with one die of +1 step.		
Limit:	<i>Exhausted.</i> Shutdown LIMITED PYROTECHNESIS to gain 1 PP. Activate an opportunity or spend a Transition Scene to recover.		
Limit:	<i>Mutant.</i> Earn 1 PP when affected by mutant-specific tech or complications.		
Specs	Acrobatic Master 	Combat Expert 	Crime Expert 
			Psych Expert 



## **ACTION: THE SNAKES' NEST**

---

The Soldiers of the Serpent have most recently established base in a media center, using the media center's centralized location to spring attacks on the surrounding New York City area. The Soldiers of the Serpent are led by the Egyptian God of Death, Seth, who has taken a liking to the hatemongering group that bears his sigil. Seth has bored of his war with the gods and has decided to turn the impressionable, mortal masses against one another through propaganda and talk shows, disguising himself as the talk show host J.C. Pennysworth.

The media center itself is in **CENTRALIZED LOCATION**, meaning it is nearby most major businesses, banks, and other potential targets for the Soldiers or the fallout damage from the upcoming fight. The Soldiers hideout appears at first glance to be nothing more than a typical media center, complete with **RECORDING AND MONITORING EQUIPMENT**. The overcrowded offices here feature **STACKS OF PAPERS, CLUNKY COMPUTERS, MASSIVE OFFICE FURNITURE**, and **WINDOWS EVERYWHERE**.

However, beneath the surface lies an underground complex – the real base of the Soldiers of the Serpent. This underground complex is full of **DANK TUNNELS** and **CROWDED ENCLOSED SPACES**, but is **HIDDEN FROM THE NAKED EYE**. Heroes with Superhuman or better senses can discover the secret entrance to the Soldiers' underground complex if they investigate the media center.

Seth has worked hard to establish his new identity as J.C. Pennysworth and to accumulate his mass of impressionable listeners and followers. He will not throw all that away so quickly by attacking the heroes as soon as they arrive, instead using his disguise to disarm them and refute any claims that he is connected to the Soldiers of the Serpent. Seth will only reveal himself if the heroes discover the underground complex. Even if the heroes attack him, Seth will not strike back and will instead feign death (he is the God of Death after all) at the hands of one of the PCs, shaming their name and increasing the doom pool by the hero's effect die (the harder punch the hero packs, the easier it will be for Seth to feign his death and discredit them in the eyes of the public).

If the heroes seemingly kill J.C. Pennysworth, they may have to answer to the heroes of Earth-9811 and/or the police. Which could lead to a nasty altercation in the middle of New York City. But if the heroes discover the secret entrance to the Soldier's base, Seth reveals himself and the heroes have a battle with him, discrediting him and his talk show to be nothing more than malevolent hate speech meant to turn his listeners against themselves.

The mob of Soldiers of the Serpent agents that are also in disguise in the media center and in work uniforms in the underground base only spring to attack if Seth reveals himself; knowing that any "death" the PCs bring upon J.C. Pennysworth is just a ruse planned by their cunning master.

During the fight, Seth allows his servants to fight for him, choosing to grandstand or create complications in the background. If the heroes target Seth however, the Soldiers of the Serpent use their effect die to provide support actions for their master.

## SETH

Solo	10		God Of Death
Buddy	6	Distinctions	Many Millenia Old
Team	8		The Serpent God

### EGYPTIAN SERPENT OF DEATH

Enhanced Reflexes	8	Enhanced Senses	8	Superhuman Speed	10
Godlike Strength	17	Godlike Stamina	17	Superhuman Durability	10
Mystic Resistance	6	Shapeshifting	10	Stretching	8

Hellfire Blast 8

Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Healing Factor.* Spend a doom die to recover your physical stress and step back your physical trauma.


SFX: *Immune.* Spend a doom die to ignore stress, trauma, or complication from disease or fatigue.

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

SFX: *Multipower.* Use two or more EGYPTIAN SERPENT OF DEATH powers at -1 for each additional die added beyond the first.

SFX: *Serpent's Strike.* Add Hellfire Blast to a pool already including Godlike Strength at no extra cost.

Limit: *Prideful.* Step up complications related to Pride or Arrogance to step up the lowest doom die or add a d6 to the doom pool.



Specs

Combat Expert	8	Cosmic Expert	8	Menace Master	10	Mystic Expert	8	Psych Expert	8
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If the heroes came here hoping to find the Council of Four's tower, they will be disappointed. A complete and thorough search of the media center and the secret base underneath turns up that the Soldiers were not building the Council of Four's tower. With their one lead rendered useless, the heroes may be a little discouraged. But take heart, heroes! All is not lost! A search of the premise may not turn up any blueprints or even the tower itself, but it does turn up Seth's private computer terminal. A search of this terminal (the computer is unlocked; Seth may be Many Millennia Old, but that doesn't mean he knows the importance of creating a password for your personal computer) reveals that Seth was spying on an text message correspondence between two villains: Melter (Christopher Colchiss) and Lady Stilt-Man (Whitney Day), both members of the newest incarnation of the Masters of Evil.

**Print out the following pages of text messages for your players to read.**



Messages

Whitney D

Edit

Hey

Whats up?

What do you think?

.... about what?

?

Did you not get that email?

Waht email? From Zemo?

I didn't get an email.

Nvm. I'll show it to you at the next meeting.



Send

Messages Whitney D Edit

Whoah. Was that for real?

I think so.

Why didn't I get that email?

Idk

But what do you think?

I think I should have gotten a #\*&% email!

Seriously, Whit.

What does this mean?

Do you think it has to do with what happened when Allison Blaire was killed?

Maybe

I mean, this is big, right?

Messages

Whitney D

Edit

Like, we were on the Young Master together and now we're in the major league Masters, but this - this is BIG.

Dude! Don't text that stuff! Captain Brother Eye may be watching!

Right. Sorry.

I still can't believe I didn't get an email...

Why you and not me?

Maybe because I'm a mutant and so is he? Ya know... He's all about mutants working together.

Right tell that to the X-Men. lol

Hold on! I just found out Red Wasp and Big Man just got the same email! Theyre not mutants, right?

I don't think so...



Send



Messages

Whitney D

Edit

I did grow up, Whit. I grew up and became a member of the Masters of Evil. I thought you had too. I texted you because of our... history together. I thought talking to you would help me sort all this out, but I guess not.

I'm just gonna go for a walk.

Whatever, you !\$\*@!^\$ dweeb.

Don't ever text me again.



Send

Messages Whitney D Edit

You wanna hook up later?

Chris?

Why Seth was keeping tabs on this conversation is not important. Maybe he was hoping to use information to plan the next Soldiers of the Serpent attack or maybe he wanted to glean some mutant news so he could present it to his impressionable audience with an awful anti-mutant slant. What *is* important is that the “something big” may have to do with the Council of Four and their towers. The heroes need to find the Melter fast to find out who the mysterious figure behind building this tower is!

## TRANSITION: FINDING THE VILLAINS

---

*This short scene serves as an investigation in which the heroes seek out either the Melter or Lady Stilt-Man.*

Now, time for some detective work! Much of this will be left to how the players wish to pursue getting the information, but after reading the text messages between the Melter and Lady Stilt-Man, the heroes have two targets to pursue.

First of all, after telling Lady Stilt-Man that he was “gonna go for a walk”, the Melter did leave intending to have a peaceful walk through the city, but the more he thought about the mysterious offer and Whitney’s reaction to him getting the email instead of her, the more frustrated he became. His frustration built until he finally decided to take out his frustration by robbing a bank. A small time heist just to blow off some steam; a cinch. At least, it would have been if Danielle Cage (the new Iron Fist, and daughter of Luke Cage) hadn’t been out on a late night stroll of her own. Cage defeated Melter easily and turned him over to the authorities to be put in the Raft. Currently, the Melter is still in the Raft.

After texting the Melter and not getting a response, Lady Stilt-Man decided to go to sleep. When she woke up and found out that Melter had been captured, she decided it was up to her to bust him out. Lady Stilt-Man is currently in her shoddy apartment, planning a breakout from the most secure superhuman prison on the planet.

The heroes can come across the above information in various ways. They can take the texts to any of the super hero teams of Earth-9811 that they met and befriended before. Below is a list of the teams and what knowledge they can offer after reading the text:

- **Avengers:** The Avengers, being the team that has had the most experience battling the Masters of Evil, immediately recognize the names as members of the Masters of Evil. They can provide details on their secret identities, their power sets, and even where Lady Stilt-Man lives. Melter’s arrest late last night/earlier that morning is common knowledge.
- **Fantastic Five:** Unfortunately, the FF may be the least helpful team to bring the texts to. They have little experience with the Masters of Evil and have no idea who the mutant threat could be. However, they can use sophisticated software to triangulate the location of both Lady Stilt-

Man and Melter's phone – leading them straight to Lady Stilt-Man's apartment or the Melter's location in the Raft.

- **X-Men:** The X-Men have little experience with the Masters of Evil and won't recognize the villains outside of their villainous identities. The fact that this is a mutant threat deeply concerns them and they voice that they suspect Magneta (the self-proclaimed daughter of Magneto), the new Apocalypse (formerly lovable Evan Sabahnur, a student at the Jean Grey School), or even the Brotherhood. They can shed light on the part about Allison Blaire as well, with details of her inauguration speech and how it left the X-Men fractured. **(The X-Men don't mention Beast however; leave that reveal to be a surprise!)**

Alternatively, if the heroes aren't on good terms with the heroes of Earth-9811, such as if they seemingly killed the "innocent J.C. Pennysworth", or are on the run, they may not have access to the heroes knowledge of this world or even access to the highly secured Raft (meaning they may have to break in). Or maybe they don't even take the texts to the heroes! They could easily see a news report about the Melter's arrest on a TV as they pass by, or they could use their own Specialties to discover the location of Lady Stilt-Man's apartment.

Whatever route they choose, leave this Transition Scene open for the heroes to decide what they want to do.

When the heroes do find either of the villains, they may question them on who the text was from and what it means. Lady Stilt-Man doesn't actually have the email on her (it was saved on the Melter's phone), and the Melter doesn't have his phone since he is in prison. However, both villains can give a brief overview of what the email said. Read the following below when the heroes successfully get either of the villains to open up:

*It was an email sent out to all types of villains, big and small time. He said something big was on the horizon and that if we wanted to be part of it to report to the middle of Central Park. The password was... "Excelsior" or something like that. He sounded real serious. Talked about leveling the playing field for mutants and humans alike. I wonder if he's finally come up for something to destroy humans altogether....*

When the heroes try to press the villain to reveal who sent the email, a strange thing happens. TVs, computer screens, and cellphones go dead with white noise. Heroes connected to feeds or satellites find their systems go a little haywire as well. Read the following aloud:

*As the white noise begins to clear you hear a voice. "Greetings, citizens of Earth.... Heh. I sound like a bona fide villain. My stars and*



garters..." The white noise clears and you see a fuzzy picture of a shape cloaked by shadow. The shape continues to speak. "The world stands on the cusp of evolutionary advancement. For years, mutants have been disdained, mocked, and murdered. No more. No more will mutants have to live in fear of death or mockery. A great change is coming. Like the meteor that wiped out the dinosaurs, or the invention of the atom bomb that changed everyone's way of thinking. Soon, there will no human and mutants. There will only be mutants." The figure shuffles in the shadow and at the corner of the screen, at the edges of light, you see tufts of blue fur. "I am not a villain. This is not an attempt at grandstanding. This is not a challenge to bring the heroes from their mansions and great gleaming towers to stop me. This is simply for edification. The world is going to change and as you feel your bodies morphing and turning on themselves, I want you to know why it is happening and who is responsible." The figure steps fully into the light and you see a creature with a warped, snarling face; a horn sprouting from the right side of his head, and a face covered in thick, blue fur. "I want you to know that I, Dr. Henry Phillip McCoy brought about the end of the human race and that I did it in the name of Allison Blaire and every single mutant that died before her. Goodbye, humans." And with that, the screen cuts out and returns to regular programming.

## **TRANSITION: FINDING BEAST**

---

The mysterious figure has been revealed, and his diabolical plot unearthed. Not much time is left before the tower is activated, and the heroes must quickly find where Beast is hiding. With the villain's information about a rendezvous point in the Central Park, the heroes have a starting point for their search.

Beast is actually building his tower in the Savage Land, but he has allied himself with a pair of mutants, siblings actually, that have the mutant ability to teleport people over vast distances, using their own bodies as waygates. The brother of this sibling coupling is in Central Park. As the heroes approach, the mutant will reveal himself and ask for the password, not realizing at first that the heroes aren't here to join Beast. As soon as the mutant does realize, however, he will try to run. A successful action against the Doom Pool will catch him easily enough.

If the heroes manage to play it cool and give the mutant the password, he will open the waygate for them and allow them to walk right into Beast's secret base. The heroes can, of course, always force the mutant to teleport them.

Beast's signal cannot be tracked. He is one of the smartest men on the planet and he made sure to make sure he could not be tracked. The signal is untraceable, having been bounced off of every media tower and satellite across the world. No one can track Beast's signal, except himself... If the heroic Beast from Earth-616 is present, he may be able to find his deranged counterpart. He has the opportunity to roll against the Doom Pool plus a d10 Like Minds die. If he succeeds, Beast uncovers his counterpart's familiar algorithm and discovers the original source of the signal in the Savage Land.


If Beast isn't in the party, though, the best option for the heroes is to report to Central Park to find the teleporter.

## ACTION: TOWER-9811

The mutant waygate opens up in the middle of Beast's worksite. While the teleporters may not have been intelligent enough to see through the heroes' ruse or were unable to hold up against the heroes' means of force, Beast will not stand for meddling. As soon as the heroes arrive, Beast spots them and yells for his allies to attack. Before the heroes have much time to take in what is around them, the villains are on top of them.

Beast's worksite is littered with **CONSTRUCTION TOOLS OF THE FUTURE**, and **POWER SUPPLY CONDUITS**. Beast chose this location for two reasons, 1) it far from prying eyes, and 2) the wealth of untapped Vibranium. **UNEARTHED VEINS OF VIBRANIUM** are connected to the power supply conduits, channeling the massive natural energy this land has to offer into **BEAST'S TOWER**.

BEAST		Dr. Henry McCoy	
Solo	6	A World For Mutants	
Buddy	8	Smartest Beast In The Room	
Team	10	Wearry From The Long Fight	
		Distinctions	
<b>BESTIAL MUTANT</b>			
Superhuman Durability		10	Enhanced Senses 8
Superhuman Stamina		10	Superhuman Reflexes 10
Superhuman Strength		10	Wall-Crawling 6
SFX: <i>Claws &amp; Fangs.</i> Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.			
SFX: <i>Healing Factor.</i> Spend a doom die to recover your physical stress or step back your physical trauma.			
SFX: <i>Oh My Stars and Garters!</i> Add a doom die to your next attack action. After your action, step back the doom die and return it to the doom pool.			
Limit: <i>Exhausted.</i> Shutdown any BESTIAL MUTANT power and add a d6 or step up the lowest die in the doom pool. . Activate an opportunity to recover.			
Limit: <i>Mutant.</i> When affected by mutant-specific complications or tech, add a d6 to the doom pool or step up the lowest die in the doom pool.			
Acrobatic Master		10	Combat Expert 8
Science Master		10	Cosmic Expert 8
			Medical Expert 8
			Tech Master 10



Before the fight, Beast may create a resource to help him combat the heroes, such as a **Chaingun**, **Jetpack**, or some other invention.

During the fight, Beast stays near his tower, activating it as soon as the heroes arrive and protecting it until the initiation process is completed. Much like the Tower in Earth-616, this tower whines louder and louder each turn as it warms up, and has a **d6 Timer Die**. When the timer reaches a d12, double it and move it to the Doom Pool. Using the 2d12 means that Beast's tower is activates successfully.

The heroes can use successful actions against Beast to target the Tower. Dealing more than a d12 of stress to the tower destroys it.

If the heroes were unsuccessful in destroying the tower, a wave of energy washes over the planet turning the native human inhabitants of this world into mutants. Non-mutants at the Tower's site (including half of the remaining Mob die) double over in pain as they undergo a painful, forced mutation. While the tower did not destroy the world as the Council of Four intended, or the heroes may have expected, the ramifications of the heroes' failure to save this world from Beast's machine should weigh heavily on them – represented by inflicted Emotional Stress on each hero as the Scene ends.

(The heroes are immune to the wave of mutation energy as they are from a different reality and thereby exist at a different frequency than the inhabitants of this world which the machine has been keyed to.)


Beast is accompanied by the inner circle of his Brotherhood (Holly Mayes and Raze Darkholme), who will fight with Beast until the end. Beast also managed to convert some of the Bamfs of the Jean Grey School to side with him and they favor their furry blue master. Villains, like Doom and Magneta, however, have only come to see what Beast's machine is, and while they will relish a fight with super heroes, they will leave if things begin to go south for the villains.

## BAMFS

Team Discord and Anarchy  
Tiny and Annoying

6 6 6 6

Distractions



TINY IMP MOB

Teleport d6 Wall-Crawling 6 Leaping d6 Swarm d6

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Flurry of Furry Blue Fists.* Against a single target, step up or double Swarm. Remove the highest rolling die and use three dice for your total.

SFX: *Focus.* If a pool includes a TINY IMP MOB power, you may replace two dice of equal size with one die +1 step larger.

SFX: *Multipower.* Use two or more TINY IMP MOB. Step back each TINY IMP MOB power in your pool by -1 for each die beyond the first.

Limit: *Easily Distracted.* Step up distraction-related complications to add a d6 doom die or to step up the lowest doom die.

Limit: *Mob Cohesion.* Defeat Team Dice (d8 or more Stress) to reduce mob.

Power Sets

## BIG MAN

Solo Heroic Legacy  
 Buddy Not All Bad  
 Team Test Your Worth

Distinctions

### PYM PARTICLES

Enhanced Stamina Growth Superhuman Durability   
 Superhuman Strength

Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
 SFX: *Gargantuan.* Step up or double any PYM PARTICLES power for one action. If the action fails, add a die to the doom pool equal to the normal rating of your power die.  
 Limit: *Too Big!* Change Growth into a complication to add a d6 doom die or step up the lowest doom die. Activate an opportunity or remove the complication to recover the power.

Specs Combat Expert Psych Expert

Henry Pym Jr.



## DOOM

Solo Smartest Person On Earth  
 Buddy Mine Is The Only Way  
 Team Daughter of Galactic Adventurers

Distinctions

### CALCULATED AND PRECISE

Superhuman Senses Psychic Resistance

Power Sets

SFX: *Exploit Your Weaknesses.* When creating complications, add a d6 and step up your effect die.  
 SFX: *Fantastic Countermeasures.* When creating complications specifically related to members of the Fantastic Four, add a d8 and step up your effect die.  
 SFX: *I Came Prepared.* Spend a doom die to step up a Tech Master stunt or resource and recover mental or emotional stress.  
 SFX: *Iron Will.* Split Psychic Resistance into 2d8 or 3d6.  
 SFX: *What Would Uncle Doom Do?* When using CALCULATED AND PRECISE to create assets, add a d6 and step up the effect die.  
 Limit: *Conscious Activation.* If asleep, stressed out, or unconscious, shutdown Superhuman Senses. Recover that stress or wake up to recover Superhuman Senses.

### CLOTHES OF THE MONARCH

Cybernetic Senses Energy Blast Godlike Durability Superhuman Strength

Subsonic Flight

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
 SFX: *Impervious Force Field.* Spend a doom die to ignore physical stress or trauma.  
 SFX: *Multipower.* Add two or more CLOTHES OF THE MONARCH powers to a pool. Step back each CLOTHES OF THE MONARCH die by -1 for each die beyond the first.  
 SFX: *Versatile.* Split Energy Blast into 2d8 or 3d6.  
 Limit: *Inconceivable!* Step up the lowest die in the doom pool or add a d6 doom die to step up emotional stress from opponents that offend or otherwise anger Doom.

Business Master Combat Expert Cosmic Master Medical Master Menace Master   
 Psych Master Science Master Tech Master

Specs

Valeria Richards



## DRAGON KING

Carlton T. Hackmutter

Solo **6** Can't Get No Respect  
 Buddy **4** Savage Dragon Man  
 Team **8** Slow Learner

Distinctions

### CHINESE CURSE

Superhuman Durability **10** Superhuman Stamina **10**

Superhuman Strength **10** Wall-Crawling **6** Optic Blast **8**

Power Sets

SFX: *Claws.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.

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

SFX: *Versatile.* Split Optic Blast into 2d6 or 3d4.

Limit: *Hot Temper.* Add a d6 to the doom pool and step up emotional stress by +1 caused by insults or mocking.

Specs Combat Expert **8**



## MAGNETA

Anya Magda Lensherr

Solo **6** Mistress of Magnetism  
 Buddy **4** Daughter of Magneto  
 Team **8** Power Hungry

Distinctions

### MAGNETOKINESIS

Magnetic Supremacy **12** Forcefield **10** Subsonic Flight **6**

Magnetic Pulse **10**

Power Sets

SFX: *Absorption.* On a successful reaction against an Electric or Magnetic attack action, convert your opponent's effect die into a MAGNETOKINESIS stunt or step up a MAGNETOKINESIS power by +1 for your next action. Spend a doom die to use this stunt if your opponent's action succeeds.

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Burst.* Step up or double a MAGNETOKINESIS power die against a single target. Remove the highest rolling die and add 3 dice for your total.

SFX: *Versatile.* Split Magnetic Supremacy into 2d10 or 3d8.

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

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

### MAGNETO'S HELMET

Psychic Resistance **12**

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

Limit: *Gear.* Shutdown MAGNETO'S HELMET and add a d6 doom die or step up the lowest doom die.

Specs Menace Expert **8** Psych Expert **8** Science Expert **8** Tech Expert **8**



## MOLLY HAYES

Solo Hardheaded Bruiser  
 Buddy Relentless  
 Team Powerful Young Woman

Power Sets

### MUTANT POWERHOUSE

Superhuman Durability Godlike Strength Enhanced Stamina

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Invulnerable.* Spend a doom die to ignore Physical Stress unless caused by mystic attacks.

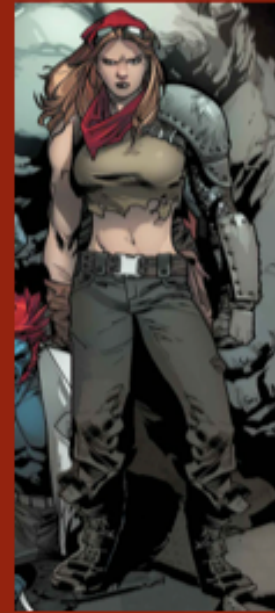
SFX: *Molly Smash!* Spend a doom die to double Godlike Strength for one action. Then step back Godlike Strength. Activate an opportunity or spend a Transition Scene to recover power.

SFX: *Versatile.* Split Godlike Strength into 2d10 or 3d8.

Limit: *Exhausted.* Shutdown a MUTANT POWERHOUSE power to add a d6 or step up the lowest doom die.

Limit: *Mutant.* When targeted by mutant-specific complications or tech, add a d6 doom die or step up the lowest doom die.

Specs Combat Expert Psych Expert



## RAZE DARKHOLME

Solo Fueled By Rage  
 Buddy A Thousand Faces  
 Team Not Bound By Honor

Power Sets

### MORPHING FERAL MUTANT

Enhanced Reflexes Enhanced Strength

Godlike Stamina Superhuman Senses

Enhanced Durability Claws

Shapeshift Psychic Resistance

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

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

SFX: *Healing Factor.* Spend a doom die to recover your physical stress and step back your physical trauma.

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

SFX: *Multipower.* Use two or more MORPHING FERAL MUTANT powers. For every MORPHING FERAL MUTANT die beyond the first, step down -1.

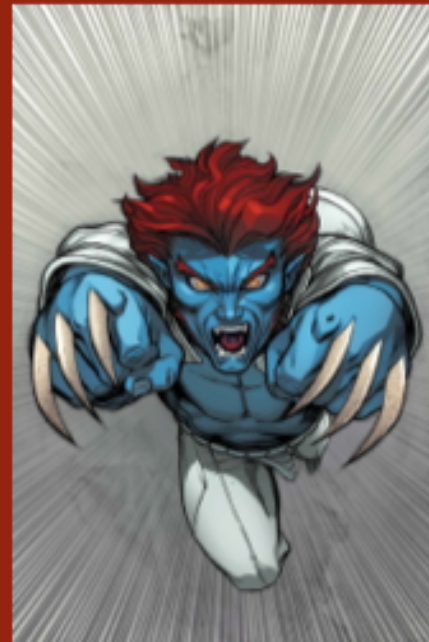
Limit: *Skin Deep.* Shutdown Shapeshift when targeted by Telepathy to add a d6 doom die or step up the lowest doom die.

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

Acrobatic Expert Combat Expert Covert Master Crime Expert Menace Master

Specs

Vehicle Expert



**RED WASP** Hope Pym

Solo **4** Daughter of Heroes  
 Buddy **8** Scarlet Vengeance  
 Team **6** You. Are. Not. Worthy!

**Distractions**

**WASP SUIT**  
 Subsonic Flight **3** Bio-Electric Blast **3** Enhanced Reflexes **3**

**Power Sets**

SFX: *Claws.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.


SFX: *Sting Barrage.* Step up or double Bio-Electric Blast for your next action. Remove highest rolling die and use three dice for your total.

SFX: *Wasp's Sting.* Spend a doom die to step up Bio-Electric Blast to d10. Step back to 2d6 for subsequent actions.

SFX: *Winged Charge.* Against a single target, step up or double Subsonic Flight. Remove the highest rolling die and use three dice for your total.

Limit: *Red With Envy.* Step up Emotional stress caused by heroes and add a d6 doom die or step up the lowest doom die.

**Specs** Combat Expert **3** Menace Expert **3** Tech Expert **3**



After the wave dissipates, the heroes may battle the remaining standing mutants in a new Action Scene. After the detonation of his mutation wave, however, Beast folds over and collapses. Beast has endured many secondary mutations in his life and while the mutation wave was aimed at humans, his body is more susceptible to mutations than other mutants, so he too is affected. This is a risk Beast was aware of, and a risk he was willing to take. As his body undergoes a final, painful mutation, Beast smiles and dies knowing he has made a world finally safe for mutants. After Beast's death, the tower can be easily destroyed, and the pathway back to Uatu's Citadel opened once more.

## EARTH-2150

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The history of Earth-2150 was much the same as the history of Earth-616, until an unknown superhuman crash-landed in the middle of New York City, bringing with him a disease that turned infected individuals into flesh-eating zombies. The Avengers were the first on the scene and were the first to be infected. The disease spread quickly throughout the world, sped along by the superhuman infected. Those that fought were either killed or infected. Likewise, armies and governments were overturned, and, within months, 99% of the world's population was infected.

In New York, the epicenter of the breakout, Emma Frost gathered the survivors together in the remnants of the Jean Grey School for Higher Learning. A year passed since the initial breakout, and despite the illusion of security the walls of "X-Haven" provided, not all of the survivors that originally took shelter at the school survived. The greatest threat to X-Haven came not from zombies, but from one of their own when the Punisher refused to work with ex-super villains like Emma Frost and the Living Laser. After a catastrophic fight inside the walls, it was decided that Punisher be turned out into the zombiefied world to conserve the safety of the survivors.

A year passed since the initial breakout, and the survivors of X-Haven have lost hope that things would ever return to normal. Preying on this desperation, the Council of Four sent Spider-Man to convince Emma Frost that heroes all across the country were building towers that, when linked together, would destroy the zombie hordes. Not wanting to incite a panic if the tower did not



work, Emma entrusted the task of building the tower to a small group of survivors. But the construction group met an untimely and grim demise at the hands of a roaming zombie pack. The entire incident was covered up as a failed supply run.

Frost – who's time spent as an avatar of the Phoenix left her psychic powers weakened and nearly non-existent – found that her powers of telepathy were returning, though nowhere near the strength they had once been. While experimenting with her powers on a nearby zombie, Emma discovered that a piece of the zombie's brain remained active (albeit a small and reptilian part of the brain, but a piece nonetheless) and it was susceptible to her mind control abilities. Through practice, Emma found she could exert her influence over a crowd of zombies.

With renewed interest and an inexhaustible supply of workers, Emma resumed the construction of the tower, this time with Dr. Nemesis operating alongside her and her zombie horde. As Dr. Nemesis studied the plans, however, he realized the true and terrifying purpose of the tower and reported his findings to Emma Frost. Rather than risking a riot or collapse of morale among the survivors, Emma pruned into Dr. Nemesis' brain, erasing all memory of the tower and of her returned telepathic abilities. Now, faced with the reality that there is no future for their world beside destruction, Emma has resolved to complete the machine and use it to end the world as a mass mercy killing.

As her labor continued, however, she found that the zombies stopped responding to her commands and she sensed another powerful psychic manipulating the minds of her workers. Not the powerful psychic she once was, Emma was unable to combat the psychic and was forced to abandon the tower yet again. On the precipice of completing the tower, Emma is desperate to find this psychic interloper and deal with it.

After the zombie breakout, Zebediah Killgrave (aka the Purple Man) found he could use his pheromone-based mind control on zombies. Using his chemical persuasion to mask his presence to zombies and turn them on super heroes that were pursuing him, Purple Man survived easily for months after the zombie breakout. As the world governments fell and anarchy began to reign, Purple Man realized that his dream of world conquest was finally at hand. Dosing himself with MGH to amplify his mind control powers, Purple Man has brought a veritable army of zombies under his control. He became aware of the superhuman sanctuary to the north when he was using his mind control on zombies beyond the city's limits. He felt the presence of another psychic in their minds, but easily pushed the presence out. Knowing that the old Jean Grey School is housing superhumans, Purple Man knows that they will cause him problems if he does not deal with them soon.

