

Escape from ALCATRAZ!

A collection of villains for the *Mutants & Masterminds* game and *Crucible City MUX*.

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This product is %100 Nazi-free

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Editor's Notes

This book grew out of Crucible City's first Create-A-Villain Contest, held from November 2003 to January 2004. While the game was very active at the time, fighting off the invasion of the Iron Reich, every plot must end and I was looking forward to the eternal question, "What's next?" I knew that whatever I did, it would be a lot smaller than the invasion and would allow players to do their own thing, without too much micro-management by staff. At the same time, one of the strengths of the Reich invasion had been a list of some two dozen adversaries — tanks, flying saucers, werewolf commandos, the usual — which players could select from as easy as ordering from Denny's. Without any staff required, players were picking villains off the menu, plopping them down on a street in Crucible, and rolling for initiative. It was a thing of beauty.

Escape from Alcatraz! is an attempt to do the Reich one better. I solicited villain submissions on CCM, receiving some 30 entries in all shapes and sizes. We have anime villains (Aisuko), "dark and gritty" villains (Jack Knife), PL 7 villains (the Demolition Crew), PL 15 villains (Singularity), and villains which are little more than extended gags (Poseur probably being my favorite in this rather large category). My job, as editor, was to check all the math and to incorporate these characters into the background of the Crucible City game. I added enough villains of my own to enlarge the book by a third. When I saw characters with odd similarities (two Greys or two characters with the same last name) I could not help but find a connection between them. You'll see virtually every major element of Crucible's history mentioned here, from SCAM to Prince Primeval and the Saturn V. In this way, the villains serve to expand the background, enriching the game experience for everyone.

Finally, I had to pick a winner for the contest. With so many villains, and several that stood out, I ended up selecting three for special honor. I looked for form, style, a connection to the setting, and replay value. But every one of the villains in this book has something unique and unusual about them. (The Exalted surely take the award for Best Villains Ever Named After Famous Philosophers.) Any of them can be used in play, and they can be combined in interesting and unexpected ways. Although the characters described here have links to the Crucible City world, in many cases those allusions have been kept intentionally vague. Major events have been hinted at, but not named. This is intentional, for these villains deserve to be seen in more than one game, even if we do have over a hundred players and 165 characters (as of this writing). Let this book be a menu for your own campaign, online or around the table. And when you've sent the bad guys packing, back to the Rock from whence they came, come by Crucible City and visit us at 4.23.75.98 (port 4626). Tell'em Gail sent ya.

Introduction

The United States is served by three Power prisons: Ryker's Island off the coast of New York, the Gibbons Compound in Lake Michigan, and Alcatraz. Each is a cooperative effort with the hosting state, receiving substantial federal assistance in the form of money, science, and personnel while being generally supported by the large nearby metropolis. Alcatraz is both the oldest and newest of these facilities. After the original prison was closed in the 1960s it enjoyed a healthy career as a tourist attraction and historical monument. But state officials looking for a way to bring federal money back to California hatched the idea of reopening the prison as a Power containment facility. By touting recent rioting at Rykers and overcrowding at the Pound, the backers of the new Alcatraz succeeded in persuading both Washington and the population of the state that a third Power prison was necessary.

This book is a collection of villains associated with this infamous facility. Most were inmates in early 2004 when a lab accident resulted in a mass breakout. The villains have scattered to all directions, and there is no way that West Coast heroes can catch them all. Some of the villains work in teams, others are solo operators, but there is no "master plan" behind their post-breakout activities and GMs are encouraged to use these villains as antagonists in any adventure or battle the players might enjoy. Not all the villains here were present at the breakout. Some served time years ago. A number of them were released in December 2003 as part of a federal program which granted amnesty in exchange for action against a dimensional invader who had attacked the Earth. This "Chain Gang" program was judged an unqualified success. Convict missions were largely successful, though they experienced a very high fatality rate. Every survivor of the Chain Gangs had his record wiped clean and was released into society, though not without a pointed recommendation that the ex-con leave the country.

Each villain has a stat block which gives his or her abilities in *M&M*. This is followed by a brief background. Combat tactics and roleplaying notes follow, with attention given to methods of integrating the villain into adventures and how the character may use VP or Extra Effort to surprise and challenge heroes. Finally, each villain has a physical description and a quote. An appendix lists each villain by role and by PL, to facilitate adventure creation.