It has been twenty-six months since the initial zombie outbreak in New York City...

# HOOK

The heroes arrive in this world in the midst of the ruins of New York City.

# DOOM POOL

The Doom Pool starts at **3d8** for this world.



# ACTION: ZOMBIES!!

As the heroes survey the surrounding area, they are immediately put off by the **EERIE SILENCE** hanging in the air, where there once was the blaring of horns and the chatter of crowds. The buildings around them are **EMPTY SHELLS**, with stores having been looted during the apocalypse and apartment complexes emptied in the mass evacuations that took place. **CONCRETE BARRICADES** are strewn about the streets, serving as grim and bloody reminders of where police and military had their final stands against the overwhelming zombie hordes. As the heroes search around, they will no doubt uncover, **MASS GRAVES** of the dead. Covered in gore and blood, the sight is grisly, but should not yet point to zombie apocalypse.

While New York City may appear quiet and empty, it is actually filled with millions of zombies, all waiting for the first scent or sound of living bodies. As the heroes explore their noise will attract the attention of a wandering zombie pack or they may even stumble upon some zombies clumped together in a **TIGHTLY PACKED SPACE**.

When the heroes run into the zombies, the zombies attempt to use their Grab to created a Grappled complication on any heroes they can and then they use their Bite to feed on those Grappled targets.

**ZOMBIE MOB**

Team  
**6 6 6 6 6**

Distinctions  
The Walking Dead  
Hunger!  
Shambling

**ZOMBIE MOB**  
Swarm **8** Grab **8** Bite **6**

Power Sets  
SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.  
Limit: *Mob Cohesion.* Defeat Team Dice (d8 or more Stress) to reduce mob.

## **TRANSITION: A MOMENTARY RESPITE**

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After the PC's initial encounter with the zombies, frame a transition scene for the heroes to rest and recover wounds. Or, if things went horribly awry, frame this Transition Scene in order for them to escape the zombies or make sure the zombies cannot reach them; such as by leaping onto a tall building.

Once the heroes have had time to deal with their stress and infections (if any), move on to the next Scene.

Where medical science and superhuman healing factors fail to remove the zombie infection, cosmically powered beings prove they have the power to overcome the zombie infection. Characters like Phoenix or Psi-Lord of Earth-9811 have godlike powers over life and death. Both are capable of removing (or even "burning" away) the infection if they are in the party. If they are not, or if the heroes have not even ventured to Earth-9811 yet, Uatu the Watcher may also be able to remove the infection, but such an option would require spending 5 XP akin to unlocking a Minor Event Resource. Alternatively, you as the Watcher may choose to not let the zombie infection be healed at all! Making the character live with the threat of the zombie infection until they turn or are killed.

## **ACTION: ZOMBIE POWER PACK**

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The four Power children (Alex, Jack, Julie, and Katie) were once a group of ordinary children until they acquired powers from dying aliens and became the sensational Power Pack. After using their powers to fight crime and save the world from evil alien races like the Snarks, the Power Pack retired to live a normal life with their parents.

When the zombie infection began, the Power children could not just sit by and watch their friends and superhero idols die. They joined the fight, despite their parents' begging. Sadly, the four Power children were infected along with most of the superhuman community. Now, the Power Pack wanders the streets of New York, their basic minds still recognizing that they are a family, searching for food. The sound of the PC's battle with the zombie horde will draw their attention, and as soon as the Power Pack finds the heroes, they pounce, eager to consume.

## ALEX POWER

Solo	6	Distinctions	Big Brother
Buddy	4		Ex-Human
Team	8		The Hunger

### GRAVITY MANIPULATION

Enhanced Stamina 8 Flight 6 Gravity Mastery 10 Bite 6

- SFX: *Gee Force.* When creating gravity-based complications, add a d6 and step up your effect die.
- SFX: *Heavy Hitter.* Step back the highest die in an attack action pool including Gravity Mastery to add a d6 and step up physical stress inflicted.
- SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.
- SFX: *Versatile.* Replace Gravity Mastery with 2d8 or 3d6 on your next roll.
- Limit: *Hunger!* Turn any GRAVITY MANIPULATION power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



Power Sets

## JACK POWER

Solo	6	Distinctions	Angry Undead
Buddy	4		Combative
Team	8		The Hunger

### DECREASE DENSITY

Enhanced Stamina 8 Flight 6 Intangibility 8 Bite 6

- SFX: *Envelop.* Against a single target, step up or double a DECREASE DENSITY die. Remove the highest rolling die and use three dice for your total.
- SFX: *Go Cloudy.* Spend a doom die to ignore physical stress or trauma unless caused by magic or air-based attacks.
- SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.
- Limit: *Hunger!* Turn any DECREASE DENSITY or INCREASE DENSITY power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.
- Limit: *Mutually Exclusive.* Shutdown DECREASE DENSITY to activate INCREASE DENSITY. Shutdown DECREASE DENSITY to recover INCREASE DENSITY.

### INCREASE DENSITY

Enhanced Stamina 8 Enhanced Strength 8 Shrinking 10 Superhuman Durability 10 Bite 6

- SFX: *Jack Hammer.* Add a d6 to the doom pool to step up or double an INCREASE DENSITY power for an attack action.
- SFX: *Multipower.* Add more than one INCREASE DENSITY power die to your pool. Step back each INCREASE DENSITY power die in your pool by -1 for each die beyond the first.
- Limit: *Compact Molecules.* If Shrinking is shutdown or becomes a complication, shutdown Enhanced Strength and step back Superhuman Durability. Recover when Shrinking recovers or you remove the complication.
- Limit: *Small Fry.* Change Shrinking into a complication to add a d6 doom die or step up the lowest doom die by +1. Spend a doom die to recover Shrinking.



Power Sets

## JULIE POWER

Solo	4	Distinctions	Big Sister
Buddy	6		Smarter Than She Looks
Team	8		The Hunger

### RAINBOW LIGHT ACCELERATION

Enhanced Durability 8 Enhanced Reflexes 8 Enhanced Stamina 8

Supersonic Flight 10 Teleport 8 Bite 6

Power Sets

- SFX: *Fly By.* Against a single target, step up or double a RAINBOW LIGHT ACCELERATION die. Remove the highest rolling die and use three dice for your total.
- SFX: *Focus.* If your pool includes a RAINBOW LIGHT ACCELERATION power, you may replace two dice of equal size with one stepped-up die.
- SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.
- SFX: *Versatile.* Replace Supersonic Flight with 2d8 or 3d6 on your next roll.
- Limit: *Hunger!* Turn any RAINBOW LIGHT ACCELERATION power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



## KATIE POWER

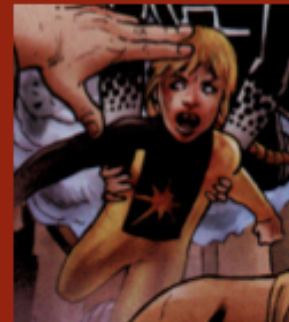
Solo	4	Distinctions	Kid Sister
Buddy	6		Eats Bullies
Team	8		The Hunger

### MATTER-ENERGY CONVERSION

Energy Blast 10 Enhanced Stamina 8 Transmutation 8 Bite 6

Power Sets

- SFX: *Destroyer.* Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.
- SFX: *Energizer.* Include Transmutation in an attack action using Energy Blast at no extra cost. If the attack succeeds, step up your effect die. If the roll fails, add a die equal to your effect die to the doom pool.
- SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.
- SFX: *Versatile.* Replace Energy Blast with 2d8 or 3d6 on your next roll.
- Limit: *Disintegrate.* Transmutation can only be used to disintegrate matter, not change its form.
- Limit: *Hunger!* Turn any MATTER-ENERGY CONVERSION power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



## **TRANSITION: LET'S GET OUT OF HERE!**

---

*You may choose to trigger this Scene sooner if the heroes are becoming overwhelmed by zombies.*

Luckily for the heroes (who may be feeling overwhelmed fighting the entire infected population of New York City), Emma Frost has sent a small group into the city to search for supplies, assisted by superhumans **Luke Cage** and **the Living Laser**.

While the survivor supply run party is usually comprised of a combination of Luke Cage, the Living Laser, Machine Man, and Taskmaster, you as the Watcher can mix and match the superhumans at X-Haven for maximum roleplaying effect. Emma tends to keep Mutant Zero and Dr. Nemesis inside the confines of X-Haven, rather than risk them on supply runs.

With X-Haven being a considerable distance from New York City, the survivors have learned that it is too risky to drive, let alone walk to the city limits to scavenge supplies. They now use the sentient landmass that X-Haven is built on (Krakoa) to transport them underground to the city via burrowing pods that the survivors call "Krak-Pods". This method of transportation is much quicker than walking and protects them from encountering a roaming herd of zombies.

The survivors hear the sounds of combat from further in the city. Hopeful of finding more superhuman survivors to help defend X-Haven, they quickly make their way toward the noise.

The survivors sweep in and quickly tell the heroes to follow them as the noise of their battles will likely attract too many zombies for anyone to handle. They quickly weave their way through the city and back to the Krak-Pod.

As the survivors and heroes travel back to X-Haven in the safety of the Krak-Pod, the survivors will be confused by the appearance of allies (and enemies) that they saw turn or they themselves had to kill. The ride back should definitely be a sobering experience for the heroes as they hear of their own doppelgängers untimely demises, or of the death of their loved ones. If any of the heroes were bitten, there is a certain urgency to return to X-Haven to have Dr. Nemesis assist in controlling the infection before it is too late. The Living Laser or Taskmaster (or even the pragmatic Machine Man) may suggest killing the infected hero to save them from a painful and unnatural existence. This should definitely spark some roleplaying and discussion!

## **X-Haven:**

Below is a description of the different areas of X-Haven.

### **CEREBRO**

Once the ultimate mutant detector, Cerebro has not been used for its original purpose since the zombie outbreak. With Emma's access to Cerebro being revoked after the Phoenix Five fiasco and without having her telepathic powers to communicate with Cerebro, it was decided that the room be repurposed to serve as an energy chamber. The Living Laser entered into the Cerebro's mainframe and shut it down, allowing anyone access into the formerly restricted room. The walls were refitted with solar panels and the Living Laser was stationed inside, his natural photonic ambience fueling energy for the entire mansion. As her powers have returned however, Emma regrets stripping Cerebro, knowing that if she could interface with it, she could find the psychic interloper who is keeping her from completing the tower. Cerebro has been given new **RESTRICTED ACCESS SETTINGS**, allowing only members of the Survivor Ruling Council access. If worse comes to worst, Cerebro is the **MOST SECURE ROOM** in the school.

### **ESTATE GROUNDS**

X-Haven is built on a **LARGE ESTATE** that is **OPEN TO THE ELEMENTS**. Once installed with state-of-the-art security drones and turrets, the school's primary defense is the sentient land creature **KRAKOA**. Since the zombie outbreak, Krakoa uses his powers to make the land **FERTILE AND FRUITFUL**, providing food for the refugees living on top of him. Also, when Emma Frost led the survivors back to the X-Mansion, she had Krakoa erect **EARTHEN WALLS** around the estate, keeping any zombies from wandering onto the grounds. A **TENT CITY** now occupies the grounds, housing hundreds of survivors and their families.

### **MAIN HOUSE**

Though it has been destroyed and rebuilt numerous times, the Xavier Mansion has always been rebuilt to resemble its original and impressive **ARCHAIC ARCHITECTURE**. What were once used as student dormitories and classrooms, now serve as **PRIVATE APARTMENTS** for families and also the surviving superhumans. The mansion is equipped with a **DANGER ROOM SYSTEM** that at one point of time was meant to test students' abilities to react to sudden danger. After some, rewiring, the Danger Room System is now X-Haven's secondary defense if zombies get past Krakoa. Emma Frost has established her base of operations in the former headmaster's room.

## **MED LAB**

The Medical Laboratory is where Dr. Nemesis spends all of his days, tirelessly working on a cure for the zombie disease. The lab houses **ADVANCED MEDICAL SUPPLIES, RESEARCH EQUIPMENT,** and **SHI'AR ALIEN TECHNOLOGY,** providing Dr. Nemesis with plenty of resources at his disposal. Elixir is also here, immersed in a **COCKTAIL OF MEDICAL FLUIDS** and attached to **PROCESSING COMPUTERS** via wires and monitoring devices.

## **SUB-BASEMENT**

The area underneath the mansion is currently **RESTRICTED ACCESS** to anyone not a member of X-Haven's ruling council. The **ARMORY** and **ADAMANTIUM-INFUSED STEEL WALLS** will serve as the third and final line of defense in the event of a zombie invasion. Emma carefully monitors access to the Sub-Basement, making sure no one is there when they aren't supposed to be, in order to prevent an infected individual compromising the final line of defense against the zombies.

## **Survivors of Earth-2150:**

Below is a list of the surviving superhumans of Earth-2150, their datafiles, a brief bio, and where they can be found in X-Haven.

After the zombie outbreak, Emma gathered what surviving superhumans she could and rallied them at the old Jean Grey School for Higher Learning. After having Krakoa erect a wall around the grounds, Emma, Luke Cage, Machine Man, and the Living Laser entered the grounds and destroyed the zombie staff and students that were lingering on the grounds and in the halls (an act that still haunts Luke Cage to this day). After clearing out the school grounds, the survivors worked on gathering non-superhuman survivors behind Krakoa's walls, and elected themselves as the ruling council of the survivors.

Born in 1906, **Dr. James Bradley** was one of the leading scientists that helped create the android known as the Human Torch in World War II. Later, he joined the Third Reich as Dr. Death and was seemingly killed by his second android creation: Volton. Dr. Bradley survived, however, and repented of his time as a Nazi, becoming the hero Dr. Nemesis in order to hunt down Nazis. After World War II, Dr. Nemesis invented a biochemical process to grant himself an extended life span, and even rebuilt his eyes to enhance his vision. Dr. Nemesis joined the X-Men 60 years later. After the zombie outbreak, Dr. Nemesis used his keen intellect to survive until Emma Frost found him and enlisted him to find a cure for the zombie disease. After Emma wiped his memories, Dr. Nemesis has had a hard time focusing. He says his brain feels "fuzzy" as if he has forgotten



something very important. Already a condescending and untrusting individual, Dr. Nemesis has secluded himself in his **Medical Laboratory**, trying to remember what he has forgotten as well as the cure to the zombie disease.

### DR. NEMESIS

Solo 8 Self-Evolved Intellect

Buddy 6 Ex-Nazi Super Genius

Team 4 Smarter Than You

Distinctions

**BIOLOGICAL ENHANCEMENTS**

Superhuman Senses 10 Superhuman Stamina 10

**Power Sets**

SFX: *Android Master.* When helping robots, synthetics, or cyborgs recover stress, add Superhuman Senses to your dice pool. Spend 1 PP to recover your own or another cybernetic or robotic character's physical stress or step back your own or another cybernetic or robotic character's physical trauma.

SFX: *Built to Spec.* When you activate an opportunity to create a Combat, Science, or Tech resource, step up that resource die. If another player gives you 1 PP, their hero may also use this resource.


SFX: *I Do Science.* Spend 1 PP to step up the effect die on a roll including Science stunt or resources.

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

Limit: *Feeling Fuzzy.* Step up your own mental stress by +1 to gain 1 PP.

**Specs** Combat Expert 8 Menace Expert 8 Medical Master 10 Science Master 10 Tech Master 10

Dr. James Bradley



**Joshua Foley** was once a member of the terrorist anti-mutant group, the Reavers, until his own mutant gene manifested and gave him the ability to heal anyone, including those mortally wounded. He went on to join the New Mutants under the name Elixir and became a good friend to many mutants he had formerly hunted down. During the zombie apocalypse, Elixir was bitten by one of his infected friends. Miraculously, however, the infection reached no higher than his elbow, leaving the lower half of his arm a rotting, withered limb. Joshua's powers were seemingly exhausted at keeping the infection at bay however, and he has not been able to manifest them since. Now, he is confined to the **Medical Laboratory**, where Dr. Nemesis uses samples of Elixir's blood to create an antidote for the zombie infection. Joshua is hopeful that a cure will be found, but after two years of drawing blood to no results, he is losing hope.

### ELIXIR

Solo 4 Former Reaver

Buddy 6 De-Powered

Team 8 The Solution

Distinctions

**Specs** Medical Master 10 Psych Expert 8

Joshua Foley



Forced to learn hard lessons that shaped her into a manipulative and ruthless woman, **Emma Frost** has made and dealt with the consequences of her hard choices numerous times over her life. When the zombie outbreak happened, it was Emma's diamond body that broke the teeth of her infected former allies and kept her from becoming infected herself. Always the first to jump at a chance to lead, Emma saw the opportunity to lead the survivors and gathered them together, creating a ruling council and appointing herself as its leader. She knows the other members of the ruling council don't trust her or even like her, and she's okay with that. She knows what they all know, that if anyone is going to have to make hard choices to save what is left of humanity: Emma is more than capable to make them. When Emma is not out patrolling the **Estate Grounds** to display her stone-cold persona and inspire the same icy confidence in the rest of the survivors, she is the **Main House** secretly stretching her psychic powers while **Mutant Zero** keeps a careful watch outside her office.

### EMMA FROST

Solo	8		Weight of the World
Buddy	6	Distinctions	Icy Confidence
Team	10		No Secrets From Me

**BROKEN TELEPATH**

Mind Control 8    Psychic Blast 6    Psychic Resistance 10

Telepathy 8

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**SFX:** *Push It!* Step up your own mental stress by +1 to step up a BROKEN TELEPATH power by +1 for one action.

**SFX:** *Psychic Healing.* When helping others recover stress, add Telepathy to your pool. Spend 1 PP to recover your own or another's mental or emotional stress or step back your own or another's mental or emotional trauma.

**Limit:** *Mutant.* When affected by mutant-specific complications or tech, add a d6 doom die or


**DIAMOND BODY**

Enhanced Strength 8    Godlike Stamina 6    Superhuman Durability 10

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

**Limit:** *Mutually Exclusive.* Shutdown DIAMOND BODY to activate BROKEN TELEPATH. Shutdown BROKEN TELEPATH to recover DIAMOND BODY.

**Specs**    Business Master 10    Crime Expert 8    Psych Master 10    Science Expert 6    Tech Expert 8



Already a focused and strong young woman, Young Avenger **Kate Bishop** had to make the hardest choice in her life, when she (seeing her friends turn to zombies in front of her eyes) chose to put arrows through her friends' brains and run to save her own life. Living as a scavenger and using her skills in stealth and archery to survive, Kate was relieved beyond belief when she was found by Emma Frost and the other surviving superhumans. After helping clear the Jean Grey School grounds of infected staff and students, Kate took a position on the wall around the **Estate Grounds**, using her keen sight and archery to guard from superzombies that wander too close to the wall.

**HAWKEYE** Kate Bishop

Solo **6** I Can't Miss  
 Buddy **4** Dangerously Brave  
 Team **8** Society Girl

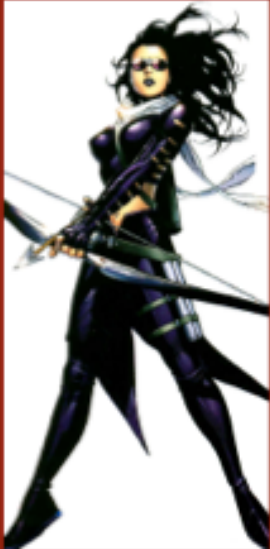
**EXCEPTIONAL TRAINING**  
 Enhanced Reflexes **4**

SFX: *Focus.* In a pool including an EXCEPTIONAL TRAINING die, replace two dice of equal sizes with a stepped up die.  
 SFX: *Versatile.* Replace Enhanced Reflexes with 2d6 on your next roll.  
 Limit: *Exhausted.* Shut down an EXCEPTIONAL TRAINING power to gain 1 PP. Activate an opportunity to recover that power.

**SPECIAL EQUIPMENT**  
 Enhanced Durability **4** Weapon




SFX: *Blades and Arrowheads.* Step **6** up the highest die in a pool including Weapon to add a d6 and step up physical stress inflicted.  
 SFX: *Trick Arrows.* When inflicting a trick arrow complication on a target, add a d6 and step up Weapon die.  
 Limit: *Gear.* Shutdown SPECIAL EQUIPMENT to gain 1 PP. Take an action vs. the doom pool to recover.

Power Sets  
 Specs Acrobatics Expert **3** Combat Expert **4** Menace Expert **3** Psych Expert **3** Vehicles Expert **3**







**Arthur Parks** survived the zombie apocalypse by sheer dumb luck. Released from his holding cell on the Raft, the Living Laser was all too happy when he found his old nemesis Iron Man infected and turned into a zombie. While he toyed with Iron Man, he did not see another superhuman wander up behind him and bite. Being made completely of energy, the bite passed right through his arm, but not before the zombie's head caught fire and melted from passing through his arm. Realizing Arthur Parks' power set would make him an invaluable asset against the zombies, Emma recruited him to help clear the Jean Grey school grounds. Now, his primary role is to provide energy for the entire school by sitting in the repurposed **Cerebro** room. Viewing his role as crucial but extremely dull, the Living Laser jumps at every opportunity to leave the school and go on supply runs. Luke Cage even suspects that Living Laser likes killing zombies.

**LIVING LASER** Arthur Parks

Solo  I Feel Nothing  
 Buddy  Research Physicist  
 Team  Show Off

Distinctions

**PHOTONIC FORM**  
 Godlike Flight  Intangibility  Laser Blast  Light Supremacy 

**Power Sets**




SFX: *Holographic Constructs*. Add a d6 and step up your effect die by +1 when using PHOTONIC FORM to create light- or hologram-related assets.


SFX: *Immunity*. Spend 1 PP to ignore stress, trauma, or complications from vacuum, hunger, thirst, or fatigue.

SFX: *Made Of Energy*. On a successful reaction against a physical attack, inflict physical stress with your effect die at no PP cost or step up +1 for 1 PP.

Limit: *Mirror, Mirror*. Turn a PHOTONIC FORM power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover power.

Limit: *Energy Form*. Shutdown PHOTONIC FORM when stressed out by energy-draining or light-trapping tech.

Specs Crime Expert  Science Master  Tech Expert 



When the zombie outbreak began to spread and New York City was thrown into a panic, **Luke Cage** was one of the first to go out and help in the evacuation of the city, but not before he made sure his wife and daughter would be safely seen out of the city as well. While his unbreakable skin kept him safe from the risk of infection, Luke battled countless superhumans, even after seeing his best friend Iron First turn right before his eyes. Realizing, the battle was a losing one, Luke retreated, using his knowledge of Hell's Kitchen to help him avoid the zombie hordes. Desperate to find his family and get out of the city, Luke tracked down the convoy his wife had been escorting out of the city. He was heartbroken when he found the convoy had been ambushed and his family had been turned into zombies. Making the hard, but merciful choice, Luke Cage killed the dead things that had been his wife and child and ran back into the city, knowing he could not die from the zombie bites or infection, but hoping he would die from exhaustion of the fight. Emma found Luke and recruited him to help clear the grounds of the Jean Grey School. His heart broke with every child zombie's neck he snapped and every old friend he had to kill. When not on supply runs, Luke spends his time in his room in the **Main House**, lost in his thoughts and guilt.

## LUKE CAGE


Solo **6** Distinctions **6** Guilt Ridden  
 Buddy **8** Distinctions **8** Come Get Somel  
 Team **4** Distinctions **4** Street Smart

**UNBREAKABLE**  
 Superhuman Durability **10** Superhuman Stamina **10** Superhuman Strength **10**

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.  
 SFX: *Second Wind.* Before you make an action including an UNBREAKABLE power, you may move your physical stress die to the doom pool and step up the UNBREAKABLE power by +1 for this action.  
 SFX: *Versatile.* Replace any UNBREAKABLE power with 2d8 or 3d6 on your next roll.  
 Limit: *Moody.* Earn 1 PP and step up emotional stress caused by doubt, guilt, or self-worth.  
 Limit: *Difficult Recovery.* Add Superhuman Durability to the opposing roll when others try to recover your physical stress.

**Specs** Business Expert **8** Combat Expert **8** Covert Expert **8** Crime Expert **8** Menace Master **10**



The robot **X-51** was created to be a robot who could think like a man. After his creator Dr. Stack died, X-51 took on the name **Aaron Stack** in honor of his “father”. Aaron went on to become the hero Machine Man, serving on Avengers, S.H.I.E.L.D., and the counter-terrorist team Nextwave, Machine Man led a colorful life as a hero. During the zombie apocalypse, Machine Man fought alongside Luke Cage and was torn to pieces. After Emma recruited Luke Cage, he led the survivors to where Machine Man lay and Dr. Nemesis rebuilt him in the Medical Laboratory at X-Haven. When not on supply runs, Machine Man rotates his time by talking with Dr. Nemesis and Elixir in the **Medical Laboratory** or patrolling the **Estate Grounds** to make sure the survivors are okay.

## MACHINE MAN

Solo **8** Distinctions **8** More Than Just A Machine  
 Buddy **4** Distinctions **4** My Robot Brain Needs Beer  
 Team **6** Distinctions **6** Sentient Android


**MECHANICAL BODY**  
 Cybernetic Senses **6** Enhanced Reflexes **8**  
 Enhanced Speed **8** Enhanced Stamina **8**  
 Flight **6** Superhuman Durability **10**  
 Superhuman Strength **10** Stretching **8**

**Power Sets**

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from aging, dehydration, disease, poison, starvation, or vacuum.  
 SFX: *Multitasking.* Add more than one MECHANICAL BODY power die to your pool. Step back each MECHANICAL BODY power die in your pool by -1 for each die beyond the first.  
 SFX: *Swiss-Army Fingers.* When using a MECHANICAL BODY power to create assets, add a d6 and step up the effect die.  
 Limit: *Needs A Recharge.* Shutdown any MECHANICAL BODY power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover.


**Specs** Cosmic Expert **8** Science Expert **8** Tech Expert **8**


X-51/Aaron Stack




The schizophrenic **Mary Walker** has flip-flopped back and forth from villainous psychopath to Daredevil's would-be-lover to ally of the Kingpin. Commonly known as the villain Typhoid Mary, Mary Walker was given the opportunity to help integrate her four split personalities in return for serving as a government operative. The integration of her four personalities manifested itself as Mutant Zero and unfortunately, Mary Walker was dismissed before her therapy could be completed. Released from her holding cell during the zombie outbreak, Mary's instinct to survive kicked in and triggered a lapse into her Mutant Zero persona. Mary quickly found Emma and attached herself to her for unknown reasons. Emma didn't question it, realizing the potential use of someone with Mary's powers. After establishing their base at X-Haven, Emma has had many sessions with Mary, helping integrate her fractured psyche. Now that her telepathic powers have returned, Emma has made very impressive progress with Mary. Mutant Zero goes **wherever Emma goes**, acting as a loyal bodyguard at all times.

### MUTANT ZERO




Solo  Fractured Psyche

Buddy  Silent Shadow

Team  Precarious Integration

Distinctions




**BATTLE ARMOR**

Enhanced Durability  Enhanced Strength  Weapon 

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

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

**LOW-LEVEL PSYCHIC**






Fire Control  Mind Control  Telekinetic Control 

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


SFX: *Multipower.* Add more than one LOW-LEVEL PSYCHIC power die to a pool. Step back each power die in that pool by -1 for each die beyond the first.

Limit: *Dissociative Identity.* If stressed out from emotional stress, revert to Mary Walker personality (change Silent Shadow and Precarious Integration Distinctions to Pacifist and Timid). Recover your emotional trauma to recover LOW-LEVEL PSYCHIC.

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

Specs  Acrobatic Expert  Combat Expert  Covert Expert  Menace Expert 

Mary Walker



The man known only as **Taskmaster** was an experienced mercenary and super-powered operative trainer before the zombie outbreak. Despite his unique skills and deadly arsenal, Taskmaster was going to be overwhelmed by the zombie hordes when Emma Frost found him. He was recruited and given the task of training the survivors in the use of weapons and survival tactics. When he is not on a supply run, Taskmaster can be found training operatives in a secluded corner of the **Estate Grounds** or in the one of the **Sub-Basement's** training rooms.

## TASKMASTER

Solo	<b>8</b>	Distinctions	Shadowy Past
Buddy	<b>4</b>		Skilled Instructor
Team	<b>6</b>		Hardened Mercenary

**DUPLICATE ARSENAL**  
 Superhuman Durability **10**    Weapon **8**

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

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

SFX: *Trick Arrows.* When inflicting a complication on a target, add a d6 and step up the effect die.

Limit: *Gear.* Shutdown a DUPLICATE ARSENAL power to earn 1 PP. Take action vs the doom pool to recover.

**PHOTOGRAPHIC REFLEXES**  
 Enhanced Reflexes **8**    Mimic **10**

SFX: *Copycat.* In a reaction against an opponent using a Combat or Acrobatics Specialty, spend 1 PP to add a die equal to the opponent's Combat or Acrobatics die to your pool.

SFX: *Library of Moves.* Spend 1 PP from the doom pool to step up or double a PHOTOGRAPHIC REFLEXES asset.

Limit: *Natural Mimic.* Mimic can only copy trained or skill-based powers or Specialties.

**Specials**

Acrobatics Master **10**    Combat Master **10**    Crime Expert **8**    Covert Master **10**    Menace Expert **8**  
 Psyc Expert **8**    Vehicle Expert **8**



## TRANSITION: ARRIVAL AT X-HAVEN

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After a relatively short ride, the Krak-Pod surfaces in the middle of X-Haven. If any of the PCs were bitten and are struggling with an Infection complication (and survived any superhuman survivors that wished them dead), they are immediately rushed to the Medical Laboratory. While Dr. Nemesis cannot cure them as he has not found a cure for the zombie infection, he can offer them a one-time use **Vial of Experimental Medicine d8** resource die to assist them in their battle against the infection. If PCs wish for more Vials, they must “purchase” them with 1 XP.

If none of the PCs were infected, they are taken to Emma Frost’s office.

Like the supply run group, Emma is surprised to find other superhumans besides those housed at X-Haven. She is even more surprised if the PCs reveal they are from another dimension. While she has discovered the true purpose of the Tower she has been constructing, she had no idea it was connected to a scheme to erase all of reality. This won’t waver her conviction to finish the Tower, but she finds the connection interesting nonetheless.

Emma may ask questions to see if the PCs ran across another survivor in the city. Though, these are carefully worded questions. Emma doesn’t want to give away to anyone that her powers of telepathy have returned by suggesting she sensed a psychic presence in the city.

After receiving medicine and being debriefed, Emma dismisses the PCs and the other survivors. The PCs are now allowed to explore X-Haven and maybe find out a little more about what has been going on recently.

Some of the supply run members are beginning to feel that the zombie encounters and attacks on them while they are out are becoming too frequent and too coordinated to be happenstance. Likewise, Kate Bishop has been observing strange behavior from the wall. She has noticed that recently, small groups of zombies, sometimes of only one, have been appearing at the edge of the forest. At first, she took them out with a well-placed arrow, but now the zombies have moved out of her range. The zombies appear and just stare at the wall. Sometimes they will pace around the forest, almost as if they are... watching the survivors. Whatever the PCs find out or whoever they talk to, the feeling should be apparent that there is more to the zombies than it first seemed.



## **ACTION: SUPPLY RUN**

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After the PCs have had time to acquaint themselves with X-Haven and dealt with their stress and infections (if any), Emma calls the PCs and the survivor council together. Because of the PCs' unexpected arrival earlier that day, the supply run was cut short and no supplies were brought back to X-Haven. The shelter is in desperate need of supplies and are running out quick. Emma asks if the PCs could "pull their weight" and go with one other survivor (preferably one that was not on the supply run crew earlier that day) to scavenge together some supplies from the city. You may choose the survivor that accompanies the PCs or, if the one of the PCs have spent XP to unlock a survivor as a minor character, that survivor may accompany them.

Once the supply run crew is ready, they load up in a Krak-Pod and head towards the city.

The supply crew has been systematically making their way through the city, raiding small stores, apartments, and houses and marking off areas on their maps. They were in the process of raiding a neighborhood in Hell's Kitchen when the PCs arrived. They are returning to that neighborhood to resume scavenging where they left off. Hell's Kitchen is full of **TIGHTLY PACKED BUILDINGS, HEAPS OF RUBBLE**, and **ROAMING ZOMBIES**. The PCs must roll Covert actions against the Doom Pool. Opportunities and failures may mean that they run aground of a roaming Zombie Mob (see page 101 for Zombie Mob datafile). Successful actions mean they successfully enter a small business, apartments, or homes, and gather a good amount of supplies to fit into their extra-dimensional pocket bags (raided from the Baxter Building).

PCs who act recklessly or forsake stealth all together, will attract the attention of a zombie mob. Also, if the Doom Pool rises by two die sizes during a fight, you may spend a d8 to introduce a new zombie mob, drawn by the sound of fighting.

As the PCs explore, they find strange graffiti decorating cars, windows, and walls depicting a purple skull. Survivors admit that they have seen this graffiti before. They have no idea what it means, but they guess that some gang survived the zombie apocalypse and has taken to tagging their territory. (This is half true; Purple Man is the mind behind the graffiti. Using zombies to spray paint his violet façade all across the city, Purple Man hopes to persuade the superhumans of X-Haven to investigate the matter more thoroughly and leave their sanctuary unprotected.) PCs may even discover dismembered zombie heads impaled on traffic sign poles all across the city, still gnashing their teeth in a post-mortem hunger for flesh.

Once the PCs have survived encountering a few zombie mobs or have successfully raided a few supply outlets, move on to the next Scene.

## ACTION: THE MESSENGER

Purple Man can see through the eyes of his undead slaves (which is why he has placed undead heads all across the city, to serve as a sort of security camera system). He is not pleased by the PCs' arrival. They were not in his plans, and he is even more confused by how some of them (superheroes he saw die) are alive! Frustrated and acting on impulse, Purple Man summons his undead Avengers (his most prized zombies among his "trophy" collection) to send a message to the heroes.

### HULK

Solo	8	Distinctions	Engine of Destruction
Buddy	6		Hulk Eat!
Team	4		The Hunger

**GAMMA-CHARGED GOLIATH**

Enhanced Reflexes 18	Godlike Durability 12
Godlike Stamina 12	Godlike Strength 12
Leaping 40	Bite 6

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Healing Factor.* Spend a doom die to recover your physical stress and step back your physical trauma.

SFX: *Hulk Smash!* Against a single opponent, double a GAMMA-CHARGED GOLIATH die. Remove the highest rolling die and add another die to your total.

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

SFX: *Strongest There Is!* In a reaction against an opponent with a Strength power trait, spend a doom die or step up your emotional stress to add a die equal to the opponent's Strength die to your dice pool.

SFX: *Rage-Fueled Might.* If your opponent includes your emotional stress in a reaction dice pool, step it up and add a die equal to your emotional stress to the Doom Pool.

Limit: *Hunger!* Turn any GAMMA-CHARGED GOLIATH power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.

Dr. Bruce Banner



Power Sets

As the heroes are still scavenging or maybe as they are just finishing up and preparing to return to the Krak-Pod, they find their way blocked by the Hulk. As they turn, they see the other members of the Avengers standing behind them. As they prepare to fight, the Hulk repeats a line psychically fed to him by Purple Man: "Mr. Killgrave sends his regards." And with that, the fight begins.

The Zombie Avengers are comprised of Captain America, Hulk, Ms. Marvel, Spider-Man and Wasp. While there are five Avengers in all, you should limit the number of zombie Avengers in this scene to correspond to the number of PC heroes you have. For 4 heroes, have 3 zombie Avengers. For 5-6 heroes, have 4 zombies. For 7-8 heroes, have 5 zombies. If you are playing with less than 4 players, (first of all, shame on you for playing this game with less than the suggested players!, and second:) step up Hulk's affiliations and have him be the sole enemy in this encounter. Hulk should always be included in this scene; the other Zombie Avengers may be selected by you.

## CAPTAIN AMERICA

Solo 4 Feed By Example

Buddy 6 Sentinel of Hunger

Team 8 The Hunger

Distinctions

### SUPER-SOLDIER PROGRAM

Enhanced Durability 8 Enhanced Reflexes 8 Bite 6

Enhanced Stamina 8 Enhanced Strength 8

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

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

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

Limit: *Hunger!* Turn any SUPER-SOLDIER PROGRAM power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.

### VIBRANIUM-ALLOY SHIELD

Godlike Durability 12 Weapon 8

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

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

Limit: *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD to add a d6 doom die or step the lowest doom die by +1.

Steve Rogers



Power Sets

## MS. MARVEL

Carol Danvers

Solo	<b>6</b>	Distinctions	Take Charge Appetite
Buddy	<b>4</b>		Battle-Tested Zombie
Team	<b>8</b>		The Hunger

### KREE GENETICS

Energy Blast **8**    Subsonic Flight **8**    Superhuman Durability **10**  
 Superhuman Stamina **10**    Superhuman Strength **10**    Bite **6**

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

**SFX:** *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

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

**Limit:** *Hunger!* Turn any KREE GENETICS power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



Power Sets

## SPIDER-MAN

Peter Parker

Solo	<b>6</b>	Distinctions	With Great Hunger Comes Great Appetites
Buddy	<b>8</b>		Friendly Neighborhood Zombie?
Team	<b>4</b>		The Hunger

### SPIDER-POWERS

Enhanced Senses **8**    Enhanced Stamina **8**  
 Superhuman Reflexes **10**    Superhuman Strength **10**  
 Wall-Crawling **6**    Bite **6**

**SFX:** *Spider-Sense.* Spend a doom die to add Enhanced Senses (or step up by +1 if already in your pool) reroll all dice on a reaction.

**SFX:** *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

**Limit:** *Hunger!* Turn any SPIDER-POWERS power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.

### BLOOD VESSEL -SWINGING

Enhanced Durability **8**    Swingline **8**    Weapon **8**

**SFX:** *Grapple.* Add a d6 and step up effect die +1 when inflicting a blood vessel-related complication on a target.

**SFX:** *Blood Vessel Constructs.* When creating web-related assets, add a d6 and step up effect die by +1.

**Limit:** *Tangled Up.* Turn any BLOOD VESSEL-SWINGING power into a tangled-related complication to add a d6 doom die or step up the lowest doom die.



Power Sets

**WASP** Janet Van Dyne

Solo **4** Social Eater  
 Buddy **6** Founding Avenger  
 Team **8** The Hunger

Distinctions

**ALTERED CELLULAR STRUCTURE**  
 Enhanced Reflexes **8** Enhanced Strength **8** Shrinking **10**  
 Bio-Electric Blast **6** Enhanced Flight **6** Bite **6**

Power Sets

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

SFX: *Multipower.* Add more than one ALTERED CELLULAR STRUCTURE power to your dice pool. Step back each ALTERED CELLULAR STRUCTURE power die by -1 for each die beyond the first.

SFX: *Wasp's Sting.* Spend a doom die to step up Bio-Electric Blast to d10. Step back to 2d6 for subsequent actions. Activate an opportunity to recover.

SFX: *Sting Barrage.* Step up or double Bio-Electric Blast for your next action. Remove the highest rolling die and use three for your total.

Limit: *Hunger!* Turn any ALTERED CELLULAR STRUCTURE power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



If the survivor accompanying the heroes was not purchased with a player's XP, you may spend a d8 doom die to stress him or her out and remove them from the scene; this can be represented by killing them, infecting them, or just knocking them unconscious. Leaving the heroes alone in the middle of the city will surely up the feeling of desperation to survive.

## TRANSITION: WHO IS MR. KILLGRAVE?


Once the undead Avengers are dealt with and supplies gathered, the heroes return to X-Haven to report the crucial breakthrough in the zombie infection. **They can talk?** How is this possible? After bringing this new information to the council, Luke Cage (if he is still around) will immediately recognize the name Mr. Killgrave as the secret identity of his long time foe, Purple Man, a superhuman with the ability to control people's minds. If Luke Cage was irrevocably removed in the last Action Scene, the heroes could come to this conclusion on their own, especially if they are street-level heroes from New York. Armed with this information, the heroes can speak to Dr. Nemesis, who admits that the zombies' brains do still function, though with most of it shut down. Someone with mind control abilities could technically control zombies to do their bidding. But such a revelation will cause Dr. Nemesis to scratch his head and comment on how he feels like he already knew this (which he did).

Emma, now sure of who the psychic interloper is, pleads with the heroes to go back into the city, find Purple Man, and deal with him before he can do very real damage to the survivors of X-Haven. If the PCs hesitate, Emma misleads them by saying that he may have the tower that the PCs are looking for. Maybe he is using it to amplify his mind control abilities? There is only one way to find out.


## ACTION: PURPLE MAN

After gathering any resources and information they need, the PCs catch a Krak-Pod ride back to the city. While no one is sure where the Purple Man's base is, the PCs should remember one way to track him: the purple skull graffiti all across town. By following the graffiti, the PCs find the tags become more and more frequent the deeper into the city they go. By following the purple tags, the PCs eventually come to Clinton Mission Center; a church that was once run by nuns, but like the rest of the world, fell during the zombie apocalypse.

Purple Man, picturing himself as a sort of god of this world since the zombie apocalypse, has since repurposed the church for himself, decorating the outside with sheets of purple cloth. The outside of the church is home to a **MILLING CROWD OF ZOMBIES**. The church is **VERY OLD**, held up by **SPLINTERED SUPPORT BEAMS** and **CLUTTERED WITH EMPTY PEWS**.




PURPLE MAN		Zebediah Killgrave		
Solo	10	God Complex		
Buddy	8	More MGH Than Is Safe		
Team	6	Abusive		
MGH ENHANCEMENT				
Mind Control	10	Superhuman Stamina	10	
Enhanced Strength	8	Enhanced Durability	8	
		Psychic Blast	10	
SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.			
SFX:	<i>Healing Factor.</i> Spend a d6 from the doom pool to recover physical stress and step back physical trauma by -1.			
SFX:	<i>Psychoactive Pheromones.</i> Add a d6 and step up your effect die by +1 when using Mind Control to inflict persuasion-based complications or mental stress on nearby targets.			
SFX:	<i>Now I'm Mad!</i> Step up or double any MGH ENHANCEMENT power for one action. If the action fails, step back that power. Activate an opportunity to recover that power.			
SFX:	<i>Versatile.</i> Split Mind Control or Psychic Blast into 2d8 or 3d6.			
Limit:	<i>Side Effects.</i> Change any MGH ENHANCEMENT power into a complication to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.			
Specs	Covert Expert	8	Menace Expert	8
			Psych Master	10

**ZOMBIE MOB**

Team  


Distinctions  
 The Walking Dead  
 Hunger!  
 Shambling

**ZOMBIE MOB**

Swarm  Grab  Bite 

Power Sets

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

Limit: *Mob Cohesion.* Defeat Team Dice (d8 or more Stress) to reduce mob.

Purple Man knows that he has successfully lured the superhumans of X-Haven out to fight him. As such, he has mobilized his undead army to lay siege to X-Haven while the PCs and any other survivors head into the city to fight him. While his undead army swarms over the walls and devours those inside X-Haven, Purple Man waits in his church, with a zombie mob to protect him, and with his most prized possession: Patient Zero. A superhuman from an alternate universe that was all but consumed by zombies, Patient Zero's hunger drove it to literally punch its way through its own reality and land in Earth-2150. Purple Man was overjoyed when he stumbled upon Patient Zero and was able to mentally control the zombie that killed the Avengers and began this entire nightmarish apocalypse. Now, Purple Man keeps Patient Zero near him at all times, only willing to use him as the final, fell swoop to complete his dream of world domination.

Today is the day Purple Man will finally release Patient Zero upon the world!

During the fight, Purple Man lets Patient Zero take care of his "light work". He uses his effect die to add to the doom pool, gloating or creating doubt and inflicting complications on the PCs and their allies. If Purple Man is targeted, Patient Zero engages that hero, either dealing stress or creating a complication to remove them from immediate combat. If Patient Zero is defeated, Purple Man attempts to escape. If Purple Man is defeated his hold is lost on his zombie slaves. The zombies will continue to fight the heroes as long as they remain in the immediate area. If the heroes successfully escape, however, the zombies will turn on their former master and devour his warm, purple flesh.

As Purple Man is defeated or before he gets away, he mysteriously alludes to the fact that he is not the only surviving superhuman that can control the zombies. He is, of course, alluding to Emma Frost, but he should not mention her by name or give her secret away.

### PATIENT ZERO

Solo 10 *Faster Than A Speeding Bullet*

Buddy 8 *More Powerful Than A Locomotive*

Team 6 *Devourer of Realities*

Distinctions

**ALIEN PHYSIOLOGY**

Godlike Strength 6    Godlike Durability 10

Godlike Stamina 6    Superhuman Speed 10

Superhuman Reflexes 10    Supersonic Flight 10

Superhuman Senses 10    Heat Vision 8

Bite 6

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.


SFX: *Immunity.* Spend a d6 doom die to ignore physical stress or trauma.

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the Infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

SFX: *Multipower.* Use two or more ALIEN PHYSIOLOGY powers in a single dice pool at -1 step for each additional power.

Limit: *Sorcery Weakness.* Step up physical stress and complications inflicted by magic.

Limit: *Hunger!* Turn any ALTERED CELLULAR STRUCTURE power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



Power Sets

## TRANSITION: PUNISHER'S LAST WORDS

After the PCs have dealt with Purple Man and Patient Zero, they make their way back to the Krak-Pod, but find the route they took to Purple Man's hideout is now swarming with zombies, released from Purple Man's mind control. To fight their way through such a swarm would be suicide, so the PCs find another way around. As they go along this detour, they find that some of Purple Man's graffiti tags have been painted over by a familiar white skull motif; a motif worn and made infamous by the Punisher. Following these white skull tags, the PCs come to an apartment that has been stalwartly fortified. As they make their way inside, they find that a mob of zombies forced their way through the barricaded door. Whoever was inside was prepared for the zombies however, as is evident by the motionless bodies scattered all across the floor. As the PCs make their way over the zombie bodies they come to find the body of the Punisher resting against a wall, dead.

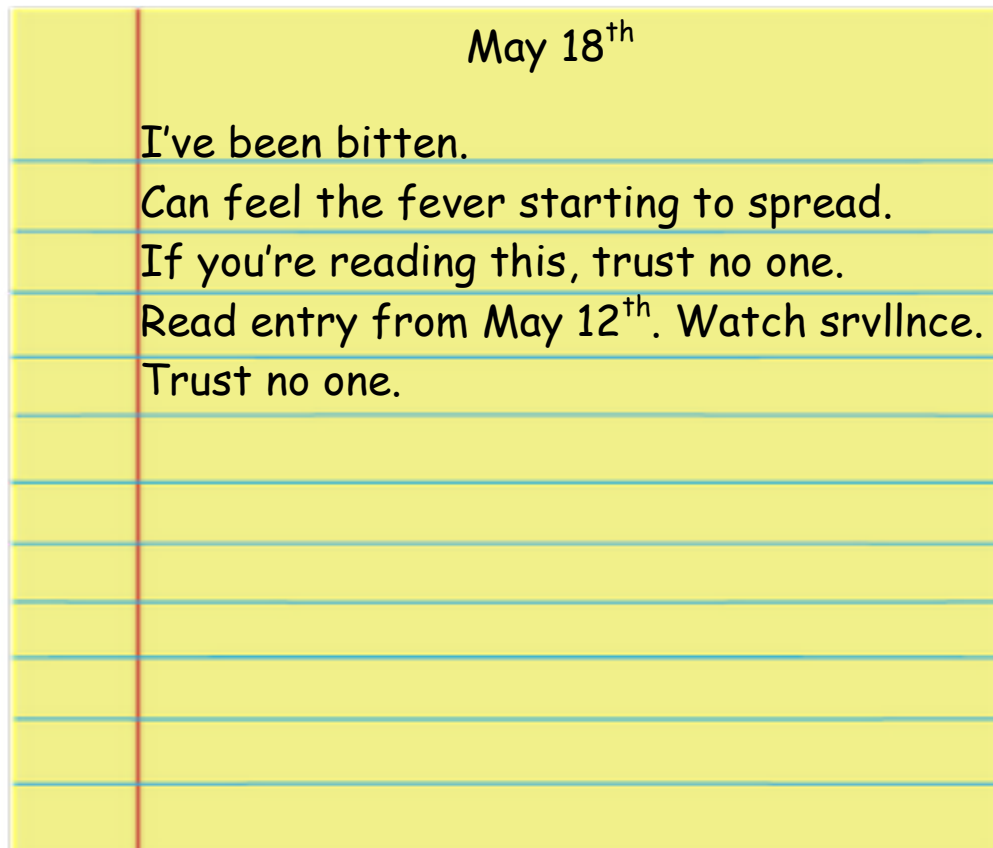
This apartment complex was the site of the Punisher's last stand against the zombie hordes. The apartment is outfitted with an armory and a wealth of weapons. PCs also find the Punisher's War Journal nearby his modest sleeping space (a thin bedroll and blanket).

The War Journal chronicles the Punisher's life after leaving X-Haven. Refusing to work with ex-criminals and killers, Punisher's vendetta on crime cost him the



safety of the superhuman sanctuary and he was turned out into the world, where he would have to survive on his own. Returning to the city, the Punisher consolidated his safe houses into one central safe house. Largely, the journal describes his daily routine of scavenging for food and supplies in the city. Once a month, he ventured back to X-Haven to survey the battlements through the scope of his sniper rifle. He would often track the X-Haven survivors during their supply runs, taking care never to be seen, and even hunted down surviving super villains, continuing his vendetta on crime. He details the killing of the Sinister Six, and various other second-string criminals in his War Journal. Living in the city instead of at X-Haven, Punisher was the first to take note of the zombies' strange behavior, and then the subsequent purple skull tags around the city. Tracking the zombies and tags, Punisher discovered Purple Man and his ability to control zombies. While he planned to kill Purple Man, he knew Patient Zero would detect and kill him if he tried. Finally, after much deliberating, Punisher had decided to return to X-Haven to tell the survivors of Purple Man. But Purple Man caught wind of Punisher's plan and had a swarm of zombies lay siege to his apartment complex. In the end, Punisher was bitten by a zombie Daredevil, and instead of leaving himself to turn into a zombie himself, Punisher put a bullet in his own brain.

Punisher's final entry in the Journal is as follows.



If PCs flip through the Journal to find the May 12<sup>th</sup> entry, this is how it reads:

May 12<sup>th</sup>

0700 - Made it to the compound. The kid is already on the wall. Dedicated, I'll give her that. Would have been a good ally to have during all this if she hadn't sided with the enemy.

0720 - Spotted Frost leaving the compound. The doc is with her. Will follow.

0745 - Doc almost saw me. Forgot about his eyes. I'll stay further back.

0805 - They've stopped. Reached destination. Can't believe what I'm seeing. Going to set up surveillance equipment.

0820 - This changes everything. Need to start back to the city now.

1900 - Setting up camp for the night. Still can't believe what I saw. Even as I watch the footage. Going to hike back

into town tomorrow. Need to gather supplies and investigate purple skull graffiti around the safe house. Should have took the shot on her, but I couldn't risk it with all those biters around.

If the PCs search the safe house for this mysterious surveillance footage that the Punisher mentioned in his Journal they find an outdate camcorder tucked away in a backpack with other supplies. If they turn it on and play the last recorded section of footage, read the following aloud:

*The camcorder turns on and the footage is a bit shaky as the Punisher sets it on a tripod in a clear vantage point. Once the movement settles and the camera lens focuses past the bush it is set in, you see a crowd of zombies walking around a few yards from where the camera has been set up. But these zombies are not sluggishly wandering around, looking for fresh meat.*

*They are walking with purpose. You see some carrying metal sheets, electronic equipment, steel girders.*

*They are working.*

*The Punisher repositions the camera and you see a towering spire jutting out of the forest floor. It is the Council of Four's tower!*

*Suddenly, Punisher repositions the camera and Emma Frost, Mutant Zero, and Dr. Nemesis step into the frame.*

*"I still do not fully understand why we cannot let the others know that your powers have returned," Dr. Nemesis says.*

*"They should only know what they need to know," Emma answers. "My telepathic powers have returned, but I am still not as powerful as I was before the Phoenix Five fiasco, and I do not like admitting to my failures."*

*"So, we'll continue to skulk around, using your secret powers to build this tower, yes?"*

*"Yes." Emma answers.*

*Dr. Nemesis nods. He glances toward the bush where the camera is positioned for a moment, but if he sees the Punisher hiding there, he does not react to him. "Speaking about the tower," Dr. Nemesis begins, turning back to Emma, "I was looking at the plans you provided me, and the schematics are all wrong. The power couplings, the reaction core. This isn't a machine to help destroy the zombies. It is a machine to destroy the world!"*

*With a face as hard set as stone, Emma turns to face Dr. Nemesis. "What do you mean?"*

*"I mean what I said," Dr. Nemesis answers. "This machine is not a solution to our problems. It is an end to them. To all of it."*

*Emma looks away. "I don't understand..."*

*Dr. Nemesis sighs. "Let me put it in little baby terms that your simple mind can grasp. This tower is bad. This tower make world go BIG BOOM!"*

*"Shut up, Bradley!" Emma bites out. "I understand what you are saying, you turncoat clod! I just... I don't... These plans were given to me by Spider-Man. He told me that other heroes had survived. Other heroes were working on towers like this one. Why would Spider-Man lie... to me...?"*

*"My dear," Dr. Nemesis says quietly, "Spider-Man is dead. He was bitten during the initial outbreak. I have seen his corpse walking around New York City with the other Avengers. You have been had. By whom and for what purpose, is unknown to me, but fret not! I feel I am coming close to an antidote for the zombie infection. With time and with your control over their minds, we could still survive and –Agh!" Dr. Nemesis cuts off abruptly and falls to the ground, holding his head. "Emma. What are you doing?"*

*"There is no future, Doctor," Emma begins, keeping her back to the Doctor. "This machine was our only hope and now it is nothing but a sham. Everyone we have known is gone or walking dead. Where can we go from here? Where would we want to go?"*

*"Emma. Please. We can solve this! We can have a future!"*

*Emma shakes her head. "No. This is the end. Go to sleep, Doctor."*

*Suddenly, Dr. Nemesis falls still. Emma turns to look at him and you spy a hint of red blood trickling from her nose. Emma wipes the blood*

away and leans down to place her hands on Dr. Nemesis' head. Mutant Zero steps up and asks, "What do you want done with him?"



*Her eyes closed, focusing intently, Emma replies, "I will wipe his memories of what he has discovered, of my powers, of the zombies, of the cure, of the tower, everything. You will then take him back to his room and lay him down for a quiet rest. The good doctor deserves a spot of rest after all the hard work he has done." Emma stands up, wiping her nose again. "It is done. Take him away and return quickly. I may have control over these creatures, but I still don't like to be alone with them."*

*"You got it." Mutant Zero throws Dr. Nemesis over her shoulder and disappears out of the frame. Emma continues to stand tall and erect, a dark figure among the milling crowd of zombies. She turns toward the camera and then the feed shuts off.*

Armed with this knowledge, the PCs must quickly return to X-Haven. Upon returning to the Krak-Pod however, the PCs find it has stopped functioning. As if it has been turned off. Now, the PCs must decide how to return to X-Haven. Hotwiring vehicles could work, flying heroes could carry their non-flyer companions, or any wealth of ideas that the players can think up. You may frame Action Scenes if necessary to describe the heroes running into a group of zombies as they work to return to X-Haven.

Upon returning to X-Haven, the heroes can see the carnage from a good distance away. The wall has been broken into and smoke and fire rise up from inside the Tent City. As the heroes approach the wall, they find a lone survivor propped up against the wall (either one of the superhumans or just an ordinary human survivor). The survivor explains to the PCs that shortly after they left, an army of zombies made a focused attack on a section of the wall that had become weaker over the years. The zombies broke through and wreaked havoc in the Tent City. Krakoa tried to stop them, but even the sentient land mass was killed by the zombies. As far as the survivor knows, the rest of the survivors have taken up shelter inside the mansion. The survivor himself has been bitten and will likely turn soon. Leave this to the heroes to decide how to deal with this revelation.

If the PCs ask the survivor about Emma, he will admit that he saw her and Mutant Zero fleeing the compound when the zombies broke through. Heading toward the forest.

The heroes must now decide whether to help the survivors in the mansion defend against the remaining zombies, or pursue Emma and destroy the tower.

## **ACTION: CLEAR THE MANSION**

---

*Frame this Scene if the heroes wish to save the survivors.*

While defeating Emma and destroying the tower is certainly very important, particularly noble PCs may be unable to willingly leave the survivors inside the mansion to be devoured by zombies. This option will also give players wanting to spend XP to unlock a hero of Earth-2150 one last chance to do so.

The **Estate Grounds** was where the main battle happened. The tent city is all but **DESTROYED** and many of the tents have **CAUGHT FIRE**. There is one mob of zombies still in the Estate Grounds, wandering around and feeding on the left over corpses of the freshly dead.

After the Estate Grounds failed, the survivors retreated into the safety of the **Main House** walls. Unfortunately, the Danger Room system and stone walls did not protect them for long as the zombies still clambered their way into the mansion. Two zombie hordes wander the halls of the mansion, seeking a way to get to the Sub-Basement levels where the remaining survivors have fled. The Danger Room System has been **DEACTIVATED**, but a successful Tech roll against the Doom Pool can reactivate the Danger Room System and assist the heroes in defeating the zombies.

Once the zombies have been cleared, the heroes can access the Sub-Basement levels to rendezvous with the survivors. Frame a Transition Scene to allow discussion, recovery, and the opportunity to spend XP, before the heroes pursue Emma.



## ACTION: TOWER-2150


Frame this Scene if the heroes decide to pursue Emma or if, after clearing the mansion, they decide to track her down.

To track Emma through the forest requires an action against the Doom Pool using Superhuman Senses or some other Power or Specialty that will aid heroes in tracking. After a successful action against the Doom Pool, the heroes pick up Emma's trail and follow it.

As soon as Emma felt Purple Man's psychic powers falter, she took advantage and re-exerted her will over the zombies at the tower. She immediately resumed construction, ignoring the cries of the other survivors as the horde washed over them. Her mission is too important to stop for the safety of a few. She is going to end this once and for all!

The site of the tower is situated in a **DENSE COPSE OF TREES** to hide it from the view of prying eyes. Even still, **THE TOWER** itself still crests above the canopy.

Emma has sacrificed too much to allow the PCs to destroy all her hard work now. As soon as the PCs arrive, she sics her zombie Ex-Men on them as well as Mutant Zero. If any heroes are present that have the ability to combat Emma for her control over the zombies, you may add a survivor to the enemy team. This survivor could have been brought into Emma's confidence and shared her ideology that there was no hope for the world. For 4 heroes, have 2 Ex-Men present. For 5-6 heroes, have 3 Ex-Men. For 7-8 heroes, include all 4 Ex-Men.

BEAST		Dr. Hank McCoy	
Solo	4	Food Activist	
Buddy	6	Smartest Zombie In The Room	
Team	8	The Hunger	
<b>BESTIAL MUTANT</b>			
Enhanced Durability 8		Enhanced Senses 8	Enhanced Stamina 8
Superhuman Reflexes 10		Superhuman Strength 10	Bite 6
SFX:	<i>Claws &amp; Fangs.</i> Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.		
SFX:	<i>Infection.</i> When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the Infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.		
SFX:	<i>Healing Factor.</i> Spend a doom die to recover your physical stress or step back your physical trauma.		
Limit:	<i>Hunger!</i> Turn any BESTIAL MUTANT power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.		

## CYCLOPS

Scott Summers

Solo	4	Uncompromising
Buddy	6	Starving Genius
Team	8	The Hunger

Distinctions

### OPTIC BEAM

Force Blast 10 Bite 6

SFX: *Area Attack*. Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Energy Absorption*. On a successful reaction against an energy attack, convert your opponent's effect die into an OPTICE BEAM stunt or step up Force Blast until used in an action. If your opponent's action succeeds, spend a doom die to use this SFX>

SFX: *Infection*. When using Bite, keep an additional effect die. This effect die becomes an infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

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

SFX: *Versatile*. Replace Force Blast with 2d8 or 3d6.

Limit: *Ruby-Red Visor*. Change Force Blast into a complication or shutdown Force Blast to add a d6 doom die or step up the lowest doom die. Spend a doom die to recover Force Blast.

Limit: *Hunger!* Turn any OPTIC BEAM power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



Power Sets

## NIGHTCRAWLER

Kurt Wagner

Solo	4	Voracious Swashbuckler
Buddy	8	Demonic Zombie
Team	6	The Hunger

Distinctions

### BAMFI

Enhanced Senses 8 Invisibility 8 Leaping 8 Teleport 8

Superhuman Reflexes 10 Wallcrawling 6 Bite 6

SFX: *Area Attack*. Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Flurry of Teleportation*. Against a single target, step up or double Teleport. Remove the highest rolling die and use three dice for your total.

SFX: *Infection*. When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

SFX: *Prehensile Tail*. Step back the highest die in your attack action pool to add a d6 and keep an extra effect die for a complication.

Limit: *Hunger!* Turn any BAMFI power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



Power Sets



**STORM** Ororo Munroe

Solo **6** Strong-Willed Zombie

Buddy **4** Claustrophobic

Team **8** The Hunger

*Distinctions*

**GODDES OF THE STORM**

Electrical Blast **10**    Enhanced Reflexes **8**    Enhanced Senses **8**

Enhanced Stamina **8**    Psychic Resistance **8**    Subsonic Flight **8**

Weather Supremacy **12**    Bite **6**

**Power Sets**

SFX: *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

SFX: *Immune.* Spend a doom die to ignore stress or trauma from extremes of temperature or electricity.

SFX: *Infection.* When using Bite, keep an additional effect die. This effect die becomes an Infected Complication that steps up at the beginning and end of every Action Scene. If the complication die reaches d12, the infected target turns into a zombie. This complication die can be targeted using Stamina powers, Medical specialties, etc, but it cannot be stepped down past a d4. If the infected target ever takes Trauma, the complication immediately steps up to a d12 and the target turns into a zombie.

SFX: *Multipower.* Use two or more GODDESS OF THE STORM powers in your dice pool, at -1 step for each additional power.

Limit: *Hunger!* Turn any GODDESS OF THE STORM power into a Hunger-related complication. Deal physical stress to a living target using Bite to recover that power and remove the complication.



If Emma is defeated or her hold over the zombies is broken, the zombies will no longer respond to Emma's mental commands. If the PCs are still present, however, they will pursue them. Once the tower is destroyed, the PCs are able to return to Uatu's Citadel.

### Ending Act Two

Once the heroes have destroyed the third tower, the Act ends. Act Three will start with the heroes arriving at Uatu's Citadel.

Alternatively, if your heroes are bored with reality hopping, or if you wish to progress through the story quicker, you may say that as the heroes were saving the second reality, the third and final reality was destroyed. The native inhabitants activated the tower and it phased that reality out of existence. This may also give the players a feeling of being overwhelmed or may provide them with the drive they need to defeat the Council of Four; in revenge for the worlds they have destroyed!

However, you decide to do it, Act Two ends as the heroes leave the final reality available to them.

## ***ACT THREE: THE COUNCIL OF FOUR***

With the Council of Four's towers destroyed, the PCs set their sights on the figures behind it all. But before they can pursue the Council of Four at their base, tragedy strikes!



## HOOK

After dealing with the final tower from Act Two, the heroes use Uatu's device to return them to his Citadel. This Act begins as soon as the PCs return.

As the PCs are still settling in, an alarm sounds from Uatu's computers. The Watcher's machines have picked up the signal of another tower of the Council of Four. The signal is very strong. Meaning the tower must nearly be ready to detonate! Uatu urges the heroes to respond to the S.O.S. and save this reality.

## DOOM POOL

The doom pool begins at **4d8** for this Act.



## ACTION: MAESTRO

The Council of Four have been well aware of the heroes of Earth-616 and of the heroes' efforts to thwart their plans. After pinpointing the location of the

### MAESTRO

Solo

Distinctions

Malevolent Intellect

Engine of Destruction

Ruler of Dystopia

**GAMMA-CHARGED GENETICS**

Enhanced Reflexes

Godlike Durability

Godlike Stamina

Godlike Strength

Leaping

Mystic Sense

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**SFX:** *Energy Absorption.* On a successful reaction against an energy-based action, convert opponent's effect die into a GAMMA-CHARGED GENETICS stunt or step up a GAMMA-CHARGED GENETICS power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.

**SFX:** *Healing Factor.* Spend a doom die to recover your physical stress and step back physical trauma.

**SFX:** *Hulk Smash!* Against a single opponent, double a GAMMA-CHARGED GENETICS die. Remove the highest-rolling die and add another die to your total.

**SFX:** *Multipower.* Add more than one GAMMA-CHARGED GENETICS power die to a pool. Step back each GAMMA-CHARGED GENETICS power die in that pool by -1 for each die beyond the first.

**SFX:** *Rage-Fueled Might.* Spend a doom die equal to your emotional stress and step back physical trauma.

**SFX:** *Strongest There Is!* In a reaction against an opponent with a Strength power trait, spend a doom die or step up your emotional stress to add a die equal to the opponent's Strength to your dice pool.

**Limit:** *Overload.* After using your *Energy Absorption* SFX, shutdown any GAMMA-CHARGED GENETICS power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.

Combat Expert

Psych Expert

Cosmic Expert

Science Master

Covert Expert

Tech Master

Medical Master

Menace Master

Bruce Banner

Power Sets

Specs

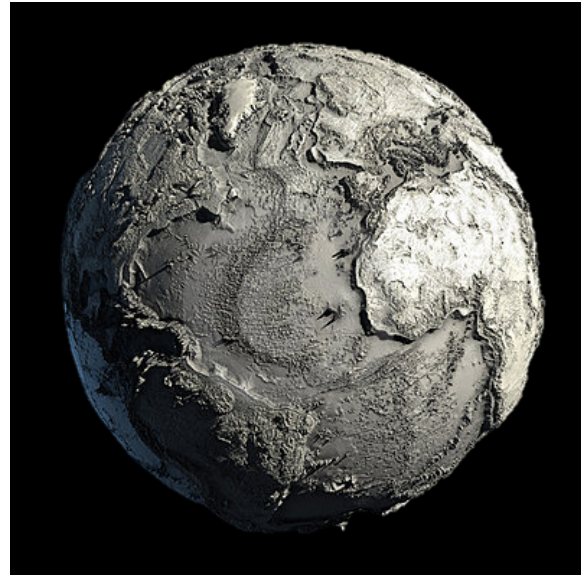
heroes' secret base, the Council has set in motion a plan to lure the heroes away so that they might destroy the meddlesome heroes world and their base!

Following the Council of Four's distress beacon, the heroes arrive at a **BARREN AND DESOLATE** Earth. Destroyed years ago in a nuclear fallout between the nations, the land is now **IRRADIATED**. The Council of Four's Maestro waits in plain sight for the heroes to arrive, possessing the Council of Four's distress beacon that also doubles as a teleportation scrambler, effectively keeping the heroes from fleeing until the scrambler is destroyed or Maestro leaves. He welcomes the heroes and boldly announces himself (typical giant villain monologue stuff, really.)

Maestro is serving as a distraction, allowing the other members of the Council to slip into Uatu's Citadel and assassinate him. However, Maestro will not let such an opportunity to destroy the heroes slip past him. Before the battle, Maestro absorbs the ambient nuclear energy in the **THIN ATMOSPHERE** around the planet, using it to bolster his already incredible strength. Then, the Maestro has his fun.

The Maestro is a deadly opponent, especially now that he is feeding off of the radiation the planet is emitting. Despite being the strongest their ever was, Maestro is wickedly intelligent. During their fight, Maestro tries to convince the heroes that the Council of Four is in the right. He asks them why they want to save worlds like this one, worlds that have been destroyed or serve only evil and dark purposes. The Council of Four only wishes to create Heaven. Is that so bad?

Maestro is not to be defeated here. Nor is this the final battles for our heroes. If Maestro manages to knock the heroes unconscious, he receives a summons from his allies telling him that the job is done. Eager to see the birth of his new reality, Maestro retreats. He leaves the heroes to "die on this rock" or "catch a glimpse of heaven before they are whisked away into eternal nothingness". Likewise, if Maestro is about to be defeated, spend a doom die to interrupt the Initiative order so that Maestro may receive his summons and then teleport away.



## **TRANSITION: TRAGEDY ON THE HOME FRONT**

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Once Maestro is gone, the heroes may recover their stress and teleport back to the Citadel. As the heroes activate the device to teleport back, however, a strange thing happens; or, rather, *nothing* happens! They activate it again, and still nothing. On a third push, the device lurches to a start and then they are teleported back to the Citadel.

The heroes return to the Citadel and find Uatu dead, his neck snapped. They also look out the observatory window where once a beautiful view of planet Earth was, but is now filled with a colorless void.

What happened here was that the other three members of the Council of Four used a device of Reed's making to slip into the Citadel undetected. Even with the benefit of a surprise attack on their side, the three members of the Council of Four found Uatu a dangerous opponent. That is, until Reed managed to snap his neck using the power of the Infinity Gauntlet (Reed invented a device that created a small pocket universe around his body that mimicked the same properties of Earth TRN-182 so that he could use the Infinity Gauntlet outside of its home reality. Luckily for the heroes, it was a one-time-use resource.) After dealing with Uatu, Phoenix and Venom went down to the planet's surface, repaired the damage done to Tower-616 and then returned to Uatu's Citadel before activating the tower, effectively erasing Earth-616 from existence and harvesting its energy. They contacted Maestro and teleported back to their base just moments before the heroes arrived.

The heroes can access any of Uatu's surveillance equipment to find out exactly what went down. However, they should notice that the colorless void from outside is beginning to creep its way into Uatu's Citadel. Within minutes, the void will consume the Citadel and it too will be erased from existence. The heroes have a small window to find out who killed Uatu, what happened to Earth, gather any resources they need, and follow after the Council of Four. By using Uatu's teleportation equipment, a tech- or cosmic-savvy hero may tune Uatu's teleportation device to the extradimensional particles still floating in the air throughout the Citadel.

Once they have the location of the Council pinned down, the heroes teleport away just as the void overtakes the Citadel and erases it from existence.



## **ACTION: THE FINAL BATTLE FOR EVERYTHING**

The Council of Four's signal leads the heroes to a dead planet, actually Earth-TRN182, the home reality to the Council of Four's Reed Richards, where the plot to destroy the universe began. Galactus' feast on this planet left it **A BARREN ROCK FLOATING THROUGH SPACE**. The ground is dust, the seas are empty, and the entire Earth's population along with their grandest cities were devoured. On the horizon, the PCs spy a tower looming against the blackness of space. As they travel towards it, they realize this tower is bigger than any of the other towers they have battled. Before his plan to build a new world could begin, Reed Richards embarked on a mission of vengeance, pursuing Galactus through the universe and battling him amid the cosmos. Reed, with the power of the Infinity Gauntlet, killed Galactus and carried his corpse back to Earth. The Council of Four's main tower is now **BUILT FROM GALACTUS' HIDE** and is the **CENTER OF ALL REALITIES**.

The Council of Four have built a large home (more like a palace) at the base of the tower. Resembling buildings from **BIBLICAL ARCHITECTURE**, the Council of Four's palace is **SURPRISINGLY DURABLE**. The palace also serves as a trophy room for their accomplishments, featuring a impressive collection of **POWERFUL ARTIFACTS FROM THE MULTIVERSE**.

The Council has harvested all the energy they needed to create their new world. Even if the heroes destroyed the three towers in Earths- 1610, 9811, and 2150, the amount of energy harvested from the other realities that the heroes were unable to save has provided enough energy to create the Genesis Wave, a wave of cosmic energy that will engulf all existing realities, destroying them. And then, from the ashes of the Genesis Wave will come a single reality, a reality left to be molded by its new gods: the Council of Four.

As the heroes arrive, read the following aloud:

*You enter into the Council of Four's palace and walk through a hallway featuring countless artifacts from countless times and realities. You enter into the main hall and see a wide open space. Near the center of the hall is the base of the Council of Four's central tower, thrumming with the harvested energy of infinite earths. The Council of Four stand at the base of the tower, waiting for you. Reed Richards of Earth-TRN182 raises his hands to greet you. "Welcome, heroes! To find our hidden base on this dead planet is no easy feat and for that I applaud you." Reed claps in a faux fashion. "You have been a thorn in our sides for too long and we could have snuffed you out countless times, but we have not. You are strong-willed, valiant, the best your reality has to offer. We stand on the precipice of a new era, a perfect era. We have the power to obliterate all sin, all evil, and replace it with good. You can help us. You can join us in creating this new world.*

*Everything you want. You can have it. Everything you've hated. You can erase. I'm offering you a choice to be part of something greater than you have ever dreamed of, heroes." Reed reaches out his hand. "Will you accept?"*

Allow the heroes to respond and have a short discourse with Reed and the other Council members. When you are ready, move on:

*"So be it," Reed says. "If you will not help us, then you will be obliterated into nothingness just like the infinite alternate versions of you we have already done away with. Maestro, Phoenix, Venom. Destroy them."*

At the beginning of the fight, Reed allows the other three members of the Council to do the fighting, instead electing to watch. Whenever one of the Council members becomes stressed out, however, Reed will join the fight. Alternatively, if one of the heroes actively engages Reed before one of the Council members is stressed out, he joins combat. Reed fights as a Team, using his genius to assist and encourage his teammates.

The Council's Central Tower is too powerful to be destroyed by brute force as

MAESTRO		Bruce Banner
Solo	10	Malevolent Intellect
Buddy	8	Engine of Destruction
Team	6	Ruler of Dystopia
Distinctions		
GAMMA-CHARGED GENETICS		
Enhanced Reflexes	8	Godlike Durability 10
Godlike Stamina 10		Godlike Strength 10
Leaping 10		Mystic Sense 6
SFX:	<i>Area Attack.</i> Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.	
SFX:	<i>Energy Absorption.</i> On a successful reaction against an energy-based action, convert opponent's effect die into a GAMMA-CHARGED GENETICS stunt or step up a GAMMA-CHARGED GENETICS power until used in an action. If opponent's action succeeds, spend a doom die to use this SFX.	
SFX:	<i>Healing Factor.</i> Spend a doom die to recover your physical stress and step back physical trauma.	
SFX:	<i>Hulk Smash!</i> Against a single opponent, double a GAMMA-CHARGED GENETICS die. Remove the highest-rolling die and add another die to your total.	
SFX:	<i>Multipower.</i> Add more than one GAMMA-CHARGED GENETICS power die to a pool. Step back each GAMMA-CHARGED GENETICS power die in that pool by -1 for each die beyond the first.	
SFX:	<i>Rage-Fueled Might.</i> Spend a doom die equal to your emotional stress and step back physical trauma.	
SFX:	<i>Strongest There Is!</i> In a reaction against an opponent with a Strength power trait, spend a doom die or step up your emotional stress to add a die equal to the opponent's Strength to your dice pool.	
Limit:	<i>Overload.</i> After using your <i>Energy Absorption</i> SFX, shutdown any GAMMA-CHARGED GENETICS power to step up the lowest die in the doom pool or add a d6 doom die. Activate an opportunity to recover that power.	
Combat Expert	8	Cosmic Expert 8
Psych Expert	8	Covert Expert 8
		Medical Master 10
		Menace Master 10
		Science Master 10
		Tech Master 10



the other towers have been in the past. Actions taken against the tower will fail. The only way to deactivate the tower is via a control panel that is carefully guarded by Reed, and to access it will take time and concentration that is not available in the middle of such a high-stakes fight. In other words, the Tower can only be destroyed after the Council of Four is defeated.

## PHOENIX

Solo 6 Avatar of Life and Death

Buddy 10 Unparalleled Psychic

Team 8 Most Dangerous Member of the Team

Distinctions

### OMEGA-LEVEL TELEPATH

Enhanced Durability 8 Telepathy 10 Mind Control 8

Telekinetic Blast 10 Psychic Resistance 10 Telekinetic Flight 6

Telekinetic Mastery 10

SFX: *Area Attack.* Target multiple opponents For every additional target, add a d6 and keep an additional effect die.

SFX: *Powerful Psychic.* Step back the highest die in your attack action pool to add a d6 and step up mental stress inflicted.

SFX: *Versatile.* Replace Psychic Blast or Telepathy die with 2d8 or 3d6 on your next roll.

SFX: *Psychic Healing.* Add Telepathy to your pool when helping others to recover stress. Spend 1 PP to recover your own or another's mental stress or step back your own or another's mental trauma by -1.

Limit: *Mutant.* When affected by mutant-specific complications or tech, add a d6 doom die or step up the lowest doom die by +1.

### PHOENIX FORCE

Cosmic Mastery 10 Cosmic Fire Blast 10 Transmutation 10 Fire Mastery 10 Supersonic Flight 10

SFX: *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Fiery Aura.* On a successful reaction against a physical attack, inflict physical stress with your effect die at no cost. Spend a doom die to step it up.

SFX: *Life and Death.* Add Cosmic Mastery to your pool when helping others recover stress. Spend a doom die to recover your own or another's physical stress, or step back physical trauma by -1. You may resurrect a dead character (d12 or more physical trauma) as if they had only been stressed out.


SFX: *Unleashed.* Step up or double any PHOENIX FORCE power for one action. If the action fails, add a die to the doom pool equal to the normal rating of your power die.

SFX: *Phoenix Tap.* In a pool including a PHOENIX FORCE powers, step up or double any OMEGA-LEVEL PSYCHIC power or spend a doom die to do both for one action. If that action fails, take your effect die as Mental Stress.

Limit: *Cosmic Power.* Both 1s and 2s count as opportunities when using a PHOENIX FORCE power, but only 1s are excluded from being used as totals or effect dice.

Specs Cosmic Master 10 Psych Expert 8

Jean Grey



Power Sets



**VENOM** Peter Parker

Solo **8** Broken Hero  
 Buddy **10** No More Jokes  
 Team **6** Nothing Left To Lose

**Distinctions**

**SPIDER-POWERS**  
 Enhanced Senses **8** Enhanced Stamina **8**  
 Superhuman Reflexes **10** Superhuman Strength **10**  
 Wall-Crawling **6**

**Power Sets**

SFX: *Second Wind.* Before you make an action including a SPIDER-POWERS power, you may select a doom die equal to your physical stress and remove both to step up the SPIDER-POWERS power by +1 for this action.

SFX: *Spider-Sense.* Spend a doom die to add Enhanced Senses (or step up by +1 if already in your pool) and reroll all dice on a reaction.

Limit: *Exhausted.* Shutdown any SPIDER-POWERS power to add a d6 doom die or step up the lowest doom die by +1.

**SYMBIOTE**  
 Enhanced Durability **8** Shapeshifting **6** Superhuman Reflexes **10** Swingline **8** Wall-Crawling **6**


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

SFX: *Envelop.* When inflicting a restraining or immobilizing complication on a target, add a d6 and step up the effect die.

Limit: *Vulnerability.* Step up stress or complications from sonic or fire-based attacks to add a d6 doom die or step up the lowest doom die by +1.

**Specks**

Acrobatic Master **10** Combat Expert **8** Covert Expert **6** Psych Expert **6** Science Expert **6**  
 Tech Expert **8**



Much of the focus so far in the event has been on Reed and Maestro, with them being the only two members of the Council to physically interact with the players. During the fight be sure to play up the characters of Phoenix and Venom as well. Focus on the despair and self-pity Venom has allowed himself to sink into after the death of the woman he loves. Focus on Phoenix's desire to see a world reborn from the ashes of another.

Intelligent or persuasive heroes may make impassioned pleas to Phoenix and Venom, them being the least far-gone from their heroic qualities (especially Venom). Persuading either of the Council members that this is not the right way, or this is not what Cyclops/Mary Jane would want may convince the two former heroes to turn their back on their Council allies and fight for good once more!

The Council of Four works together as a team at the beginning, although Maestro and Venom are the worst at teamwork. Maybe during the fight, Maestro tires of taking orders or pulling his punches, and takes his opponent away with a powerful leap, separating both of them from their teams so they may have a good, old fashioned Solo brawl. Maybe Phoenix and Venom decide to break off from the other Council members and double-team their opponents.

This is the final fight! This is the big finish to our Event and the stakes have never been higher! **This is the finale.** Feel free to go crazy with the Doom Pool. Heroes may die. Worlds may shatter. But one thing is for certain: this fight will be **EPIC.**

## ALPHA-REED

**Solo** **Scientific Paragon**

**Buddy** **The End Outweighs the Means**

**Team** **Unrestrained Intellect**

Distinctions

**INFINITY GAUNTLET**

Cosmic Supremacy    Teleportation    Godlike Strength

Godlike Durability    Telepathy    Telekinetic Supremacy

Cosmic Senses    Cosmic Blast    Transmutation

Psychic Resistance    Godlike Stamina

**Power Sets**

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**SFX:** *Near Omnipotence.* While INFINITY GAUNTLET is active, change your Affiliations to Solo 4d12, Buddy 3d10, and Team 2d8. Remove an Affiliation die for each stepped-up d12 stress effect die applied (for a minimum of one die per Affiliation).

**SFX:** *Ultimate Power.* When creating assets or complications with an INFINITY GAUNTLET power, step up the effect die.

**SFX:** *Universal Resilience.* Spend a doom die to ignore Physical Stress.

**Limit:** *Universe Specific.* INFINITY GAUNTLET only works while in the Earth-TRN182 reality.

**Specs**    Cosmic Master    Medical Expert    Science Master    Tech Master    Vehicles Expert

**Reed Richards**

### Options for dealing with Reed:

To say the Council of Four's leader is powerful would be an understatement – he killed Galactus and then used his body to build a tower! The Infinity Gauntlet is the most powerful weapon in existence and this could spell certain doom for the heroes. Here are a few ways to help the PCs gain an upper hand against the impossible powerful Reed Richards.

- **Transport to another reality.** Heroes that have dealt with the Infinity Gauntlet before (namely Tony Stark, Reed Richards, the Fantastic Four, and other classic Avengers) will recall that the Infinity Gauntlet only works so long as it is inside of its native reality. Heroes like Scarlet Witch, or Psi-Lord, that possess the power to create pocket universes, can use their powers to transport Alpha-Reed and the other members of the Council to another reality, thereby severing Reed's connection to the Infinity Gauntlet's infinite power.
- **Call in the reinforcements.** During the heroes' travels across the Multiverse, they have made many alliances. During their most desperate hour, it would be quite epic to have a portal open up and see the heroes' alternate reality doppelgangers and allies pour through to help defeat the Council of Four, no? If the heroes are becoming overwhelmed, consider this option.

## ENDING THE *COUNCIL OF FOUR* EVENT

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Once the heroes defeat the Council of Four, they may deactivate the Council's central tower. Doing this, releases all of the stolen energy in a bright flash of light. The heroes wake up in their home reality/realities and find everything has been returned to normal. Heroes from Earth-616 find themselves in New York City, right where they left off, with X-Man, Mole Man, and Ragnarok waking up from the blast that knocked them unconscious. Seeing the device did not go off as promised, the disillusioned villains are easily taken into custody.

Or maybe, the heroes return to their world as if nothing ever happened, with foggy memories of a reality-spanning adventure. But it all seems like a dream now. Could it have actually happened?

If the heroes were **NOT** able to defeat the Council of Four, it is not the end of the world. (Well... it is... But hear me out.) Failing to defeat the Council of Four, the tower detonates and the Council's plan at creating a new perfect Earth is created, and the heroes – having been so near the epicenter of the blast – are also reincarnated in this reality. The memories of their past lives are foggy, but they feel something is not right. Through investigating, they find out about the Council of Four and of their failure to stop them and then they rally to fight the Council once more, this time better prepared and ready to fight! This option is akin to a House of M type of Event, and would allow you as the Watcher to explore and create a whole new world and story tailored to your heroes and their choices. So, see? It wasn't *really* the end of the world, now was it?



**Some ending, huh?**

# HERO DATAFILES



elbna! ER

# BEAST

## Affiliations

SOLO  BUDDY  TEAM 

PP


## Distinctions

Genetic Activist  
 Renaissance Beast  
 Smartest Man In The Room

 OR   
 +1 PP

## Power Sets

### BESTIAL MUTANT

Superhuman Durability 	Enhanced Senses 
Superhuman Stamina 	Superhuman Reflexes 
Superhuman Strength 	Wall-Crawling 







**SFX:** *Bestial Surge.* Step up Superhuman Strength for one action, then step back the original power die. Recover power by activating an opportunity or during a Transition Scene.

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

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

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

## Specialties

Acrobatic Master 	Combat Expert 
Cosmic Expert 	Medical Expert 
Science Master 	Tech Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Mutants Sans Frontières

- 1 XP when you use your Medical Expert to help a mutant recover stress.
- 3 XP when you choose not to engage in a confrontation in order to rescue or support noncombatants.
- 10 XP when you either allow a mutant to die, or give up your status or reputation to save a mutant.

### Once An X-Man, Always An X-Man

- 1 XP when you point out how much the X-Men have changed over the years.
- 3 XP when you lament to a teammate how much the world the X-Men sought to improve has changed for the worse.
- 10 XP when you coerce another mutant to join the X-Men, or you leave the X-Men to join a predominately non-mutant team.

STRESS/TRAUMA

P











M











E











XP

## Dr. Henry “Hank” Phillip McCoy [public]



### History

Born a mutant with ape-like features and limbs, Henry “Hank” McCoy was the founding member of the X-Men codenamed Beast. Already mentally gifted, he studied biochemistry and genetics under Professor Xavier and eventually became the X-Men’s resident science expert.

Eventually, Hank left the X-Men to work in the private sector. Employed by the Brand Corporation, he made great strides in understanding the nature of human mutation. This changed when Hank discovered his boss was stealing classified government documents. Determined to stop the espionage himself, he took an experimental formula to augment his abilities and mask his appearance. His heroics succeeded, but the formula permanently changed him.

Now a blue, furry, simian-like mutant, Hank left the private sector and returned to super heroics. First a member of the Avengers, then the Defenders, he eventually rejoined his original X-Men teammates in X-Factor. During this time he briefly regained his more human appearance, though his body suffered frequent mutations, with effects such as a temporary decrease in intellect and increase in strength. Finally, Beast returned to his blue, furry form and his original home with the X-Men.

After seeing his longtime friend Cyclops (possessed by the Dark Phoenix) murder their beloved Professor Charles Xavier, Beast underwent a crisis of identity, made worse by another sudden and painful mutation. Fearing he would die from this mutation, Hank went back in time to bring the original X-Men to the current time, hoping to convince Cyclops to see how far he had fallen. With the combined intellect of his younger self, Hank survived his new mutation. He serves as the vice-principle, primary physician, research scientist, and technician of the new Jean Grey School for Gifted Youngsters, roles for which he is ideally suited.

### Personality

Beast’s personality has changed wildly based on his current state of mutation. In his more human-looking guise, he tended to be bookish and fairly serious. After he turned himself into a blue-furred creature, he started to joke and wisecrack more, to cover up his insecurity about looking less human. In his current large furry blue simian form he’s a combination of the two—prone to academic musings as well as self-deprecating witticisms and bon mots. In any form, Hank McCoy is a dedicated scientist and a loyal friend.

### Abilities & Resources

Beast possesses superhuman strength, durability, endurance, speed, and agility. He is an amazing acrobat and able to climb walls with the use of his dexterous and strong hands and feet. Beast heals somewhat faster than normal and can emit pheromones attractive to the opposite sex. Beast is also a trained biochemist and considered one of the greatest scientific minds in the world.

With the possible exception of Wolverine, no mutant has as diverse a collection of allies as Beast. A founding and long-time member of the X-Men, Beast can count most members of that team as close friends, especially the other founders. As an Avenger, Beast often found public acceptance even during various periods of anti-mutant hysteria and worked alongside Captain America, Hawkeye, Ms. Marvel, Wonder Man, and others. As a Defender, he befriended mystical heroes such as Dr. Strange and the Valkyrie.

Hank’s scientific reputation, expertise, and connections allow him access to some of the most advanced laboratories in the world.



# BLACK WIDOW

**Affiliations**

SOLO BUDDY TEAM

**Distinctions**

Dangerous Liaisons  
 Natural Leader OR   
 Russian Superspy **+1 PP**

**Power Sets**

**RED ROOM CONDITIONING**  
 Enhanced Durability Enhanced Reflexes   
 Enhanced Stamina   
**SFX:** *Focus.* In a pool with a RED ROOM CONDITIONING die, replace two dice of equal steps with one die of +1 steps.  
**SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from aging, disease, or psychic attack.  
**Limit:** *Deep Programming.* Earn 1 PP to step up emotional stress inflicted by intelligence agencies and their directors by +1.  
**Limit:** *Killswitch.* When you take emotional trauma, shutdown any RED ROOM CONDITIONING power and gain 1 PP. Recover power when you recover emotional trauma.

**WIDOW'S STING BRACELETS**  
 Electric Blast Swingline   
**SFX:** *Widow's Bite.* Spend 1 PP to step up ELECTRIC BLAST to d10; step back to 2d6 for subsequent actions. Recover power by activating an opportunity or duing a Transition Scene.  
**Limit:** *Gear.* Shutdown WIDOW'S STING BRACELETS and gain 1 PP. Take an action vs the doom pool to recover.

**Specialties**

Acrobatics Master Combat Expert   
 Covert Master Menace Expert   
 Vehicles Expert   
 [You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

**Milestones**

**Black Ops Betrayal**  
 1 XP when you first use your Covert Specialty in an action and succeed.  
 3 XP when you convince a team member to make a painful or difficult choice for the good of the mission.  
 10 XP when you either abandon a team member in order to finish the mission, or you sacrifice success to save them.

**The Things They Say About Her**  
 1 XP when you first use your Covert specialty to create a resource.  
 3 XP when you use your Menace specialty to Emotionally stress out a foe.  
 10 XP when you either sever all ties to your old life as a spy and commit completely to your new life as a hero, or you leave your new life behind and return to being a spy.

**PP**

**STRESS/TRAUMA**

**P**

**M**

**E**

**XP**



## History

Born in Soviet Russia in the late 1920s, orphan Natalia “Natasha” Romanova joined the USSR’s Black Widow Program after WWII. The Program created elite female spies and assassins. Subjected to various experiments and years of rigorous training, Natasha eventually gained the title of Black Widow and undertook a mission to kill defecting scientist Anton Vanko and his new boss, famed American industrialist and weapons designer, Tony Stark. Black Widow failed to kill Stark, but stayed in the United States to harass Stark and his heroic identity, Iron Man. Seducing the hero Hawkeye to assist her, Natasha fell victim to her own game, falling for the handsome archer and cutting ties with her Soviet spymasters.

Defecting to the United States, Black Widow joined S.H.I.E.L.D. She served with the short-lived West Coast hero group known as the Champions and partnered with both Hawkeye and Daredevil for a time. Eventually she joined the Avengers and even led the group for a time, leaving after the villain Onslaught killed or severely injured most of the team.

Since then Natasha has alternated between working with fellow heroes and working in the espionage community again. She even led S.H.I.E.L.D. for a brief time when current Directory Tony Stark was assumed dead and Deputy Directory Maria Hill went missing. She has since rejoined the ranks of the Avengers and serves as a core member of Captain America and Tony Stark’s new Avengers team.

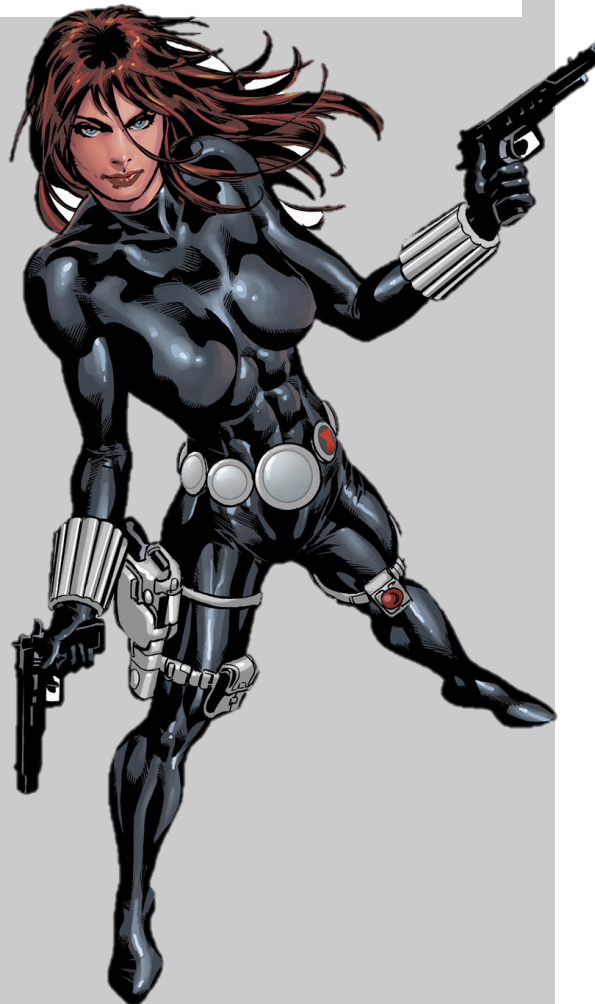
## Personality

Years of espionage training and work as a sleeper agent have made Black Widow naturally guarded and careful, even with her friends. She is a consummate professional in the field and can be ruthless if needed. Natasha has a romantic side as well, preferring dangerous but idealistic men such as Daredevil and Hawkeye. She is a capable leader, but due to past losses while leading the Avengers, she is reluctant to step into that role again.

## Abilities & Resources

The Black Widow Program enhanced Natasha’s physique and greatly slowed her aging. Despite being born in the first half of the 20<sup>th</sup> Century, she still appears to be young and vital. The program’s Red Room training honed her skills, and Black Widow is a master of armed and unarmed combat, espionage, tactics, and infiltration. She speaks several languages and is familiar with most intelligence, criminal, military, and insurgent organizations worldwide. In addition to the traditional firearms and weapons she sometimes uses, Black Widow usually wears her Widow’s Sting – specially designed bracelets that house a built-in swing-line launcher and electric blaster.

Though her relations with Russia are shaky, Natasha still has some contacts in the former USSR. An ex-Avenger and ex-Champion, she has friends and allies that include Angel, Hercules, Wasp, and Iron Man. She maintains good relations with her former lovers, Hawkeye and Daredevil, and can call on them for aid in a pinch. Her work with S.H.I.E.L.D. means the organization is a potent ally that views her a vital resource. Her personal friendship with longtime S.H.I.E.L.D. director, Nick Fury, and allied heroes such as Wolverine and Captain America only strengthen this relationship.





# CAPTAIN AMERICA

## Affiliations

SOLO  BUDDY  TEAM 

## Distinctions

Lead By Example  
Resolute Tactician  
Sentinel of Liberty

 OR   
+1 PP

## Power Sets

### SUPER-SOLDIER PROGRAM

Enhanced Durability  Enhanced Reflexes   
Enhanced Stamina  Enhanced Strength 





- SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from poison, disease, or fatigue.
- SFX:** *Last-Ditch Effort.* Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend 1 PP to do both, then shutdown that power. Activate an opportunity to recover the power or during a Transition Scene.
- SFX:** *Second Wind.* Before you take an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power for this action.
- Limit:** *Patriot.* Step up emotional stress inflicted by government forces or popular opinion to gain 1 PP.

### VIBRANIUM-ALLOY SHIELD

Godlike Durability  Weapon 

- SFX:** *Area Attack.* Against multiple opponents, for every additional target, add a d6 and keep an additional effect die.
- SFX:** *Ricochet.* Against a single target, step up or double a Weapon die. Remove the highest rolling die and use three dice for your total.
- Limit:** *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD to gain 1 PP. Take an action vs. the doom pool to recover.

## Specialties

Acrobatic Expert  Combat Master   
Covert Expert  Psych Expert   
Vehicle Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Born Leader

- 1 XP when you give an order to an ally.
- 3 XP when you take advice from an ally or utilize an ally-created asset to stress out a villain.
- 10 XP when you either create a new branch of the Avengers and select a leader for the team, or step away from the Avengers, choosing any ally to take over as leader.

### Avengers Assemble!

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

PP

STRESS/TRAUMA

P











M











E











XP



### History

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

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

After the Phoenix Force returned to Earth and the X-Men leader Cyclops took control of the world, society's opinion of mutants was damaged even more than it ever had been. Feeling a sense of guilt over not doing more to assist the endangered mutant species, Captain America set about establishing a human-mutant Avengers team, to show the world that humans and mutants can work together. After establishing the team, Captain America appointed Cyclops' brother, Havok, as the leader of the Avengers Unity Division.

### Personality

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

### Abilities & Resources

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

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

Steve Rogers has always enjoyed a close relationship with S.H.I.E.L.D., through former Director Nick Fury and sometime romantic partner Sharon Carter (AKA Agent 13). Of late, however, Fury's replacement Maria Hill has been less accommodating and many of his S.H.I.E.L.D. resources have been limited. He uses customized vehicles such as a high-tech van and a heavily modified motorcycle, both gifts from the Black Panther's people. Cap's reputation, particularly among the superhuman community, is unmatched – no other figure commands the degree of respect and loyalty among heroes that he does.



# CAPTAIN MARVEL

## Affiliations

SOLO



BUDDY



TEAM



## Distinctions

Homeland Security Hero  
Letter of the Law  
Take-Charge Attitude



OR



+1 PP

## Power Sets

### KREE GENETICS

Energy Blast

Superhuman Durability

Subsonic Flight

Superhuman Stamina

Superhuman Strength

**SFX:** *Energy Absorption.* On a successful reaction against an energy-based attack action, convert your opponent's effect die into a KREE GENETICS stunt or step up a KREE GENETICS power by +1 for your next action. Spend 1 PP to use this stunt if opponent's action succeeded.

**SFX:** *Multipower.* Use two or more KREE GENETICS powers in your dice pool, at -1 step for each additional power.

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

**Limit:** *Overload.* Shutdown a KREE GENETICS power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

## Specialties

Combat Expert

Cosmic Expert

Covert Expert

Psych Expert

Vehicles Expert

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Binary Activation

- 1 XP when you first use your *Energy Absorption* SFX in a Scene.
- 3 XP when you use your *Energy Absorption* SFX to aid another hero followed by activating your Limit.
- 10 XP when you choose to either defeat an opponent using a d12 asset created by *Energy Absorption* SFX and *Multipower* SFX, or defeat an opponent with all Kree Genetics powers shutdown.

### Kree-Fueled Power House

- 1 XP when you fly directly into the most obviously powerful enemy on the field.
- 3 XP when you use brute force to create an asset for an ally.
- 10 XP when you either defeat an enemy by using Superhuman Strength to inflict trauma, or when you defeat an enemy by absorbing their energy with the *Energy Absorption* SFX.

PP

STRESS/TRAUMA

P



M



E



XP



### History

Born the daughter of a father that wouldn't accept women as the equal of men, Carol Danvers worked hard to change his attitude. She dreamed of becoming an astronaut one day, traveling from world to world. Finally fed up with her father's blindness regarding her abilities, she left home after high school and joined the Air Force, ready to prove herself to the world. She became an accomplished pilot and eventually joined military intelligence, where she also excelled as a spy, working on missions alongside people like Ben Grimm and Logan.

She left the USAF to take a job as security head for NASA. There she became involved in one of the many covert fronts for the Kree-Skrull War, allying herself with the Kree hero Mar-Vell. Exposed to a Kree device designed to alter reality, Carol found her body modified into a half-Kree superhuman form and took the name "Ms. Marvel." Continuing encounters with superhumans and aliens made her job untenable and when forced finally to leave NASA, she wrote a tell-all book that propelled her into the world of journalism. As Ms. Marvel, she worked alongside a number of heroes and teams, eventually joining the Avengers after helping them fight Ultron. Later, circumstances pushed her to distance herself from the Avengers, and the mutant Rogue stole Carol's powers and memories, leaving Ms. Marvel for dead. Working with the X-Men to regain what she had lost, she fell victim to the alien Brood, who mutated her into a cosmic-level energy channeler. After a stint as "Binary," wandering the cosmos alongside the Starjammers, she returned to Earth, exhausting her cosmic powers to save Earth's sun.

Without her Binary powers, Carol was back to being *merely* superhuman, and she operated for a time under the name "Warbird." She returned to the Avengers for a while, fighting her way through a bout with alcoholism brought on by her many emotional traumas. She left the team to take a position in Homeland Security, but again returned to fight the Scarlet Witch, whose assault resulted in the team disbanding. After an experience in an alternate universe where Carol was one of the world's most popular heroes, she has fully embraced her heroic identity once again and rejoined the Avengers as Captain Marvel, to honor her Kree ally from long ago.

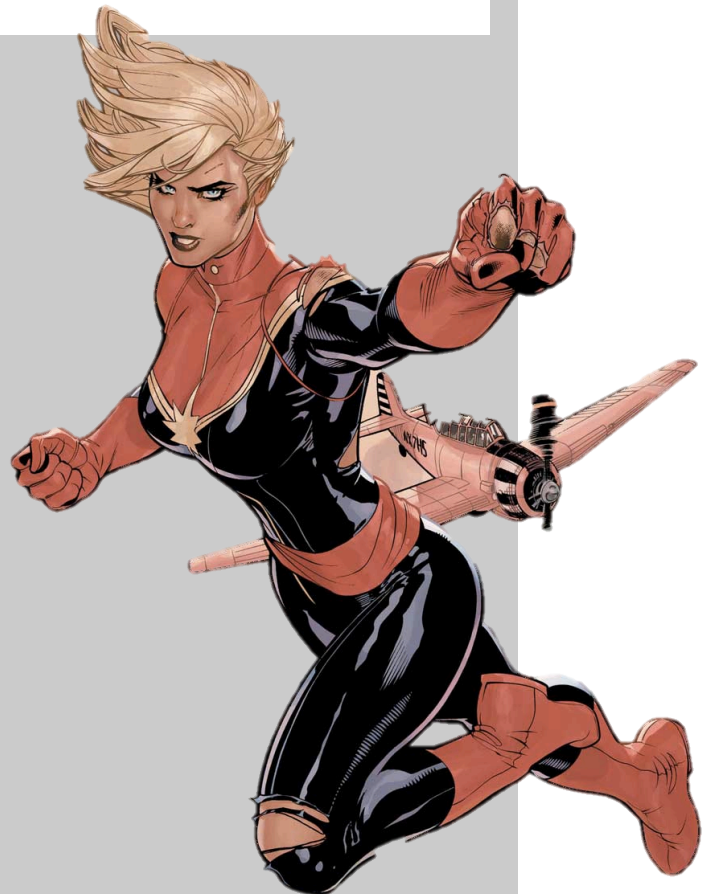
### Personality

Carol has spent a good portion of her life fighting through a series of insecurities. She tends to overcompensate, and while she doesn't grandstand unnecessarily, she may take unwise risks or impulsive actions to prove herself to those around her. The victim of multiple emotional and psychic violations, she also tends to lead with her fists, projecting a buffer of violence between her and anything she perceives as a threat. When in doubt in a situation, she will generally default to her military training and the mindset it conditioned.

### Abilities & Resources

Carol has gone through more than one set of superhuman abilities during her career. Currently, she possesses a respectable degree of superhuman strength and durability. She can also fly, emit powerful energy discharges, and both absorb and channel ambient electromagnetic energy to amplify her other abilities.

Aside from her powers, Captain Marvel is a highly trained combatant and an accomplished military officer, spy, and pilot. Also, Carol has friends, associates, and contacts everywhere—she has worked with the Avengers, the Defenders, the X-Men, S.H.I.E.L.D., alongside a number of individual heroes, and at varying times has been a member of the military, the intelligence community, and Homeland Security.



# HAVOK

## Affiliations

SOLO

6

BUDDY

8

TEAM

10

PP

## Distinctions

Reluctant Hero  
Natural Born Leader  
Something to Prove

4  
+1 PP

OR

8

## Power Sets

### AMBIENT ENERGY CONVERSION

Plasma Blast 10

Energy Resistance 8

- SFX:** *Absorption.* On a successful reaction against an energy-based action, convert your opponent's effect die into an AMBIENT ENERGY CONVERSION stunt or step up an AMBIENT ENERGY CONVERSION power by +1 for your next action. Spend 1 PP to use this SFX if your opponent's action succeeds.
- SFX:** *Area Attack.* Against multiple opponents, for every additional target add a d6 and keep an additional effect die.
- SFX:** *Full-Power Blast.* Step up or double Plasma Blast for one action. If the action fails, add a die to doom pool equal to the normal rating of your power die.
- SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from heat or radiation.
- SFX:** *Versatile.* Split Plasma Blast into 2d8 or 3d6 on your next roll.
- Limit:** *Growing Dread.* Both 1 and 2 on your dice count as opportunities when using an AMBIENT ENERGY CONVERSION power, but only 1s are excluded from being used for totals or effect dice.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

## Specialties

Combat Expert 8

Cosmic Expert 8

Science Expert 8

Vehicle Expert 8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Cyclops' Brother

- 1 XP when someone expresses doubt over your credibility as a hero based solely on your relation to Cyclops.
- 3 XP when you take Emotional stress related to your relationship to your brother.
- 10 XP when your actions convince the public that you are not a mutant menace, or your actions confirm their fears and you join your brother's X-Tinction Team.

### A Leader, A Rebel

- 1 XP when you give someone an order.
- 3 XP when an ally disputes your right to lead and you deal stress in order to prove your right.
- 10 XP when you defeat a foe without any of your allies becoming stressed out, or you abandon your teammates, dooming them to failure.

STRESS/TRAUMA

P

4

6

8

10

12

M

4

6

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12

E

4

6

8

10

12

XP



### History

The younger brother of the X-Man Cyclops, Alex Summers was separated from his siblings following the apparent deaths of their parents. Although Alex's mutant abilities developed during puberty, it was his mutant college professor, Ahmet Abdol, who was the first to recognize them. After absorbing the cosmic energy stored in Alex's body, Abdol became the Living Monolith but was defeated by the X-Men. Reunited with his brother, Alex was taken under the X-Men's wing, taught to control his abilities, and became a sometime member of Professor Xavier's team.

Alex led a varied career as a hero, fighting alongside Wolverine, leading X-Factor, and fighting to save a dark and twisted alternate reality Earth. Alex's long-lost and unknown eldest brother Gabriel Summers, aka Vulcan, arrived on Earth, fighting the X-Men and killing Banshee before fleeing into space. Havok, Rachel Grey, and Lorna Dane, aka Polaris, followed Vulcan into space, joining up with the space-faring Starjammers to hunt him down.

The Starjammers ended up participating in a civil war deep in Shi'ar space, against the newly crowned emperor of the Shi'ar Empire, Vulcan. After Vulcan was assumed dead, Havok, Lorna, and Rachel returned home. Havok helped lead X-Factor Investigations until the Avengers went to war against the X-Men, when Havok joined on the side of his fellow mutants until it became clear of the Phoenix Force's negative effect on his brother Cyclops. Afterwards, Havok was approached by Captain America, who wanted Havok to lead a new branch of the Avengers, one that showed a united human-mutant front working together for a better world. Havok accepted and became the leader for the Avengers Unity Division.

### Personality

Alex Summers is somewhat of a hothead with a vicious inferiority complex. Growing up in the looming shadow of his well-accomplished brother, Cyclops, Havok has always felt the need to prove himself as an individual and a hero. Conversely, fear of his power has made him reluctant to really push himself to be the hero that he truly could be.

Over the years, his involvement with the X-Men, X-Factor, the Brotherhood, and others, he has grown in confidence and experience. He is today considered to be a valuable and experienced hero.

He is a loyal, good-hearted friend and partner. He is a man of rather rigid moral codes of behavior, much like his brother Scott.

### Abilities & Resources

Havok is an extremely powerful mutant with the ability to absorb ambient cosmic and solar energy, process it, and release it as waves of plasma in a concentric circle pattern. These waves emanate from his body in all directions unless he channels them in a single direction, usually along the length of his arms. As a result of his energy absorption, he is virtually immune to most forms of radiation and heat. Additionally, Havok is immune to the intense heat he creates, as well as the power blasts generated by his brother Cyclops.

At times, he is not entirely able to control this ability, which makes him a danger to those around him. Havok wears a specially-designed suit to help him regulate and control his powers.

He is a skilled driver and pilot, and has been trained in martial arts by Wolverine. Alex is an instinctive tactician and strategist and his university studies have made him an accomplished geologist and geophysicist.



# HAWKEYE

## Affiliations

SOLO

8

BUDDY

6

TEAM

10

## Distinctions

Checked Past  
Cocky Rogue  
Peerless Marksman

4

OR

8

+1 PP

## Power Sets

### EXCEPTIONAL TRAINING

Enhanced Reflexes

8

Enhanced Senses

8

Enhanced Stamina

8

**SFX:** *Fortune Favors The Bold.* Spend 1 PP to reroll when using an EXCEPTIONAL TRAINING power.

**Limit:** *Headstrong.* Step up mental or emotional stress included in an action that targets you and gain 1 PP. Step back stress by -1 step if the action fails.

### BOW AND TRICK ARROWS

Enhanced Durability

8

Weapon

8

**SFX:** *Shoot to Kill.* Add a d6 to your dice pool for an attack action and step back highest die in pool by -1. Step up physical stress inflicted by +1.

**SFX:** *EMP Arrow.* Target multiple robot or computerized opponents. For every additional target, add d6 to your pool and keep +1 effect die.

**SFX:** *Adamantium Arrow.* Step up physical stress you inflict by +1 when your target uses a Durability power in their reaction pool.

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

**SFX:** *Explosive Arrow.* Step up or double Weapon for one action. If the action fails, add a die to the doom pool equal to the normal rating of your power die.

**Limit:** *Gear.* Shutdown BOW AND TRICK ARROWS and gain 1 PP. Take an action vs. doom pool to recover.

## Specialties

Acrobatic Expert

8

Combat Master

10

Covert Expert

8

Crime Expert

8

Menace Expert

8

Vehicle Expert

8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### The One And Only...

- 1 XP when you talk trash to a super villain and the doom pool is 2d8 or greater.
- 3 XP when your refusal to back down when obviously outclassed or overpowered either causes you to take stress or allows one of your allies to gain XP from one of their Milestones.
- 10 XP when you publically take full credit for defeating a superior enemy, or acknowledge the aid of your allies.

### If I'm Not With The Avengers Or At The Barbeque, I Don't Eat

- 1 XP when you first successfully complete an action without using your BOW AND TRICK ARROWS Power Set in a scene.
- 3 XP when you ignore the immediate danger to help civilians and noncombatants get away from said danger.
- 10 XP when you decide to leave the Avengers to become a defender of the common folk, or when you remove yourself from contact with the common folk to focus on your career as an Avenger.

PP

STRESS/TRAUMA

P

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12

XP



### History

Orphaned young, Clint and his brother Bernard ran away to join the circus. There, Clint met the men who would mentor him, the original Swordsman and Trick-Shot. Both men noticed Clint's natural abilities and trained him, but Trick-Shot had the greater influence, beginning Clint's lifelong love of archery. Inspired after watching Iron Man in action, Clint Barton left his brother and the circus, donning a colorful costume to fight crime as Hawkeye. Unfortunately, during Barton's first outing, the authorities mistook him for one of the criminals he was attempting to stop, and the young man ultimately found himself fighting the very hero who had inspired him in the first place: Iron Man.

After some unhappy times on the wrong side of the law, Clint approached the Avengers in an attempt to reform his image, and Iron Man sponsored him for membership. Hawkeye was part of the first serious set of changes in the team's line-up, a situation that saw him, Captain America, and fellow teammates Quicksilver and Scarlet Witch forced to prove themselves worthy of name "Avengers" repeatedly.

Hawkeye has been on and off the roster of the Avengers over the years, but he has always returned to his allies, even when his choices and moral decisions cost him personally. Barton died as an Avenger, sacrificing himself aboard a Kree warship to save his comrades, a consequence of reality distorted by the Scarlet Witch. More manipulation by the Scarlet Witch returned him to the living, confused and uncertain. After operating as Ronin for a time, Clint returned to his mantle as Hawkeye. Following the return of the Phoenix Force, Clint began to take more stock in his personal life outside of the Avengers, such as helping his fellow apartment complex tenants get out from under the thumb of an unsavory thug and becoming a closer mentor to the female Hawkeye, Kate Bishop.

### Personality

Clint Barton is two-parts swashbuckler and one-part showman. Win or lose, he's going to do it his way and with *style*. He may fight the good fight, but he has fun doing it and shows off every chance he gets. Brash, headstrong, recklessly brave, and sometime much too confident in his own abilities for his safety, Barton is never without a retort and wisecracks on a level that rivals Spider-Man at his most annoying. His friends and allies also see leadership qualities in him to which he himself sometimes seems blind.

### Abilities & Resources

Regardless of what costumed identity he's using—and he's gone through several during his career—Barton remains one of the finest marksmen on the planet. His peers are few, limited to such villains as Trick-Shot, Bullseye, and Taskmaster. His impressive archery skills are often supplemented by a wide variety of trick arrows provided by Stark and others, but even without them, he's a highly experienced and well-trained martial artist and master of many weapons. This is a man used to fighting alongside Thor and Iron Man—and looking good while doing so—with nothing other than his skill and courage to complement their power and technology.

In addition to a broad background of expertise and an unhealthy level of personal bravery, Clint Barton also possesses many contacts in the intelligence and superhuman communities. He has contacts in S.H.I.E.L.D. and with various other Avengers, his strongest connections being with former lover Black Widow, and his longtime ally Captain America





# HUMAN TORCH

**Affiliations**

SOLO  BUDDY  TEAM 



**Distinctions**


Hotheaded Hero  
 Growing Up  
 Shameless Flirt

 +1 PP OR 

**Power Sets**

**FLAME ON!**

Fire Mastery  Flame Blast 

Supersonic Flight 

**SFX:** *Area Attack.* Target multiple opponents. For every additional target, add a d6 and keep an additional effect die.

**SFX:** *Fiery Body.* On a successful reaction against a physical attack, inflict physical stress with your effect die at no PP cost. Spend 1 PP to step it up.



**SFX:** *Immunity.* Spend 1 PP to ignore stress or trauma from fire, heat, or cold.



**SFX:** *Multipower.* Add more than one FLAME ON! powers to your dice pool. Step back for each FLAME ON! Die in your pool once for each die beyond the first.

**SFX:** *Nova Flame.* Step up or double your FLAME ON! powers for that scene, or spend 1 PP to do both. Take second-highest rolling die of each subsequent action or reaction as physical stress.

**Limit:** *Extinguished.* Shutdown all FLAME ON! powers vs. a flame-retardant attack to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.

**Specialties**

Acrobatics Expert  Cosmic Expert 

Tech Expert  Vehicles Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

**Milestones**

**Dangerous Love**

1 XP when you choose to flirt with a non-heroic Watcher characters.

3 XP when your heroic activities put your chosen character in danger, or your commitment to your chosen character puts your team in danger.

10 XP when your involvement with your chosen character changes them irreversibly, or break off your relationship in order to protect your chosen character.

**Celebrity Distractions**

1 XP when you take up an activity that involves significant time away from the rest of your team.

3 XP when the demands of your chosen activity conflicts with your team responsibilities.

10 XP when you either abandon your team for your chosen activity at a critical moment, or abandon your chosen activity in order to help your team at a critical moment.

**PP**

**STRESS/TRAUMA**

**P**

**M**

**E**

**XP**

### History

Joining his big sister Sue on an experimental space flight, young Johnny Storm gained fantastic powers after cosmic rays bombarded their ship. The four crewmembers became the Fantastic Four, with Johnny's fire-based powers leading him to take the name “The Human Torch.” The Fantastic Four became one of Earth's most prominent super hero teams and the Human Torch one of Earth's most famous heroes.

Johnny's life since becoming a hero has been full of adventure and opportunity. He's traveled the cosmos with the Fantastic Four, been a race car driver for a time, and watched his girlfriend Frankie Raye become Nova, the Herald of Galactus. He worked briefly as an actor and a firefighter, finished college, engaged in various solo heroics, and even married the Skrull Lyja while she was disguised as the Thing's then ex-girlfriend, Alicia Masters. Through it all, Johnny has kept his cheerful attitude, though his impulsive nature and penchant for practical jokes have sometimes annoyed his teammates. Despite often seeming immature and irresponsible, the Human Torch has helped save the world many times over and is a beloved member of the Fantastic Four.

Recently, Johnny sacrificed himself to keep the intergalactic conqueror Annihilus from escaping the Negative Zone and invading Earth. Johnny was revived by Annihilus' worm-healers and thrown into a prison. Johnny escaped, defeated Annihilus, and used the Cosmic Control Rod to open a portal to Earth to reunite with his family.

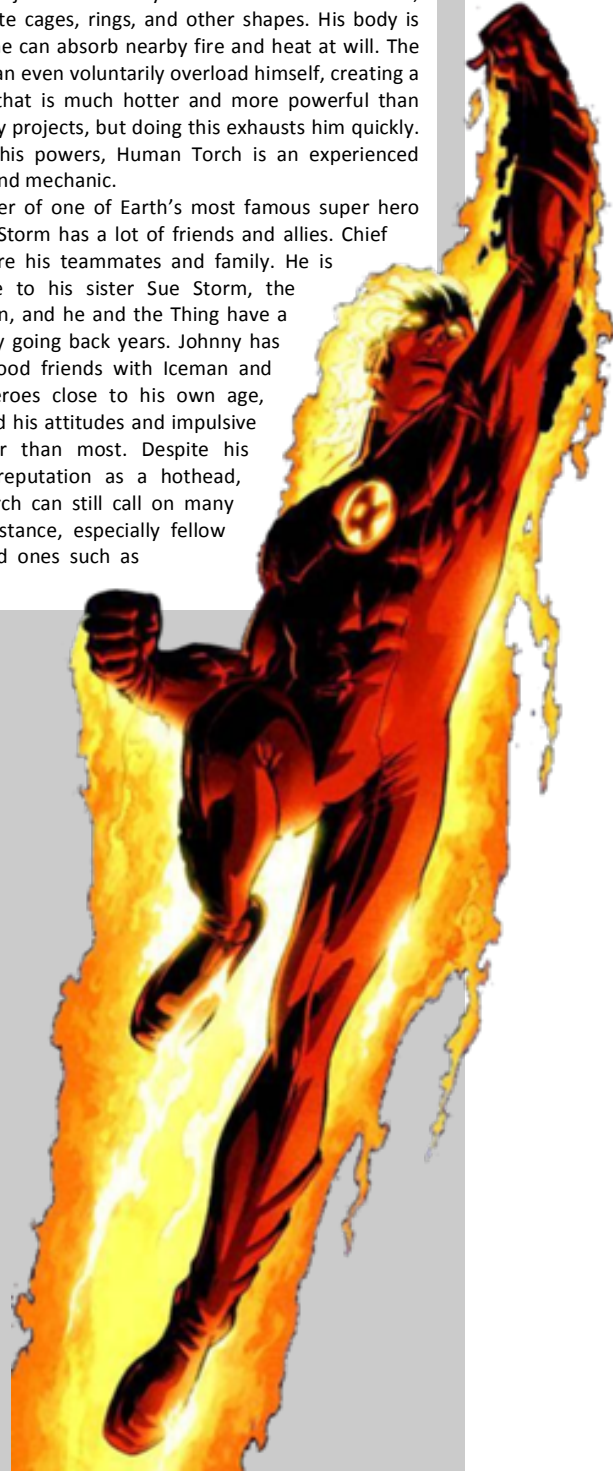
### Personality

The Human Torch loves being a super hero. He dates supermodels, pals around with various costumed heroes, and fights evil with a daredevil attitude and youthful exuberance. Recently with his death-defying and galaxy-crossing experience, he is slowly becoming more mature and adult. He still loves pranks and jokes, with teammate the Thing a favorite target. Johnny loves his sister Sue and the other members of the Fantastic Four dearly, and would do anything to aid them.

### Abilities & Resources

The Human Torch can project fire from any part of his body. He can use this power to hurl fiery blasts, engulf his entire body in flames, and make shapes composed of fire. He can even “sculpt” flames, allowing him to form decoys of himself. His fiery aura protects him from projectiles and allows him to fly. He can extinguish part of it in order to safely carry passengers or objects and still fly. He can control fire as well, using it to create cages, rings, and other shapes. His body is fireproof, and he can absorb nearby fire and heat at will. The Human Torch can even voluntarily overload himself, creating a “Nova Flame” that is much hotter and more powerful than Johnny normally projects, but doing this exhausts him quickly. In addition to his powers, Human Torch is an experienced racecar driver and mechanic.

As a member of one of Earth's most famous super hero teams, Johnny Storm has a lot of friends and allies. Chief among them are his teammates and family. He is especially close to his sister Sue Storm, the Invisible Woman, and he and the Thing have a brotherly rivalry going back years. Johnny has also become good friends with Iceman and Spider-Man, heroes close to his own age, who understand his attitudes and impulsive behavior better than most. Despite his well-deserved reputation as a hothead, the Human Torch can still call on many heroes for assistance, especially fellow New York-based ones such as the Avengers.



# ICEMAN

## Affiliations

SOLO  BUDDY  TEAM 

## Distinctions

Hapless Romantic  
 Heroic Prankster  
 Terrifying Potential  OR   
 +1 PP




## Power Sets

### CRYOKINESIS

Enhanced Durability  Enhanced Senses   
 Enhanced Speed  Enhanced Stamina   
 Ice Blast  Ice Mastery   
 Intangibility 

- SFX:** *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.
- SFX:** *Constructs.* When using a CRYOKINESIS power to create assets, add a d6 and step up your effect die.
- SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from cold-based attacks.
- SFX:** *Multipower.* Add more than one CRYOKINESIS power die to your pool. Step back each CRYOKINESIS power die in your pool once for each die beyond the first.
- SFX:** *Omega-Level Mutant.* Step up or double any CRYOKINESIS power for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.
- Limit:** *Exhausted.* Shutdown any CRYOKINESIS power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.
- Limit:** *Mutually Exclusive.* Shutdown CRYOKINESIS to activate ICE CLONE GENERATION.

### ICE CLONE GENERATION

- Icemen   
- SFX:** *Plenty for Everyone!* Target multiple opponents. For every additional target, add d6 to your pool and keep an additional effect die.
- SFX:** *Take One For The Team.* Spend 1 PP to take physical stress intended for a nearby ally or friend. Remove the stress from your Iceman power. Recover Icemen die after a Transition Scene.
- Limit:** *Mob Cohesion.* Icemen may be targeted individually or by *Area Attack* SFX. D10 physical stress inflicted removes a die from Iceman power. Recover Icemen after a Transition Scene.
- Limit:** *Mutually Exclusive.* Shutdown ICE CLONE GENERATION to activate CRYOKINESIS.

## Specialties

Business Expert  Psych Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Wisecracker

- 1 XP when you crack a joke while inflicting stress on an opponent.
- 3 XP when you point out how absurd a situation has become.
- 10 XP when you either stop joking and declare a situation deadly serious, or vow to leave the X-Men forever.

### Original X-Man

- 1 XP when you discuss your adventures during your first years as an X-Men.
- 3 XP when you rebel against Xavier's philosophy.
- 10 XP when you either join a team with mutants in the roster who are not the X-Men, or join a non-mutant superhuman team.

PP

STRESS/TRAUMA

P











M











E











XP

## Robert “Bobby” Louis Drake [secret]



### History

Bobby's powers first manifested when he froze a bully solid. Cyclops was sent to recruit him, but a mob closed in on both young mutants. Professor Xavier saved them from the angry crowd and Bobby joined the X-Men as Iceman, where he quickly became best friends with Beast. Iceman was involved in their early encounters against numerous foes and was one of the original X-Men captured by the island of Krakoa. After that incident he left the team to join the Champions, and later the Defenders, at times alongside fellow original X-Men comrades Beast and Angel. Eventually, the original X-Men all reunited as X-Factor.

Bobby was kidnapped by Loki to use in a plan alongside Frost Giants. Iceman was rescued, but not before his powers were augmented to such an extent that he needed a dampening belt to safely use them. His powers stabilized and he rejoined the X-Men, where a confrontation with the mutant Mikhail made Bobby realize he had not yet tapped the full extent of his powers. When a comatose Emma Frost hijacked Iceman's body and demonstrated even further abilities he had never thought to use, Iceman's confidence was shaken. He fought Black Tom, triggering his secondary mutation, which left him a being of pure ice. Iceman resolved to embrace his powers and explore their full potential.

After the X-Men split and Wolverine set about establishing the new Jean Grey School for Gifted Youngsters, Bobby was the first person he approached to help him. Bobby accepted Wolverine's offer and became the school's official bookkeeper.

### Personality

As the youngest of the original team, he was unsure of himself and adapted by becoming the team's resident prankster. Iceman has had a number of failed romances; behind his exuberance and smiles, Iceman is a man deeply troubled with his own powers and sorely lacking confidence. He is one of the few Omega Class mutants in the world, and ought to be unrivaled by most of his teammates, but his powers have languished; the breakthroughs he experiences are often inspired by the ideas of others. Iceman went back to college for an accounting degree, seeking an identity outside of his powers. If he ever overcomes his trepidations about unleashing his full potential, Iceman may be one of the most powerful X-Men of all time.

### Abilities & Resources

Iceman can lower the temperature around him and gather moisture to create ice. Originally, this manifested as a snowman-like appearance and later as translucent ice. He often made sleds of ice to replicate flying, but can now propel himself with ice and through moisture. He can use his ice to bulk himself up for battle, to create weapons and objects, and to hinder or bind his foes; he can reassemble himself if his ice form is broken, and can sense others by the change in heat they produce. Recently, Iceman's exploration into his powers has revealed the ability to create numerous ice clones of himself.

As an original member of the X-Men, he is well known in the mutant community and counts much of the X-Men as close friends. He has connections to other heroes from when he was on the Champions and Defenders, and is close friends with Human Torch and Spider-Man. Iceman can rely on countless heroes to answer his call should there ever be a need.



# INVISIBLE WOMAN

## Affiliations

SOLO 

BUDDY 

TEAM 

## Distinctions


Compassionate  
Implacable Will  
Most Dangerous Team Member


 OR   
+1 PP


## Power Sets

### FORCE PROJECTION

Flight 


Force Blast 


Godlike Durability 


Invisibility 


- SFX:** *Area Attack.* Target multiple opponents. For every additional target add a d6 and keep an additional effect die.
- SFX:** *Force Constructs.* When using FORCE PROJECTION to create assets, add a d6 and step up your effect die.
- SFX:** *Multipower.* Add more than one FORCE PROJECTION power to your pool. Step back each FORCE PROJECTION die in your pool once for each die beyond the first.
- SFX:** *Reactive Power.* Spend 1 PP to add a FORCE PROJECTION power to another character's dice pool before rolling. If that character takes physical stress, take d6 mental stress.
- SFX:** *Force of Will.* When using Godlike Durability in your dice pool, redirect physical stress to mental stress at no cost. Redirect effect dice targeting your FORCE PROJECTION assets to yourself as mental stress. Spend 1 PP to step back either redirected stress.
- Limit:** *Conscious Activation.* While stressed out, asleep, or unconscious, shutdown FORCE PROJECTION. Recover FORCE PROJECTION when you recover that stress or wake up. If you take mental trauma, shutdown FORCE PROJECTION until you recover that trauma.

## Specialties

Cosmic Expert 

Covert Expert 

Psych Master 

Science Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Independent

- 1 XP when you stand up to another hero.
- 3 XP when you prove one of your decisions was best for your team.
- 10 XP when you stress out the last foe in an action scene, or another character acknowledges your assistance was essential in saving the day.

### Emotional Center

- 1 XP when you first use your *Reactive Power* SFX in a scene.
- 3 XP when you help another hero recover stress inflicted in a scene in which you were present.
- 10 XP when you either accept membership on a team that includes a hero you have helped recover, or turn down an offer of membership unless that hero is excluded.

PP

STRESS/TRAUMA

P











M











E











XP



### History

The children of a successful Long Island physician, Susan Storm and her brother Johnny lost their parents to a car accident. Their mother died from her crash injuries, and their father spiraled into guilt-fed self-destruction after failing to save his wife. Moving to California to live with her aunt, Sue met Reed Richards when he stayed as one of her aunt's boarders. Smitten, she would meet him again years later and start a relationship with him. That relationship was strong enough that she was able to convince Richards to allow her and her brother along on the fateful spaceflight that gave all of them superhuman abilities.

As a member of the Fantastic Four, Sue initially proved a convenient hostage or stumbling block. Over time, as her powers and confidence grew, that changed *dramatically*. By the time Susan Storm became a happily married Susan Richards and mother to young son Franklin, she was a vital member of the team. After an emotionally grueling experience under Psycho-Man's control, a newly confident Sue, now aware that the extent of her powers was much greater than previously thought, changed her codename from "Invisible Girl" to "Invisible Woman."

Susan is the mother of two extraordinary children, Franklin and Valeria. She is unique among her peers for the additional distinction of juggling active motherhood alongside her responsibilities as a costumed hero.

### Personality

The Invisible Woman is often referred to as the soul of the Fantastic Four. Her strong will and immutable emotional core anchors the team through practically any challenge. Over time she has grown from a shy young girl to a powerful and self-confident woman with established leadership abilities and the respect of the super-hero community. She also acts as the conscience and voice of wisdom for her husband when his motives or actions are buried under blind logic and over-rationalization. Despite a long-held attraction to Namor the Sub-Mariner, Sue remains utterly loyal to her husband and her family.

### Abilities & Resources

In the early years of the Fantastic Four, Susan's abilities seemed limited to bending light around her or others, making her or her targets invisible to the naked eye. As time passed, it became apparent that this was only one aspect of her power to generate a psionic force field malleable to her will. This field can protect her from attack, expand outward in domes or spheres to protect others, or simply be formed into a number of crude—but practically indestructible—geometric shapes for uses ranging from ramps and movable platforms to bludgeoning ranged attacks. Given her level of control, this force field projection is highly versatile and potentially quite dangerous. Even the team's enemies have more than once acknowledged that the Invisible Woman is probably the most powerful member of her team.

Sue has access to all of the Fantastic Four's facilities and equipment, as well as the significant goodwill and reputation bestowed on her and her teammates by New York City and the world.



# IRON MAN

## Affiliations

SOLO

10

BUDDY

6

TEAM

8

## Distinctions

Billionaire Playboy  
Cutting Edge Tech  
Hardheaded Futurist

4  
+1 PP

OR

8

## Power Sets

### ARMOR MODEL 42

Cybernetic Senses

6

Superhuman Reflexes

8

Superhuman Durability

10

Superhuman Strength

10

**SFX:** *Boost.* Shutdown highest rated ARMOR MODEL 42 or WEAPON SYSTEMS power to step up another ARMOR MODEL 42 power by +1. Recover power by activating an opportunity or during a Transition Scene.

**Limit:** *Power Surge.* Shutdown highest rated ARMOR MODEL 42 power to gain 1 PP. Take an action vs. the Doom Pool to recover.

### WEAPON SYSTEMS

Repulsors

8

Supersonic Flight

10

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

**SFX:** *EMP.* Target multiple tech-based opponents. Add a d6 or step up the lowest die in the doom pool by +1 for each target and add them to a dice pool including Repulsors. Return added dice to doom pool and shutdown WEAPON SYSTEMS. Recover power by activating an opportunity or during a Transition Scene.

**SFX:** *Modular Equipment.* During Transition Scene, add and remove Modular Equipment. See back for mor edetails.

**SFX:** *Unibeam.* Step up or double Repulsors on your next roll, or spend 1 PP to do both, then shutdown Repulsors. Recover power by acitvating an opportunity or during a Transition Scene.

**Limit:** *Charged System.* Shutdown highest-rated power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

## Specialties

Business Master

10

Science Expert

8

Tech Master

10

Vehicle Expert

8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Bleeding Edge Tech

1 XP when you first shutdown a power.

3 XP when you've shutdown all the powers in the ARMOR MODEL 42 power set, or you recover your WEAPON SYSTEMS power set after using your *EMP* SFX.

10 XP when you choose to abandon your armor, or you manage to defeat a villain with all powers shutdown.

### Science Is The Answer

1 XP when you suggest a solution to a problem that involves science and hard facts.

3 XP when you create an asset for an ally and their action fails, or when you create a resource and a dice pool that includes your resource fails.

10 XP when you create an asset or resource that is used to defeat a threat that had previously defeated you or your allies, or you admit that science is not the answer and turn to find answers elsewhere.

PP

STRESS/TRAUMA

P

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8

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12

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12

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6

8

10

12

XP



### History

Much like his father before him, Tony Stark was born into privilege and wealth that shaped him into both a jaded, cynical playboy and a successful industrialist. His worldview changed when he was grievously wounded and taken captive while touring a war-torn area where Stark Industry weapons were being tested. From parts his captors wanted made into weapons, Tony cobbled together the first Iron Man suit and used it to escape. His eyes now opened by his first-hand knowledge of the bloody and violent legacy behind his family's wealth, as well as by witnessing the death of the man who helped him build the suit, Stark had a change of soul. He turned the same focus he had previously used to build his family's business toward helping humanity directly with the same technology.

As Iron Man, Stark was a founding member of the Avengers. He has helped support the team either personally or financially during its many incarnations. Though his personal problems have occasionally forced him from the team, as well as cost him multiple businesses and multiple fortunes, he has always rebuilt and eventually returned to his allies in the good fight.

After the passing of the Superhuman Registration Act, Tony served as the head of S.H.I.E.L.D. until he was dismissed during the Skrull Invasion, which the world blamed him for. Returning from an exile in which he nearly died, Tony created the business Stark Resilient in order to not only rebuild his wealth but also apply his patent repulsor technology for civilian everyday use.

### Personality

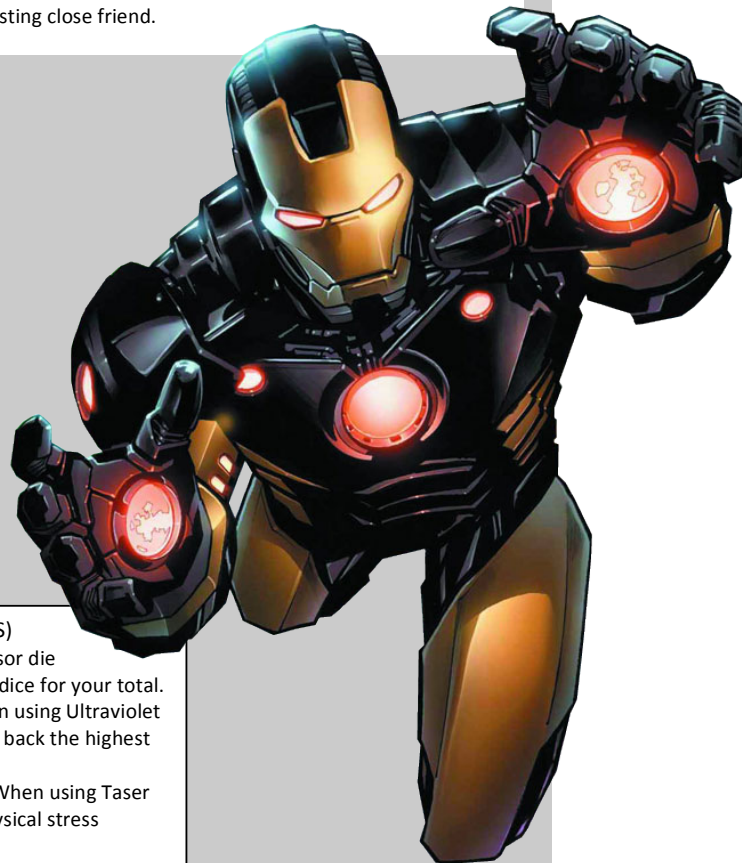
Tony Stark is a dichotomy. On the one hand, he is a caring humanitarian, a brave and philanthropic soul who works tirelessly for a better world, and on the other, he is a womanizer and recovering alcoholic who tries to bury his insecurities and fears in an endless parade of meaningless relationships or at the bottom of a bottle. Stark's towering intellect carries with it a degree of arrogance, and Stark sometimes has trouble grasping why people don't simply see the world as he does. This makes him self-assured in his conclusions but also hardheaded and more than a bit self-righteous.

### Abilities & Resources

A brilliant futurist and engineer, Tony Stark has few intellectual peers, even in a world with minds like Reed Richards and Henry Pym.

As Iron Man he wears a sophisticated suit of powered armor that he constantly upgrades and redesigns to keep at the cutting edge. His latest suit is powered by numerous Repulsor Tech cores, the primary of these being the one implanted in his chest. The model's composition allows the user to attach and detach different kind of modules depending on the situation. The suit can also be retracted into a “backpack”. Tony may access the suit's modular ability if he is accompanied by his mobile armory controlled by his newest A.I. “P.E.P.P.E.R.”

The Stark fortune is legendary, and Tony's periods of insolvency brief. Whatever their current form, his businesses always give him access to brilliant minds other than his own and usually substantial manufacturing capabilities on a global scale. He also has a loyal circle of friends who have braved terrible challenges for him—James Rhodes, his former pilot and sometimes bodyguard who wears the War Machine armor; and Virginia “Pepper” Potts, his former assistant and lasting close friend.



### Modular Equipment (choose two, add to WEAPON SYSTEMS)

1. Repulsor Minigun. (*SFX: Full Auto*. Step up or double a Repulsor die against a single target. Remove highest rolling die and add 3 dice for your total.
2. Ultraviolet Laser. (Ultraviolet Laser d8. *SFX: Dangerous*. When using Ultraviolet Laser in an attack action, add a d6 to your dice pool and step back the highest die. Step up Physical stress inflicted by +1.
3. Armor-Piercing Taser. (Taser d6. *SFX: Armor-Piercing Taser*. When using Taser against a target with Durability in their dice pool, step up physical stress inflicted by +1.)
4. Hacking Units. (*SFX: State of the Art*. When creating a Tech resource die, step it up by +1.)
5. Thruster Pack (*SFX: Full Burn*. Step up or double Supersonic Flight for one action, then step back. Recover Supersonic Flight by activating an opportunity.



# KITTY PRYDE

## Affiliations

SOLO  6

BUDDY  10

TEAM  8

## Distinctions

Girl Next Door  
Spirited  
Tech Prodigy


 4  
+1 PP


OR

 8

## Power Sets

### PHASING

Airwalking  6

Intangibility  10

**SFX:** *Disruption.* When including Intangibility as part of an attack action vs. tech-related targets, add a d6 and step up your effect die.

**SFX:** *Reactive Power.* Spend 1 PP to include a PHASING power in another character's dice pool before they roll. If that character takes stress, you immediately take d6 mental stress.


**SFX:** *Versatile.* Replace Intangibility with 2d8 or 3d6 on your next roll.

**Limit:** *Phantom.* When you take trauma, change Intangibility into a complication to gain 1 PP. Recover that trauma to remove complication and recover power.

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

### LOCKHEED THE DRAGON

Fire Blast  8


Flight  6


**SFX:** *Hot, Hot, Hot!* Step up or double Fire Blast for one action, then step back to 2d6. Activate an opportunity to recover.


**SFX:** *To The Rescue.* If Kitty is stressed out, spend 1 PP to have Lockheed remove her from the scene.


**Limit:** *Unexplainable Absence.* Shutdown LOCKHEED THE DRAGON for the remainder of the scene to gain 1 PP.


## Specialties


Acrobatics Expert  8


Combat Expert  8

Cosmic Expert  8

Covert Expert  8

Science Expert  8

Tech Expert  8

Vehicles Expert  8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### In Over Your Head

1 XP when you first use your *Reactive Power* SFX.

3 XP when you first add one of your own stress dice to one of your own action rolls.

10 XP when you stress out a villain on an action roll not using your Intangibility power die.

### Innocence and Experience

1 XP when you reminisce about previous adventures.

3 XP when you point out something new and startling.

10 XP when you retire from adventuring for a safer job, or you take an opportunity for adventure in order to learn something new or experience something different.

PP

STRESS/TRAUMA

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 12

XP

## Katherine “Kitty” Pryde [public]



### History

A genius and computer prodigy whose mutant abilities manifested when she was thirteen years old, Katherine “Kitty” Pryde joined the X-Men despite interference from Emma Frost and the Hellfire Club. The youngest member admitted to the team, she has grown up in a world of costumed heroes, fantastic battles, and journeys to alien locales. During those trying years, she has matured greatly, adapting to the many extreme and exotic experiences with great aplomb.

She helped S.H.I.E.L.D. and worked with the New Mutants while proving to Professor Xavier she should retain her place in the X-Men proper. During a period of time when she thought the X-Men were dead, Kitty joined another group of heroes, Excalibur.

At Emma Frost’s request, Kitty returned to the Xavier school as a teacher and potential safeguard against Frost returning to her villainous old ways. Later, Kitty pushed herself to previously unknown limits to phase an enormous bullet that was meant to destroy the Earth. Her heroic sacrifice carried her and the bullet through the Earth and harmlessly into space. It was presumed that she was killed in the act.

Kitty eventually found her way back to Earth, but the trauma of phasing the world-bullet through the Earth and being bound to it for such a long time had left her in a phantom state, not being able to touch or speak. Through meditation and science, she eventually became whole again. She served as the mistress of the Jean Grey School for Gifted Youngsters until Storm arrived and Kitty thankfully stepped aside to let Storm serve as Headmistress. Kitty now serves as a teacher and is currently exploring a relationship with fellow X-Men “little sibling”, Iceman.

### Personality

Kitty is strong-willed to the point of occasionally being headstrong. Her natural self-confidence has grown through surviving multiple near-death experiences, enduring possession by ninja ghosts, resisting attempted demonic corruption from an inherited soul sword, and facing the loss of friends and loved ones. She is precocious, witty, and charming, though her exuberant and snarky sense of humor can grate occasionally on her teammates. Kitty is also extremely loyal to those people she considers her friends, regardless of circumstances or practical demands.

### Abilities & Resources

Shadowcat can render her body intangible, phasing out of synch with physical matter around her. This lets her walk through walls and even slowly walk on air itself. She can extend this effect to those she touches, rendering them intangible while she remains in contact with them. When passing through objects with active electrical fields, her phasing interferes destructively, shorting out electrical devices with often pyrotechnic side-effects. While phased, she is immune to most violence directed at her, with the exception of some disruptive energy emissions. On occasions where her abilities have been pushed beyond her normal limits in terms of amount of time or mass she has phased, or when her normal control has been interfered with by magic or other phasing powers, she has remained trapped in an intangible state for a period of time.

Even without her powers, Kitty is an impressive individual. A genius-level intellect, she has exceptional aptitude in computer science, mechanics, and electronics. Her combat training is extensive, including a considerable background in Japanese martial arts, thanks to previous possession by the ghost of the ninja master Ogun. She speaks several languages, has professional-level dance training, and shares an empathic connection with her “pet,” the miniature alien dragon Lockheed.



# MISTER FANTASTIC

## Affiliations

SOLO

8

BUDDY

6

TEAM

10

PP

## Distinctions

Absent-Minded Professor  
By The Numbers  
Family Man

4  
+1 PP

OR

8

## Power Sets

### HYPERELASTICITY

Enhanced Reflexes 8

Enhanced Speed 8

Stretching 10

Superhuman Durability 10

**SFX:** *Area Attack.* Target multiple opponents. For every additional target add a d6 and keep an additional effect die.

**SFX:** *Grapple.* When inflicting a "Grappled" complication on a target, add a d6 and step up your effect die.

**SFX:** *Rebound.* Against a single target, step up or double a Stretching die. Remove the highest rolling die and use three dice to your total.

**SFX:** *Versatile.* Replace a Stretching die with 2d8 or 3d6 on your next roll.

**Limit:** *Exhausted.* Shutdown any HYPERELASTICITY power to gain 1 PP. Activate an opportunity or recover during a Transition Scene.

## Specialties

Cosmic Master 8

Medical Expert 8

Science Master 10

Tech Master 10

Vehicles Expert 8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Science Saves The World

- 1 XP when you use your Medical, Science, or Tech Specialties to create an asset that will help an ally.
- 3 XP when you put science aside in order to end a threat with the HYPERELASTICITY Power Set.
- 10 XP when you either use science to contribute something new to the world, or use science to stop a global, extinction-level threat.

### Guilt Ridden

- 1 XP when you see an ally take stress for the first time in a Scene.
- 3 XP when your recovery of your emotional stress involves your admission of your own guilt.
- 10 XP when you either quit a team in order to save them, or your team is defeated by a foe you have brought to them.

STRESS/TRAUMA

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12

XP

### History

Brilliance runs in the Richards family. Before he mysteriously disappeared, Nathaniel Richards' amassed a fortune through his scientific expertise and patents. He left that fortune to his son Reed, a genius that showed himself his father's worthy successor at a young age. After accumulating numerous degrees and academic distinctions, Reed ultimately turned the family fortune toward his dream of advancing humanity's spaceflight capabilities. When the government threatened to shut down the program, Reed took reckless action. Alongside his college friend and pilot, Ben Grimm, and with the Storm siblings, Sue and Johnny, rounding out a minimal crew, Richards launched a prototype spacecraft employing an experimental drive and shielding. Fate intervened and the ship's crew experienced high levels of unidentified exotic cosmic rays. Crash landing back on Earth, Reed discovered that their exposure to those energies had changed all four of them. They were now superhuman, and his best friend was trapped within a monstrous form.

Rather than risk them being considered as freaks and outcasts from humanity, Richards instead worked to brand them as heroes in the public eye. Their open identities, philanthropic works, and, above all, their exciting adventures and explorations as the "Fantastic Four" cemented that image firmly in the world's awareness.

Over the years, Reed has taken the fruits of his genius and turned them into a business enterprise with deep enough pockets to fund the Fantastic Four's most exotic explorations and adventures. He divides his time between going on these adventures, representing his team and family to the world as the most commonly seen "face" of the Fantastic Four, and performing the research and invention that ultimately finances the team. Reed has one other set of responsibilities— he and Susan Storm eventually married and had children, so Reed is unusual among his peers as he must also juggle marriage and fatherhood alongside his other roles.

### Personality

Reed Richards is driven by a limitless scientific curiosity— he is always learning, always inventing, always exploring new avenues of research. Richards is unaccustomed to failure, so the results of Reed's spaceflight experiments, which stripped his loved ones of a normal life and condemned his best friend to carry a monster's face, haunt Richards constantly. That guilt makes him overly protective of his family and pushes him harder into tireless scientific exploration, to expand his knowledge of *everything*— just so he never makes such a mistake again. Reed wants to be a loving husband, a doting father, and a faithful friend, but his obsessive scientific pursuits sometimes cause him to neglect the very family and friends he is trying to protect.

### Abilities & Resources

Mr. Fantastic possesses an elastic form down to the cellular level. He can reshape his body mass into numerous shapes and stretch his extremities over a thousand feet. He can contort his body into a lengthy coil or a springy sphere, or even flatten himself into a kite-like shape. He can also exert some finer control, distending his facial features or forming his fingers into makeshift tools. However, these changes to shape and form are limited to gross morphology, making it difficult to adapt for disguise or other precise or cosmetic uses.

Even without his powers, Reed Richards is arguably the single greatest scientific genius on Earth, noticeably outstripping even his peers Tony Stark, Bruce Banner, and Henry Pym.

Richards is one of the four shareholders for his patents and other revenue sources tied to the Fantastic Four and their discoveries. The proceeds sustain the Baxter Building facilities, various off-site labs, and numerous advanced vehicles, as well as provide sufficient funds for Richards and his family to live comfortably without outside assistance or normal employment.



# RACHEL GREY

**Affiliations**









SOLO  BUDDY  TEAM 

**Distinctions**

Anything Is Possible  
Former Hound  
This Isn't My Reality  OR   
**+1 PP**

**Power Sets**

**OMEGA-LEVEL TELEPATH**

Enhanced Durability  Invisibility   
Mind Control  Psychic Blast   
Psychic Resistance  Subsonic Flight   
Telekinetic Control  Telepathy 

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

**SFX:** *Echo of the Phoenix.* Step up or double any OMEGA-LEVEL TELEPATH power for one action. If that action fails, add a die to the doom pool equal to the normal rating of that power die.

**SFX:** *Powerful Psychic.* Step back the highest die in your attack pool to add a d6 and step up mental stress inflicted.

**SFX:** *Psychic Feedback.* On a successful reaction against a psychic action, convert your opponent's effect die into an OMEGA-LEVEL TELEPATH stunt or step up an OMEGA-LEVEL TELEPATH power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.

**SFX:** *Versatile.* Replace PSYCHIC BLAST or TELEPATH die with 2d8 or 3d6 on your next roll.

**Limit:** *Exhausted.* Shutdown any OMEGA-LEVEL TELEPATH power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

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

**Specialties**

Combat Expert  Cosmic Expert   
Menace Expert  Tech Expert   
Vehicles Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

**Milestones**

**Omega**

1 XP when you discuss the power you possess as an Omega-Level Mutant.  
3 XP when you hide your potential power.  
10 XP when you either seek out other mutants of your power level in order to make sweeping changes to the world, or decide to hide your power levels and attempt to live a humble life.

**X-Veteran**

1 XP when you discuss past mutant battles and how they relate to the conflict at hand.  
3 XP when you create a battleplan as an asset for your fellow mutants to use during an Action Scene.  
10 XP when you either leave the X-Men to join a team of predominantly non-mutant super heroes, or gather a group of mutants together for a new purpose.

**PP**

**STRESS/TRAUMA**

**P**

**M**

**E**

**XP**

## Rachel Anne Grey [public]



### History

Rachel Summers was born in an alternate timeline in which the Phoenix Force merged with Jean Grey, rather than replacing her. As a result, Jean could control the Phoenix Force. She and Scott were married, and Rachel was born soon after. Senator Kelly, an important anti-mutant activist, was killed in her reality, resulting in the Sentinels purging the United States of mutants. Soldiers captured Rachel when Xavier's fell, and she was placed under the watchful eye of Ahab. Through torture and brainwashing, she was turned into a mutant hunter, known as a Hound, and her face was tattooed with permanent markings.

Rachel rebelled against Ahab because of the pain she experienced hunting down her loved ones. She was placed in the same containment facility as Wolverine, Magneto, and Shadowcat. Rachel used her powers to exchange the minds of the current and past Shadowcat; this prevented the assassination of Senator Kelly, but didn't change Rachel's present. Instead of going into the past, Shadowcat had crossed into another time stream. While Rachel and Shadowcat explored this phenomenon, the Phoenix Force found Rachel's astral form. Impressed with her powers and skills, the Force helped Rachel escape into the past when she was fleeing from Nimrod, a powerful Sentinel.

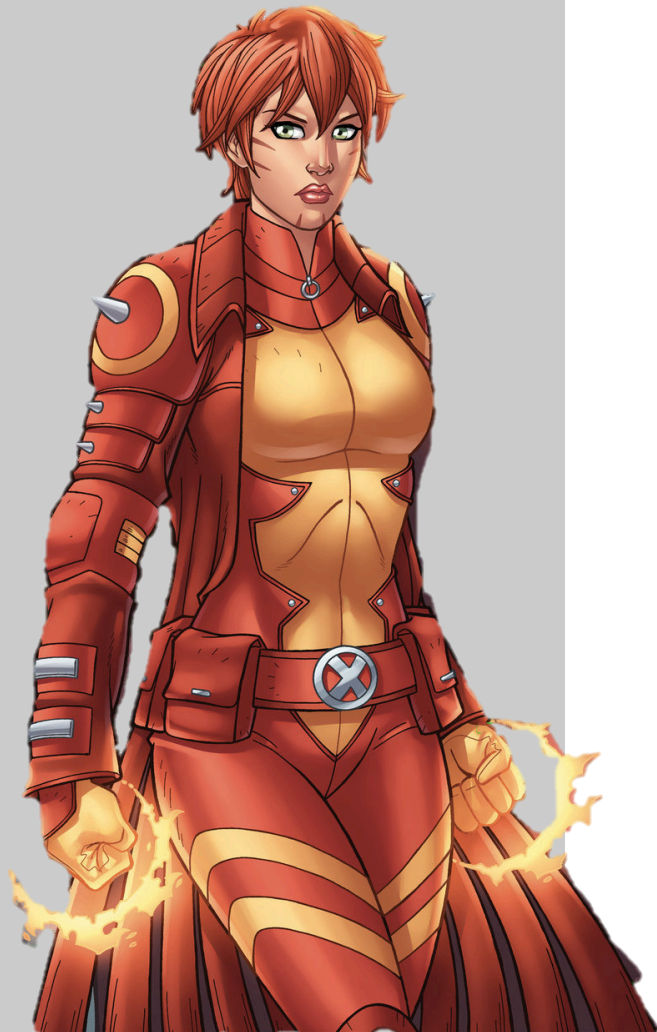
Rachel soon found a place in the Xavier Institute, and Professor Xavier trained her in mastering her powers. She learned of the death of Jean Grey in this reality and decided to claim the name and power of the Phoenix. After working alongside Excalibur for a time, she rejoined the X-Men, and changed her last name to Grey to express her condemnation of Cyclops' relationship with Emma Frost. When the X-Men split, Rachel sided with Wolverine and helped him in starting up his new Jean Grey School for Gifted Youngsters.

### Personality

Rachel is bitter and broken from her time as a Hound and the decimation she's seen in her own future. She makes her intentions and beliefs well known, and isn't afraid to confront people. Rachel recently lost all of her family, who were slain by the Shi'ar Death Commandos in an attempt by the Shi'ar Empire to eliminate the Phoenix bloodline. This has underscored her feeling of isolation, even when surrounded by friends and allies.

### Abilities & Resources

Rachel is an Omega-level mutant whose true potential is still likely untapped. She inherited her mother's incredible psychic powers of telepathy and telekinesis; she can make herself invisible to others by clouding their minds, control the minds of those around her, and create telepathic blasts of force. For a time, the Phoenix Force bonded to her, and while she retains some connection to it, she does not presently manifest its power.



# ROGUE

## Affiliations

SOLO  BUDDY  TEAM 

## Distinctions

Sense of Responsibility  
 Southern Belle  
 Untouchable  OR  +1 PP

## Power Sets


### POWER ABSORPTION

Leech  Mimic 

- SFX:** *Drain Vitality.* When using Leech to create a Power Loss complication on a target, add a d8 and keep an extra effect die for physical stress.
- SFX:** *Memory Flash.* Spend 1 PP to use any SFX or Specialty belonging to a target on whom you have inflicted a Power Loss complication for your next roll.
- SFX:** *What's Yours Is Mine.* On a successful reaction against an action that involves physical contact, convert your opponent's effect die into a Power Loss complication. If your opponent's action succeeds, spend 1 PP to use this SFX.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.
- Limit:** *Uncontrollable.* Change any POWER ABSORPTION power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.
- Limit:** *Zero Sum.* Leech requires skin-to-skin contact with the target. Mimic only duplicates powers of those on whom you've inflicted a Power Loss complication. Mimic-based assets created based on the target's power are limited in size to the Power Loss complications affecting the target.

## Specialties

Acrobatic Expert  Combat Expert 

Covert Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Southern Rebel

- 1 XP when you offer someone sass, attitude, or Southern charm.
- 3 XP when you disobey orders from a prominent mutant leader.
- 10 XP when you either lead a team of mutants in accordance with current mutant leadership, or lead a team of mutants against the laws of mutantkind.

### "Sorry, Shugah!"

- 1 XP when you first use Mimic on an ally in a scene.
- 3 XP when you inflict stress on an opponent using an ally's stolen power set.
- 10 XP when an opponent stresses you out while you have an ally's stolen power set active, or you find yourself the last woman standing and you use your Mimic ability on one of your fallen allies to help you in your fight.

PP

STRESS/TRAUMA

P











M











E











XP



### History

Anna Marie's past is a long, troubled, and storied one. Her mother disappeared when she was young, so she was raised by her strict disciplinarian aunt. She ran away from home, meeting a boy her age. When she kissed him for the first time, her mutation activated, nearly killing him. She was soon approached by Mystique, who took her in as an adopted daughter with her partner Destiny. Mystique had formed a Brotherhood of Mutants, and wished to use Rogue's abilities to further their cause. On Rogue's first mission, she battled Ms. Marvel, draining away her powers and memories, leaving Carol Danvers in a coma. They battled the X-Men multiple times, eventually renaming their group the Sisterhood of Mutants.

Rogue began to experience Ms. Marvel's personality coming to the forefront, and she saw her life for what it really was. She fled, arriving at the doors of Xavier Institute, begging for help. She joined the X-Men, and fought against her former allies. There she met Remy LeBeau, also known as Gambit, and the two fell in love. Unable to touch one another, the two had a difficult relationship. After battling Vargas, a powerful mutant, both she and Gambit were left powerless. Over time, her powers returned, though she never regained the powers of Ms. Marvel.

Rogue was given command of an X-Men team by Cyclops, where she was manipulated by teammate Mystique, her former surrogate mother. During one conflict, she absorbed the psyches of eight billion entities. With the assistance of her teammates, Rogue was able to overcome and repel the identities at war in her mind. After the X-Men split, Rogue had a difficult time determining whether to follow Cyclops or Wolverine. She eventually decided to side with Wolverine and assist him as a senior staff member at his new Jean Grey School for Gifted Youngsters, and later agreed to serve on the new Avengers Unity Division team.

### Personality

Rogue is a Southern belle, through and through. Her rebellious nature and tendency to get into trouble, as a child is what earned her the name Rogue, and it stuck. Rogue is fiercely loyal to her friends and partners. Her personality can change rapidly, especially if she is sharing the same headspace as someone whose life energy she has absorbed.

### Abilities & Resources


Rogue has the ability to absorb the life energy of others through touch. Upon contact, she can use what powers they have, while sapping their life force and absorbing their psyches. If she holds on long enough, she can kill the victim. It is unknown how many powers she is capable of absorbing, though when she absorbs too many, the minds that crowd into hers can render her unconscious.






# SCARLET WITCH

## Affiliations

SOLO 

BUDDY 

TEAM 

PP

## Distinctions

Daughter of Magneto  
Powerfully Unpredictable  
Tortured Soul


  
+1 PP

OR





## Power Sets

### CHAOS MAGIC

Hex Bolt 

Flight 

Sorcery Mastery 

Transmutation 

Mystic Senses 

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

**SFX:** *Constructs.* Add a d6 and step up your effect die by +1 when using CHAOS MAGIC to create assets.

**SFX:** *Like It Never Happened.* When an opportunity is activated to add a d6 to the doom pool, spend 1 PP and replace it with a d4.

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


**SFX:** *Unleashed.* Step up or double any CHAOS MAGIC power for once action. If the action fails, add a die to doom pool equal to the normal rating your power die.


**Limit:** *The Extent of Sorcery.* When you add Sorcery Mastery to any pool, you may only create assets and complications as your effect.

**Limit:** *Growing Dread.* Both 1 and 2 one your dice count as opportunities when using your CHAOS MAGIC power, but only 1s are excluded from being used for totals or effect die.

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

## Specialties

Combat Expert 

Mystic Expert 

Psych Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### It Wasn't My Fault

1 XP when you try to assure a loved one or long-time friend you are still worthy of their trust.

3 XP when you aid a loved one or long-time friend that does not trust you in combat.

10 XP when you get a loved one or long-time friend to trust you again and forgive your past transgressions, or when you tell them you understand why they can't trust or forgive you and agree to go your separate ways.

### Cursed Relationships

1 XP when you choose to flirt with an ally.

3 XP when a relationship is the cause of inter-party conflict.

10 XP when your relationship ends, causing you trauma, or you alter reality for the sake of your relationship.

STRESS/TRAUMA

P











M











E











XP



### History

Born on Wundagore Mountain, Wanda and her twin brother Pietro are the children of Erik Lensherr, aka Magneto. After their mother ran from Magneto out of fear for her unborn children's safety, the twins were put up for adoption. Wanda soon learned she could make strange things happen. After accidentally making a house burst into flame, Wanda was about to be stoned to death for being a witch, but she was saved by Magneto. Not realizing that Magneto was their real father, Wanda and Pietro took on the costumed identities Scarlet Witch and Quicksilver, respectively, and joined Magneto's war on humanity.

The twins clashed with the X-Men numerous times before abandoning their terrorist activities to join the Avengers. Despite her brother's objections, Wanda fell in love with the cyborg named Vision and the two eventually became married. Wanda also began to study disciplined magic, in order to gain better control of her chaotic abilities. But as her power grew, her grip on reality began to slip. She conjured imaginary children and repeatedly experienced bouts of insanity.

Wanda suffered a nervous breakdown and lashed out with her new power, subjecting the Avengers to a savage assault that resulted in the destruction of the Avengers Mansion and a number of her fellow Avengers dying. With another terrible and impressive display of her powers, Wanda altered reality, shaping it to her own "perfect" image. After her fabricated reality began to unravel, Wanda uttered the words "No more mutants" and with that 98% of the mutant population was depowered.

Wanda was later found in Latveria with no memory of her past. The Avengers helped their former teammate regain her memories and she joined the Avengers in fighting against the Phoenix Force. After the conflict, she accepted Captain America's offer to join the Avengers Unity Division.

### Personality

Wanda has led a complicated life. She is the daughter of a mutant terrorist, was married to a cyborg, and is responsible for the near-extinction of an entire species. Formerly a happy and supportive person, Wanda developed a guilt-complex after the events of M-Day, when she reduced the mutant population by 98%. Deep inside, she hopes to overcome her guilt and regain respect and trust in the public's eyes, but until then she accepts her punishment and will continue working to gain their trust.

### Abilities & Resources

Scarlet Witch is a mutant with the ability to affect probability fields to cause unlikely events to occur. She can cause objects to spontaneously burst into flame, rust, or decay. Her "hex bolts" were by extension, simple, indirect manifestations of this power, destabilizing probabilities by inducing chaos. Her powers, however, have been proven able to affect a much larger scale of reality than that confined to the limited space of her hex bolts. When she remade all of reality, her spell was so intrinsically woven into the fabric of reality that Dr. Strange, the Sorcerer Supreme, could not undo her spell without destroying all of reality.

Alongside her mutant ability to affect reality, Wanda was trained in sorcery by Agatha Harkness. Her sorcery, however, did not grant her new powers, but just a more focused control of her powers. Both Captain America and Hawkeye trained Wanda in hand-to-hand combat, and she is an accomplished tactician.

Though her bout of insanity has left her despised by many of her former teammates and most of the mutant population, Wanda still has a core group of friends she can call on for assistance, such as Captain America, Wasp, and Wonder Man.



# SPIDER-MAN

## Affiliations

SOLO 

BUDDY 

TEAM 

## Distinctions

Arrogant Genius  
Great Power, No Responsibility  
Friendly Neighborhood Hero?


  
**+1 PP**


OR





## Power Sets


### SPIDER-POWERS

Enhanced Senses 

Enhanced Stamina 

Superhuman Reflexes 

Superhuman Strength 

Wall-Crawling 

**SFX:** *Claws.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.


**SFX:** *Spider-Sense.* Spend 1 PP to add Enhanced Senses (or step up by +1 if already in your pool) and reroll all dice on a reaction.


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


**SFX:** *Spider-Tracer.* Spend 1 PP or use an effect die to create a Traced complication for a target. You may track that target anywhere until the complication is removed or Enhanced Senses is shutdown.

**Limit:** *Exhausted.* Shutdown any SPIDER-POWERS power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

### WEB-SLINGING

Enhanced Durability 

Swingline 


Weapon 

**SFX:** *Grapple.* Add d6 and step up effect die by +1 when inflicting a web-related complication on target.

**SFX:** *Web Constructs.* When creating web-related assets, add d6 and step up effect die by +1.

**Limit:** *All Out!* Shutdown WEB-SLINGING to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

## Specialties

Acrobatic Master 


Combat Expert 

Covert Expert 

Crime Expert 

Psych Expert 

Science Master 

Tech Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### For Science!

1 XP when you reveal a new stunt associated with your Crime, Science, or Tech Specialties.

3 XP when you engage in a confrontation with another hero regarding your use of your Specialties and your action or reaction total makes you the victor.

10 XP when you either ignore a critical situation in order to finish a project, or abandon a critical project in order to help a teammate.

### The SUPERIOR Spider-Man

1 XP when your actions cause an ally to question your identity or your sanity.

3 XP when you deal physical trauma to a foe in the sight of noncombatant onlookers.

10 XP when your violent edge results in you being kicked off the Avengers, or you dismiss yourself in order to create a team or organization to execute your own brand of justice.

PP

STRESS/TRAUMA

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XP



### History

The son of an overbearing mother and a bullying father, Otto Octavius grew up to become a reclusive, but brilliant scientist. Otto created a chest harness with four mechanical arms to help him handle volatile chemicals in his lab work. Due to a lab accident, he was exposed to radiation and his harness was fused to his body. The damage to his mind also turned him into a megalomaniac.

Otto took on the villain name of Doctor Octopus and became a villain. As a villain, Doctor Octopus formed and led many different incarnations of the Sinister Six and even founded his own short-lived version of the Masters of Evil. He clashed with heroes such as Daredevil, Captain America, and the Fantastic Four, but no hero thwarted his plans more often than the meddling Spider-Man.

Illness and injuries from his life of crime began to catch up with Doctor Octopus and he realized he had only months to live. In a final effort to cheat death, Doctor Octopus created a brain-swapping Octobot and swapped brains with his nemesis Spider-Man. Otto inherited Peter's memories and he suddenly realized the responsibility his power came with. With his last breath in Doctor Octopus' body, Peter made Otto promise him that he would carry on his legacy as Spider-Man. Otto declared that not only would he become a better Spider-Man, but also a better *man* than Peter Parker or Otto Octavius ever was.

### Personality

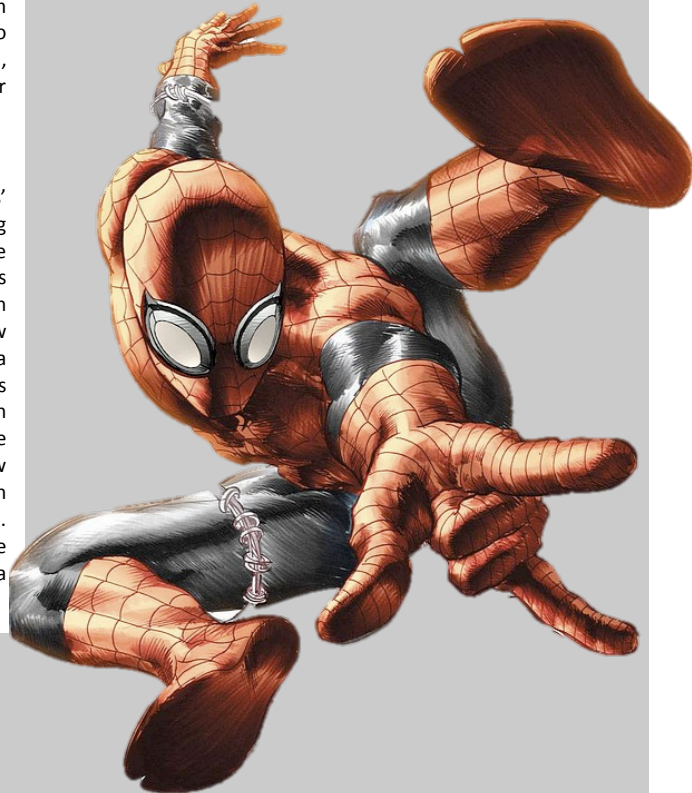
The radioactive explosion that fused Doctor Octopus' tentacle harness to his body also affected his mind, driving him into a life of villainy. Years of crime forced Otto to become a hardened and egotistical villain. Otto is an arrogant genius and his recent escape from death has only made him even more arrogant. Otto came from a bullied childhood and now that he has the power to do what he wants, he has become a bully of sorts; albeit a super-powered, and brutal bully. In his short career as Spider-Man, Otto has brutally beaten numerous villains within inches of their life and even shot the villain Massacre pointblank in the face, killing him. His fellow Avengers and other heroes have become wary of Spider-Man and his new brutal streak, but Spider-Man pays them no mind. Even though he promised the dying Peter Parker that he would become a better Spider-Man, Otto seems to have a hard time transitioning into the role of a hero.

### Abilities & Resources

Otto has inherited all of Spider-Man's powers; superhuman strength, agility, and reflexes, as well as a sixth sense attuned to danger. An attraction field based around his palms and the soles of his feet enables him to cling to most surfaces and even climb them.

Along with his stolen super powers, Otto Octavius has inherited many of Peter's inventions such as his web-shooters, spider-tracers, and his patent spider-suit. Otto has also added his own additions to the previous Spider-Man's inventions. Otto has invented countless machinations and substances during his life, mainly for less-than-noble reasons.

Otto inherited Peter Parker's job at Horizon Labs, a premiere technology lab, where he has access to state-of-the-art laboratories and equipment. Otto also has access to the Avengers Tower.



# STORM

## Affiliations

SOLO  BUDDY  TEAM 








## Distinctions

Claustrophobic  
Mercurial  
Strong-Willed Leader

 OR   
+1 PP

## Power Sets

### GODDESS OF THE STORM

Electrical Blast  Enhanced Reflexes   
Enhanced Senses  Enhanced Stamina   
Psychic Resistance  Subsonic Flight   
Weather Supremacy 

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

**SFX:** *Emotional Link.* Add a die to your doom pool equal to your current emotional stress to add that emotional stress die to a pool including a GODDESS OF THE STORM power.




**SFX:** *Immunity.* Spend 1 PP to ignore stress or trauma from extremes of temperature or electricity.

**SFX:** *Multipower.* Use two or more GODDESS OF THE STORM powers in your dice pool, at -1 step for each additional power.

**Limit:** *Emotional Tempest.* Change any GODDESS OF THE STORM power into a complication and recover emotional stress equal to that power's die size. Activate an opportunity or remove the complication to recover the power.

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

## Specialties

Combat Expert  Cosmic Expert   
Covert Expert  Crime Expert   
Mystic Expert  Psych Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Headmistress of the Storm

1 XP when you aid a hero for the first time.  
3 XP when you reprimand a teammate as if they were a student.  
10 XP when you either step down from your role as headmistress to become a full-time adventurer, or you decide to limit your adventures so you may spend more time on what really matters: teaching students.

### Whirlwind of Emotions

1 XP when you first use your *Emotional Link* SFX.  
3 XP when you first activate your *Emotional Tempest* Limit.  
10 XP when you either apologize for injuring a teammate with your powers, or leave the battlefield rather than apologize.

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STRESS/TRAUMA

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XP



### History

Descended from a line of African priestesses but born in New York City, Ororo Munroe moved with her parents to Cairo when she was just an infant. After a building collapse killed her parents and left her trapped in the rubble for days, the young girl found herself alone on the streets at the age of five. Surviving as a thief and pickpocket for many years, she left the city and traveled into the African wilderness at the age of twelve.

On her journey she met, saved, and romanced the young Wakandan Prince, T'Challa. Harsh elements and harsher people nearly meant her death on several occasions. During this time her mutant abilities surfaced, and young Ororo discovered she could control the weather. She eventually reached her ancestral home in Kenya, where her mother's tribe took her in and, due to her powers, worshipped her as a living goddess.

Years later, Professor Xavier recruited Ororo for a new team of X-Men. Given the codename "Storm," the young mutant at first was distant and struggled to fit in. However, over the years, Storm became a valued member of the X-Men and eventually leader of multiple incarnations of the team. Shaped by tragedies such as temporarily losing her powers and encountering terrible foes such as the Brood and the Shadow King, Storm has emerged triumphant, a regal leader of Earth's most prominent band of mutant heroes.

After being married to King T'Challa of Wakanda, Storm left after many tumultuous marital problems. She returned to her X-Men family and accepted Kitty Pryde's offer to serve as the Headmistress to the new Jean Grey School for Gifted Youngsters.

### Personality

Once shy and naïve, Storm has grown into a confident, witty, and strong-willed leader. She loves and respects nature, finding solace and comfort in the wilderness during dark times. She values her friends and teammates highly seeing them as her family and fiercely defending them from all threats. However, being worshipped as a goddess during her youth left an impression, and Storm does not take challenges to her authority well. Due to the childhood trauma surrounding her parents' death, Storm suffers from severe claustrophobia.

### Abilities & Resources

Storm has the mutant ability to control the weather. She can create storms, call down lightning, and even fly by summoning strong winds to carry her. Heightened emotional states can cause her powers to run rampant, meaning she must be careful to control her feelings. Storm also has latent mystical potential, inherited through her mother and going back generations.

Storm is an experienced adventurer, gymnast, and thief. She speaks multiple African dialects and is surprisingly skilled in hand-to-hand combat particularly knife-fighting.

Storm is a veteran member of the X-Men and can call on the team for aid, particularly her close friends Kitty Pryde, Wolverine, and Colossus. She was romantically involved with the mutant super-inventor Forge and once led the subterranean mutants known as Morlocks – she can still count both as allies, despite some tensions. Storm's Wakanda prince, T'Challa, grew up to become the Black Panther, hero and king of Wakanda. The two still hold a special place in each other's hearts, despite their recently failed marriage.



# SUNFIRE

## Affiliations

SOLO

10

BUDDY

6

TEAM

8

PP

## Distinctions

Burning Vengeance  
Japanese Patriot  
Former Horseman of Famine

4

OR

8

+1 PP

## Power Sets

### SOLAR FLARE

Enhanced Senses 8

Supersonic Flight 10

Plasma Blast 10

Enhanced Durability 8

**SFX:** *Ancestral Boost.* Step up or double a SOLAR FLARE die for a Scene, or spend 1 PP to do both. Take your second-highest rolling die of each subsequent action or reaction as emotional or physical stress.

**SFX:** *Area Attack.* Target multiple opponents. For each additional target, add a d6 and keep an additional effect die.

**SFX:** *Fiery Aura.* On a successful reaction against a close-combat attack action, inflict physical stress with your effect die. Spend 1 PP to step it up.

**SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from fire, heat, cold, or vacuum.

**SFX:** *Multipower.* Use two or more SOLAR FLARE powers in a single dice pool at -1 step for each additional power.

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

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

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

## Specialties

Combat Expert

8

Menace Expert

8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### For My Ancestors

- 1 XP when you first use your *Ancestral Boost* SFX.
- 3 XP when you make your Japanese heritage the subject of an argument or confrontation.
- 10 XP when you either embrace your heritage completely, or deny it.

### Horseman

- 1 XP when you discuss your link to Apocalypse.
- 3 XP when you deny the pull Apocalypse has on your will.
- 10 XP when you either rededicate yourself to being a Horseman of Apocalypse in return for greater power, or declare your link to Apocalypse's legacy finished and take direct action to sever it forever.

STRESS/TRAUMA

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XP



### History

Shiro's mother was exposed to radiation when the US dropped the atomic bomb on Hiroshima. When she died of radiation poisoning, her young son Shiro was taken in by his uncle Tomo. Tomo raised Shiro to hate the West and seek for a return to Japan's imperial days. When his mutant power manifested, Sunfire vowed vengeance on the US, destroying a monument at the United Nations and clashing with the X-Men. When most of the original X-Men were captured by Krakoa, Professor Xavier invited Sunfire to join the X-Men and he did – for one mission. Even though he left the X-Men after only one mission, Sunfire and the X-Men crossed paths many times afterwards.

Along with assisting the X-Men numerous times, Sunfire went on various special missions for his home country, served with the Weapon Plus Program, and even established his own Japanese super hero team called the "Big Hero Six" to take down organized crime in Japan. After a conflict with Lady Deathstrike, Sunfire was assumed dead. In reality, Sunfire had been taken to a hospital and was placed under careful watch. When the newly resurrected Apocalypse offered to heal Sunfire and grant him new powers, Shiro accepted his offer and became the new Horseman of Famine.

After Apocalypse was defeated and the other Horsemen dead or captured, Mr. Sinister approached Sunfire to join his team of Marauders. He clashed with the X-Men and Cable and, when the first mutant baby since M-Day was born, Sunfire and the other Marauders joined the race to capture the baby for Mr. Sinister's own nefarious purposes. After the battle was resolved and Sinister was found dead and the Marauders disbanded, Sunfire experienced a severe identity crisis and wandered the earth for years in a drunken haze. Shiro eventually returned to Japan, where Wolverine found and recruited him to be a part of the Avengers Unity Division.

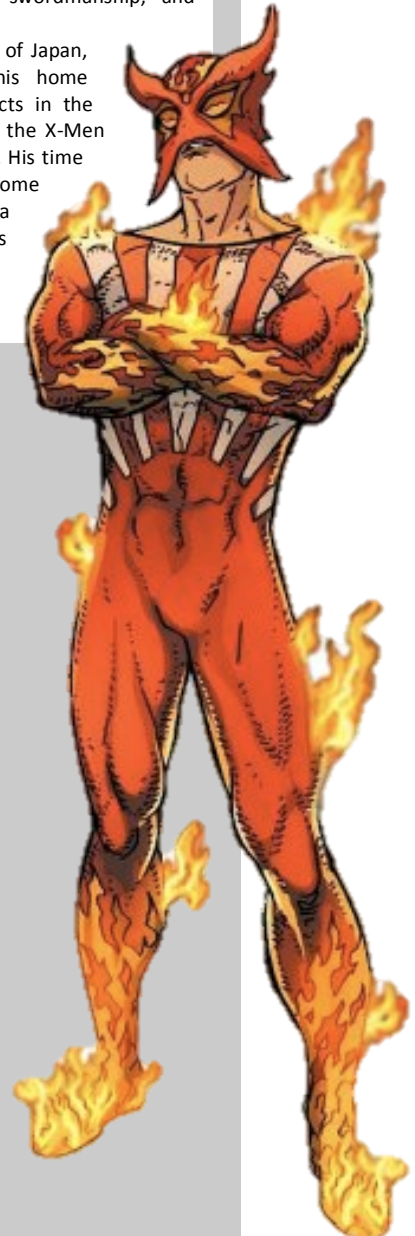
### Personality

Above all, Sunfire is an honorable man, though embittered and vengeful. After having gone through a severe identity crisis during his time as a Horseman and a Marauder, Sunfire realizes the actions during that time did not reflect his true character. Those who do not know him may sometimes mistake his haughty nature and patriotic core as disdainful or reproachful. He is prideful and unwilling to admit his faults or need for assistance. If there is a chance that Sunfire can handle a problem on his own, he will take that chance.

### Abilities & Resources

Sunfire is a mutant with the ability to absorb solar and other radiation to generate the process converting of ionized matter (usually air) into plasma, the superheated state of matter. Through extension, Sunfire can use his powers to create super-heated air currents to push himself through the air, project the flames he generates as powerful blasts of energy, sense the heat signature of other beings, and shield himself in an aura of plasma – hot enough to melt bullets and stave off other attacks. Sunfire can psionically project a field that shields him from the heat and radiation he emits. Apocalypse's enhancement to his abilities allows Sunfire to produce oxygen, allowing him to maintain his flames and breathe in areas lacking oxygen, such as deep space. Sunfire is trained in karate, Japanese Samurai swordmanship, and kendo.

As a premiere and well-known hero of Japan, Sunfire has numerous contacts in his home country. He also has numerous contacts in the super hero community, notably among the X-Men and his former allies in the Big Hero Six. His time as a Horseman and Marauder has hurt some of his relationships and left him with a social stigma in regards to most of his other heroes. This is a stigma he is very aware of and a stigma that he himself has struggled through.





# THING

## Affiliations

SOLO

6

BUDDY

10

TEAM

8

PP

## Distinctions

It's Clobberin' Time!  
I'm A Monster!  
Wotta Revoltin' Development

4  
+1 PP

OR

8

## Power Sets

### ROCKY ORANGE HIDE

Godlike Durability 12

Godlike Strength 12

Enhanced Stamina 8

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

**SFX:** *Collateral Damage.* Instead of spending 1 PP, add d6 to the doom pool to create a ROCKY ORANGE HIDE stunt.

**SFX:** *Haymaker.* Double Godlike Strength for an action, then add second-highest rolling die from that action to the doom pool.

**SFX:** *Invulnerable.* Spend 1 PP to ignore physical stress or trauma unless caused by mystical attacks.

**Limit:** *Moody.* Earn 1 PP and step up emotional stress caused by doubt, guilt, or self-worth by +1.

## Specialties

Combat Expert 8

Cosmic Expert 8

Psych Expert 8

Vehicles Master 10

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### What Time Is It?

- 1 XP when you lead a charge into a dangerous battle, yelling your battle cry.
- 3 XP when you take stress from standing toe-to-toe with a villain who possesses a d12 in one of their power sets.
- 10 XP when you either apologize to an opponent for clobbering them, or deal trauma to a global threat, rending it defeated.

### The Heart of a Prince

- 1 XP when you first use your powers to give a support asset to an ally.
- 3 XP when you either take trauma to save a non-combatant, or convince an opponent to attack you rather than a non-combatant.
- 10 XP when you either sacrifice yourself for your allies, or fight until you're the last hero to fall.

STRESS/TRAUMA

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XP

### History

A street tough turned ace pilot, Ben served as pilot on the famous space flight that bombarded its crew with cosmic rays and created the super team known as the Fantastic Four. The most physically altered by the accident, Ben became a being of orange rocky skin and amazing might. Calling himself “The Thing,” Ben became one of the world’s most recognizable super heroes.

Ben has been “cured” of his inhuman appearance before, but he always reverts back to it out of necessity or some twist of fate. He’s traveled the cosmos, worked with numerous heroes, and even found love a few times. He’s left the Fantastic Four periodically, only to return to a team he sees as his true family. The Thing’s brawls with various villains and powerful menaces are legendary. He’s gone toe-to-toe with everyone from the Hulk to the Champion of the Universe. In the latter matchup, the Thing’s dogged determination and refusal to quit saved the whole planet from destruction. The hero’s battle cry of “It’s Clobberin’ Time!” is welcomed by allies, feared by enemies, and no one ever forgets Ben Grimm, the ever-lovin’ blue-eyed Thing.

### Personality

Underneath the Thing’s rocky orange hide and gruff attitude is a hero’s heart and adventurer’s spirit. He’s loyal, brave, and refuses to quit even in the face of impossible odds. Despite his inherent goodness, the Thing’s own disgust at his inhuman appearance is his key weakness. On some level he cannot bring himself to believe he isn’t the monster he appears to be. This makes him try even harder to be a good and decent person, but it often makes him angry and deeply wounded by any rejection, real or imagined.

### Abilities & Resources

The Thing’s orange rocky skin is incredibly durable. He is capable of withstanding amazing punishment, such as being knocked through several buildings by a devastating blow, only to emerge slightly woozy and very annoyed. He’s one of the stronger heroes in the Marvel Universe, capable of lifting great weights and slugging it out with giant monsters and other menaces.

The Thing is an experienced brawler and pilot. He can fly nearly anything and is at home in the middle of a scrap. No scientist, he has nevertheless become familiar with many alien races and strange phenomena from his adventures with the Fantastic Four.

The Fantastic Four aren’t just the Thing’s friends—they’re his family. The Thing has teamed up with nearly every hero on Earth—and beyond—at some time or another. He’s worked closely with the likes of Spider-Man, Captain Marvel, Captain America, and even served for a brief stint on the Avengers. His good reputation means he can even call upon resources from organizations like S.H.I.E.L.D. occasionally. He has a longstanding and sometimes troubled romance with blind sculptor Alicia Masters, whom he loves dearly. The Thing is surprisingly wealthy, having gained a share of the Fantastic Four’s patents over the years, but done little with the wealth.



# THOR

## Affiliations

SOLO

10

BUDDY

6

TEAM

8

## Distinctions

God of Thunder  
 Legendary Ego  
 Righteous Warrior

4

OR

8

+1 PP

## Power Sets

### SON OF ASGARD

Enhanced Reflexes 8

Enhanced Senses 8

Enhanced Speed 8

Godlike Stamina 12

Godlike Strength 12

Mystic Resistance 8

Superhuman Durability 10

Weather Influence 6

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

**SFX:** *Invulnerability.* Spend 1 PP to ignore physical stress or trauma results unless caused by mystical attacks.

**SFX:** *Second Wind.* Before you make an action including a SON OF ASGARD power, you may move your physical stress die to the doom pool and double the SON OF ASGARD power for this action.

**Limit:** *Thunderer's Call.* Step up emotional stress caused by guilt or the suffering of those you have sworn to protect to gain 1 PP.

### MJOLNIR

Expert Sorcery 8

Godlike Durability 12

Supersonic Flight 10

Teleportation 10

Weapon 10

Weather Supremacy 12

**SFX:** *Anti-Force.* On a successful reaction against an energy-based attack, add a doom die equal to the reaction effect die to inflict your attacker's effect die against your attacker.

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

**SFX:** *I Say Thee Nay!* Double or step up a MJOLNIR power for your next action, then step back that power. Activate an opportunity in a Transition Scene to recover that power.

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

## Specialties

Combat Expert 8

Cosmic Expert 8

Medical Expert 8

Menace Master 10

Mystic Expert 8

## Milestones

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

### Immortal Friendship

1 XP when you declare another character a true friend and companion.

3 XP when you help your ally recover from emotional or mental stress through food, drink, and fellowship.

10 XP when you avenge a fallen comrade, or take trauma in avenging your comrade's fall.

### The Mighty Avenger

1 XP when you remakr to a villain with a d12 in a Power Set that he is weak and chosen him as your singular foe, a battle that will ring through the Nine Realms.

3 XP when you first use Second Wind SFX to recover from stress your chosen villainc caused you.

10 XP when you either deal the blow that causes your chosen villain to be soundly defeated, or see one of your allies deal that blow, pledging to sing of their mighty valor in the halls of Asgard.

PP

STRESS/TRAUMA

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XP



### History

Thor, the Norse god of thunder and lightning, hails from the timeless realm of Asgard. He was born in a cave in Norway, the son of Odin AllFather and Gaea, the goddess of the Earth. Odin raised him as his heir alongside his foster brother Loki, the trickster. The two young gods forged a legendary rivalry that grew into a bitter feud as adults. Thor earned the right to wield the uru hammer Mjolnir and established his standing as Asgard's greatest warrior, much to Loki's chagrin. The Norse sagas are filled with Thor's epic deeds, tales passed on by those who once worshiped him on Earth.

In recent years, Odin determined that his son needed to learn a lesson of humility and caused Thor to be bound to the mortal form of Dr. Donald Blake. When Blake struck his walking stick upon the ground, a stroke of lightning transformed the stick into Mjolnir and Blake into the mighty Thor. For many years, Thor fought evil and defended humanity, confronting many dangerous foes, including Loki. Indeed, it was Loki who caused Thor to ally with Iron Man, Ant Man, the Wasp, and the Hulk to found the Avengers. Thor has been a stalwart member of that team throughout its history, with only occasional breaks from its roster.

After triggering Ragnarok and the end of Asgard as it was known, Thor fought his way back from the abyss and helped reunite his people in a new Asgard, one that floated 12 feet off the ground outside of Broxton, Oklahoma. His tenure as king was brief as he was soon tricked and banished by his brother Loki and Asgard was destroyed during a siege orchestrated by Normal Osborn. Still living in his now self-imposed exile, Thor has joined the ranks of the Avengers as a core member of the new roster, and the new Avengers Unity Division.

### Personality

Thor's courage, confidence, and temper are the stuff of legends. While not as cunning or clever as his foster brother, Loki, the God of Thunder has a clear sense of righteous action and never falters in the face of great challenge or crisis. At times comes across as arrogance or bravado, but it is not; Thor can back up his boastful declarations with actual competence and power. His speech is formal and archaic, exemplified by challenges—"Have at thee, knave!"—or by colorful oaths—"By Odin's beard!" Though fierce and wrathful in battle, he is otherwise friendly and in good humor, especially around his friends and companions.

### Abilities & Resources

Like all Asgardians, Thor is superhumanly strong, impervious to most forms of physical injury, and gifted with keen senses and reflexes. Due to his atypical parentage and godly stature, Thor is even stronger than other Asgardians, rivaling such heroes as the Hulk and Hercules in sheer power. He's been known to employ mystic artifacts such as a Belt of Strength and dwarf-crafted armor, but even without these items he's literally a force of nature.

Thor is never without his hammer Mjolnir, forged by the dwarven blacksmith Eitri out of uru metal, the material at the core of a dying star. Blessed with multiple enchantments, Mjolnir returns to Thor's hand when hurled, may only be lifted by those who are worthy to do so, and allows the Thunder God to master the elements. It's capable of projecting powerful blasts of energy, bearing its wielder aloft in flight, and deflecting attacks when spun with great force. Thor has used Mjolnir to perform amazing feats of a mystic or supernatural nature, including opening portals to other dimensions or traveling forward and backward in time.

As a founding Avenger, an Asgardian prince, and a friend to many in the super hero community, Thor has almost limitless wealth and resources should he need it. He rarely makes use of this affluence, however, preferring to make do with his own powers and talents. He is a close friend and companion of the other founding Avengers, including Steve Rogers, Tony Stark, and Hank Pym. He's also close to Jane Foster, a medical professional and former love interest. Away from Earth, Thor can count on Asgardians such as the Lady Sif, Lord Balder, and the Warriors Three should he need them.




# WASP

## Affiliations

SOLO  BUDDY  TEAM 

## Distinctions

Fashionista  
 Founding Avenger  OR   
 Heroic Socialite **+1 PP**

## Power Sets

### ALTERED CELLULAR STRUCTURE

Enhanced Reflexes  Enhanced Strength   
 Growth  Shrinking 

- SFX:** *Giant Strength.* Shutdown Shrinking to step up Enhanced Strength. Recover Shrinking by stepping back Enhanced Strength.
- SFX:** *Multipower.* Add more than one ALTERED CELLULAR STRUCTURE power to your dice pool. Step back each ALTERED CELLULAR STRUCTURE die in your pool once for each die beyond the first.
- Limit:** *Exhausted.* Shutdown any ALTERED CELLULAR STRUCTURE power to gain 1 PP. Activate an opportunity to recover or during a Transition Scene.
- Limit:** *Size Matters.* Add a complication equal to Growth or Shrinking to an opposing dice pool to gain 1 PP.

### INSECT POWERS

Bio-Electric Blast  Enhanced Flight   
 Insect Control 

- SFX:** *Wasp's Sting.* Spend 1 PP to step up Bio-Electric Blast to d10. Step back to 2d6 for subsequent actions. Activate an opportunity to recover.
- SFX:** *Sting Barrage.* Step up or double Bio-Electric Blast for your next action. Remove highest rolling die and use three dice for your total.
- Limit:** *Exclusive.* Shutdown INSECT POWER to activate Growth. Shutdown Growth to recover INSECT POWERS.

## Specialties

Business Expert  Combat Expert   
 Cosmic Expert  Psych Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### Heart of the Team

- 1 XP when you aid another character in combat, or in recovering mental or emotional stress.
- 3 XP when you discover the source of a teammate's emotional or mental problems and attempt to help through a support action.
- 10 XP when you help teammates recover from a long-term emotional or mental problem, or kick them off the team so they can find the solution to their problem on their own.

### Over It

- 1 XP when you flirt with other heroes or reject their advances.
- 3 XP when you help out a romantic partner despite significant personal risk – mental, emotional, or physical.
- 10 XP when you reconcile with an old flame, or move on by starting a new relationship.

PP

STRESS/TRAUMA

P











M











E











XP



### History

When an extra-dimensional creature killed Janet Van Dyne's scientist father, she convinced her father's associate, Dr. Henry "Hank" Pym, to help her fight it. The young socialite became the costumed hero known as the Wasp, with Pym taking on the identity of Ant-Man. Janet was attracted to costumed heroics, as well as the handsome, if somewhat socially obtuse, Pym. The pair worked alone for a time, but soon allied with fellow heroes Iron Man, Thor, and the Hulk to form the Avengers. Janet also became a successful fashion designer and remains well known for the wide variety of costumes she sports in her heroic identity.

Janet has been a key member of the Avengers for most of her heroic career, eventually leading the group as chairperson. She took periodic leaves of absence, but always returned to the action, camaraderie, and adventure of being an Avenger. After an up-and-down courtship, she and Hank eventually married, but this ended badly after he suffered a series of severe mental breakdowns. She has had other relationships since, including several attempts to reconcile with Hank, but nothing has stuck.

Recently, Wasp accidentally reminded a disturbed Scarlet Witch of traumatic events involving the fellow Avenger's children, triggering the events that led to M-Day, including the deaths of some of her fellow Avengers. Injured during these events, she and Hank left the team. When the shape shifting Skrulls invaded Earth, the skrull that had replaced Hank gave Wasp a new set of Pym Particles, which (unknown to Wasp) was actually meant to turn her into a bomb against her fellow heroes. When she detonated, she was assumed dead, but the explosion actually sent her to the Microverse, where she escaped after contacting her Avenger allies for help. She then accepted Captain America's offer to join the Avengers Unity Division.

### Personality

While originally somewhat flighty and even spoiled, the Wasp has become one of the most experienced and cagey Avengers in history. She is in many ways the heart of the team, providing her fellow members with support, understanding, and the occasional shocking wake-up call. She's a romantic who does truly love her former husband, but she's also a pragmatist who realizes they have had their chance. She is confident, courageous, and while not the strongest or most powerful Avenger, she is among the most loyal and steadfast.

### Abilities & Resources

Altered by "Pym particles," Wasp's genetic structure allows her to shrink down to mere inches or grow to several stories tall. When shrunk she can fly and channel bio-electric energy into potent "stinger blasts," and has a limited ability to communicate with and control insects. When grown she is superhumanly strong and durable, but she's more comfortable at smaller sizes.

In addition to her powers, Janet is very capable and talented. Trained in combat by Captain America, she is also a skilled businesswoman, designer, strategist, and leader. Her adventures with the Avengers have given her an impressive array of experiences to draw on, and her intuition and social skills make her a natural confidant. She's also very wealthy, having used her inheritance and skills to become even more financially successful.

As a founding Avenger and one of the premier heroes on Earth, Wasp has numerous allies and friends. Her former husband Hank still cares for her deeply. She is close to most heroes who served on the Avengers during her numerous and lengthy stints on the team, including She-Hulk, Captain Marvel, Black Knight, Goliath, Hawkeye, and others. She also maintains decent relationships with numerous old flames, including Iron Man and the super-mercenary Paladin. Her status as a famous designer, heiress, and celebrity hero also affords her numerous contacts in the media.



# WOLVERINE

## Affiliations

SOLO

10

BUDDY

6

TEAM

8

## Distinctions

Century-Long Lifetime  
I'm The Best There Is At What I Do  
Masterless Samurai

4  
+1 PP

OR

8

## Power Sets

### FERAL MUTANT

Enhanced Reflexes 8

Enhanced Strength 8

Godlike Stamina 10

Superhuman Senses 10

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

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

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

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

### WEAPON X PROGRAM

Adamantium Claws 10

Psychic Resistance 10

**SFX:** *Adamantium Claws.* On a successful reaction against an edged or blunt attack action, either convert opponent's effect die into a WEAPON X PROGRAM stunt or step back your effect die and inflict it as physical stress. If your opponent's action succeeds, spend 1 PP to use this SFX.

**SFX:** *Fearsome.* When using WEAPON X PROGRAM powers to inflict emotional stress, add a d6, and step up your effect die.

**SFX:** *Immunity.* Spend 1 PP to ignore telepathy or mind control.

**Limit:** *Heavy Metal.* On a magnetic attack or while swimming, change any WEAPON X PROGRAM power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover the power.

**Limit:** *Toxic Metal.* If Godlike Stamina is shutdown, take d10 physical stress at the beginning and end of every action scene.

## Specialties

Combat Master 10

Covert Master 10

Crime Expert 8

Menace Master 10

Vehicle Expert 8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

## Milestones

### "Now It's My Turn"

1 XP when you separate from your allies, accepting no help, so that you can hunt an enemy down alone.

3 XP when you inflict trauma on a villain due to an asset created by an ally.

10 XP when you either admit that you needed an ally's help, declaring that they are good to have around in a scrap, or explain to an ally why they are a danger to themselves and any team they serve on.

### Professor Wolverine

1 XP when you first explain to a teammate that you are no longer the killer you once were.

3 XP when you choose not to inflict physical trauma on a foe, or you admonish a fellow teammate who inflicts physical trauma on a foe.

10 XP when your refusal to kill an enemy results in you or an ally stressing out, or you realize that deep down you will always be a killer and relinquish your title as headmaster to become the savage Wolverine.

PP

STRESS/TRAUMA

P

4

6

8

10

12

M

4

6

8

10

12

E

4

6

8

10

12

XP



### History

James Howlett was born sickly to wealthy parents in late 19th Century Canada. Abuse, betrayal, lost love, murder, and the manifestation of his mutant abilities lead young James to flee his ruined home with his first love, a girl named Rose. Eventually he lost Rose as well and fled into the wilderness to live with a pack of wolves.

Leaving the forest after a time, James spent decades having a series of strange and half-remembered adventures. Under the name Logan, he fought in World War II, met Captain America, and worked for various intelligence services. Later he came to the attention of the Weapon X program, which was attempting to make the perfect assassin and killing machine. The program bonded Adamantium to Logan's skeleton and bone claws, making them unbreakable. The process also broke Logan's mind, causing his memories to fragment and reverting him to an animal state. He wandered the Canadian wilderness until Heather and James MacDonald Hudson found him. The couple helped restore his sanity and recruited him for Canada's Department H.

As Department H's operative, Logan took the name Wolverine. He fought the Hulk, worked with Alpha Flight, and went on various missions until Charles Xavier recruited him for the X-Men. Wolverine stayed with the X-Men for years, leaving periodically in attempts to find peace or put together the fractured memories of his past. When the Scarlet Witch altered reality to create a world where mutants were no longer hated and feared, she also restored all of Logan's memories, which remained when reality resumed. After a dispute with Cyclops that resulted in the X-Men splitting in two, Wolverine decided to reopen the old Xavier Institute as the new Jean Grey School for Gifted Youngsters.

### Personality

Wolverine is gruff, blunt, but extremely loyal and passionate. He combines the code of a samurai warrior with the instincts and impulses of a predator. Wolverine is often protective of younger, less experienced heroes and teammates, but he never coddles them, preferring to help them grow and advance through "tough love." Wolverine isn't proud of his berserker rages and past activities as an assassin and killer, but he isn't drowning in shame either. Now that he is responsible for an entire school of mutant students, Wolverine is trying to put the role as a killer behind him so he can offer a better example to his students as well as honor the memory of Professor Charles Xavier.

### Abilities & Resources

Wolverine possesses uncanny stamina and recuperative abilities. This healing factor allows him to recover from terrible wounds, rendering him functionally immune to poisons and diseases, and greatly retarding his aging. His skeleton and natural bone claws are bonded with Adamantium, making them unbreakable and the claws hyper-sharp, capable of cutting through nearly anything. Wolverine also has enhanced physical abilities and heightened senses.

In addition to his powers, Wolverine has several lifetimes of training and experience. He speaks multiple languages, is a trained spy, soldier, and assassin. He has mastered various forms of combat, particularly unarmed ones and those using bladed weapons. He is an expert woodsman and tracker, skills augmented by his mutant senses.

Wolverine has been there and done that. There are few superhumans in the Marvel Universe he hasn't fought with or against—often both. In particular, he has worked closely with Spider-Man, Nick Fury, Captain America, and Spider-Woman. He is surprisingly close to fellow X-Man Shadowcat and spent years in love with teammate Jean Grey and rivals with her longtime beau, Cyclops. He has numerous contacts in the intelligence community and extensive criminal contacts centered around the Southeast Asian island of Madripoor, many of whom he had forgotten about until recently.





# WONDER MAN

**Affiliations**







SOLO  BUDDY  TEAM 

**Distinctions**

Been Dead Before  OR   
 Disillusioned Hero +1 PP  
 Ionic Powerhouse





**Power Sets**

**ENERGY-AUGMENTED FORM**

Enhanced Reflexes  Enhanced Senses   
 Godlike Durability  Godlike Stamina   
 Godlike Strength  Subsonic Flight 

**SFX:** *Immunity.* Spend 1 PP to ignore stress, trauma, or complications caused by aging, disease, poison, radiation, or vacuum.  
**SFX:** *Multipower.* Add one or more ENERGY-AUGMENTED FORM powers to your dice pool. Step back each ENERGY-AUGMENTED FORM die in your pool once for each die beyond the first.  
**SFX:** *Wall of Muscle.* When a nearby ally or friend takes physical stress, spend 1 PP to take that stress yourself.  
**Limit:** *Flirting With Instability.* Step up a mental or emotional stress die being used against you to gain 1 PP. Step back the stress to the previous rating afterwards.

**Specialties**

Business Expert  Combat Expert   
 Psych Expert  Tech Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

**Milestones**

**Dedicated Pacifist**

1 XP when you use your effect die to inflict a complication on a target instead of physical stress.  
 3 XP when your dedication to being a pacifist results in either you or a teammate taking a d10 or more physical stress.  
 10 XP when you break your oath of pacifism and deal physical trauma to a foe, or you see an ally take trauma and it only reinforces your dedication to pacifism.

**Avenger Who Has Seen It All**

1 XP when you talk about all the crazy things you have seen as an Avenger.  
 3 XP when you admonish a long-time ally because of their actions.  
 10 XP when you decide this life is not for you and leave the Avengers, or take over leadership and decide the team needs a radically new direction.

**PP**

**STRESS/TRAUMA**

**P**

**M**

**E**

**XP**



### History

Industrialist Sanford Williams had two sons, Simon and Eric, and one company, Williams Innovations. The elder, Eric, wanted nothing to do with his father's business and secretly became quite an accomplished career criminal, working with the Maggia crime syndicate. The younger, Simon, therefore inherited his father's business at the tender age of 22. Despite his studious bent and technical acumen, the younger Williams sibling proved woefully unsuited to managing a corporation. Competition from the likes of Stark Industries was crushing Williams Innovations; in desperation, Simon approached his brother for help. Following Eric's advice, Simon embezzled from his own company then unwisely invested in Maggia businesses. When his board of directors discovered his crimes, Williams found himself ousted, indicted, and then convicted.

"Rescued" from his prison sentence by Baron Zemo and the Masters of Evil, Simon joined the Masters to strike directly at Stark, who Williams was led to believe was the reason his life had come crashing down. Zemo used ionic ray technology to transform Williams into "Wonder Man," a powerhouse that infiltrated the Avengers as a new hero. Although Williams believed Zemo's story that he needed continuous treatments for his new form to survive, his conscience ultimately wouldn't let him betray his new teammates, and he turned against Zemo. Seeming to die from the side effects of his ionic enhancement, Simon instead fell into a coma-like state while his body continued to change. Through a complicated set of circumstances, Simon eventually revived.

He fought alongside the Avengers for many years, leaving for short periods to pursue a Hollywood career and work with the West Coast Avengers and Force Works teams. While fighting with Force Works against the Kree, Simon again appeared to die. His ionic energies dispersed, only to be resurrected later by the Scarlet Witch's hex-magics. Disillusioned with the Avengers after their many failures, Simon gathered a team of lesser-known heroes and created the team "the Revengers" and targeted the Avengers, hoping to make them realize the error of their ways. The Revengers were defeated and Simon escaped. Simon later resurfaced and helped the Avengers rescue Wasp from the Microverse. Redeemed in the eyes of the Avengers, Wonder Man joined the ranks of the Avengers Unity Division, revealing that he had sworn an oath of pacifism, believing the problems of this world cannot be solved with fists.

### Personality

At heart, Simon Williams is a good man, but one burdened by considerable guilt and feelings of inadequacy. Under pressure, he responds impulsively. He finds himself alienated by the nature of his powers. He now knows he's effectively immortal, and that realization is proving difficult for him on an emotional level. Although he loves the Scarlet Witch, he feels unworthy of her, conflicted by his complicated psychological relationship with her ex-husband, the synthezoid Vision – whose brain patterns were based off of Simon's. After seeing the worse the brutality of superhuman struggles can bring, Simon has sworn himself to a life of pacifism, hoping to use his influence and words rather than his fists to save the world.

### Abilities & Resources

As Wonder Man, Simon Williams is no longer really human in any physical sense. Essentially ionic energy bound in organic form with Simon's consciousness, he is on par with Thor in terms of strength and is, for all practical purposes, indestructible. Even when an attack of sufficient magnitude disperses his physical form, he simply reforms some time later, though he sometimes requires external help. Williams doesn't tire or get sick, ignores temperature and pressure extremes, and doesn't even bleed. In his current form, he can channel ionic energy for flight, and his senses perceive beyond the human range.

Simon has a background in engineering and electronics, and he's smarter than he conveys in the company of people like Stark and Pym. He's a decent actor with stuntman training, and tutelage at the hands of Captain America and S.H.I.E.L.D. experts has made him a respectable unarmed combatant. Among the superhuman community, Simon's strongest ties are with his long time allies in the Avengers; namely Beast, Scarlet Witch, Captain Marvel, and Wasp.