House Rules

A number of CCM House Rules have been used in the creation of these characters. For the benefit of those who might use these characters in other games, the relevant rules are summarized here.

- ✱ The point cost for all skills has been halved. If you are not using this rule, keep the skills at their assigned rank and simply raise the villain's total points.
- ✱ If a power has so many flaws that its point cost would be reduced below 1 pp per rank, the total cost of the power is instead reduced by 1 point per additional flaw. Example: Binary wears a belt that generates a holographic field around her, allowing her to impersonate anyone. The holofield is bought as Shapeshifting +8 with the Continuous extra and the flaws Device, Limited—People Only and Limited—Visual only. The power costs 1 point per rank (base cost 2 + 1 extra - 2 flaws = 0 but no power can cost less than 1 pp per rank) but gets a 1 point reduction on the final cost, for a total of 7 pp. No power can be reduced below a final cost of 1 pp by this method. Again, if you are not using this rule, keep the powers as they are written and simply raise the villain's total points to account for the slightly more expensive power.
- ✱ Movement powers (including flight, running, tunneling, teleportation and stretching) grant double their usual speed. If you are not using this rule, you will need to reduce the Speed of any villain with movement powers.
- ✱ Super-Flight, Extended Teleport and similar abilities are not Stunts, they are Extras. Each rank in the Extra doubles the movement's sprint speed. If you are not using this rule, give each character with Super-Movement the necessary Stunt, but limit them to the sprint speed given in their stat block. In most cases, this will slightly reduce the character's point value, but do not lower any other powers even if the villain drops in PL.
- ✱ Vehicles are bought with a Feat. Each Vehicle Feat gives the character points equal to his PL with which to purchase a vehicle. If the character has multiple Vehicle Feats, the points can be combined, but no single vehicle may have a point cost more than 5x the character's PL. If you are not using this house rule, simply increase the villain's total points to allow for purchase of his vehicle under the normal rules.
- ✱ Some characters in this book violate the rule on stacking limits. Others have powers with ranks higher than the character's PL. Heroic PCs should be balanced characters; this keeps one player from overshadowing the others, or from putting all his points into a single unstoppable ability. It simulates superhero comics. Villains, however, are GM tools designed to challenge the heroes, not be balanced characters. Thug and minion villains are especially well known for having one large power — and little else going for them. Other villains violate these rules because the villain is intended to be defy expectations or be especially dangerous for his PL. If you wish to keep the rules on stacking limits and maximum ranks intact, simply lower the ranks in the offending power.

One of the characters in *Escape from Alcatraz!* has a new Feat. It is detailed here.

Whirlwind Disarm

You are exceptional at disarming your foes.

Prerequisites: Dex 15+, Expertise, Move-By Attack, Rapid Strike, base attack bonus +4 or higher

Benefit: If an attempt to disarm an opponent succeeds, you get an immediate additional melee attack against another opponent within reach. This must also be a disarming attack, at the same attack bonus. You can use this ability once per round unless you're fighting minions; in this case you can use it over and over until you miss a disarm or run out of targets. If you are using a weapon to disarm and any of the disarm rolls fail, the opponent gets an immediate disarm attempt against you.

The following feat was first described in *Crooks!*, published by Green Ronin. *Escape from Alcatraz!* uses a modified version, however.

Evaluate

You have a knack for figuring out how to beat an opponent.

Prerequisite: Wis 15+, Assessment

Benefit: For every day which you spend studying a target (using newspaper clippings, video recording, surveillance or something similar), you learn one of that opponent's weaknesses (*Mutants & Masterminds* rulebook, p. 106). If your opponent lacks a weakness, you know so after one day of study.

Escape From Alcatraz! also uses other feats from *Crooks!* The feats are: Diplomatic Immunity, Extended Reach, Human Shield, Into Thin Air, Motif, Mystic Awareness, Slippery Eel, Tainted Network and Villain's Luck. The effect of these feats have been briefly summarized in the character descriptions, but GMs are urged to consult the original source for details.

Icons

Once a villain is made, you have to decide how to use him. To make that job easier, the villains in this book have been given icons that illustrate their role in a campaign. The four icons are Mastermind, Lieutenant, Rogue and Thug.



Mastermind: Masterminds are leaders and organizers. This doesn't necessarily mean they have the Leadership feat or even a high Intelligence, though those are both indicators that a character may be a Mastermind. If a character likes to give orders, and doesn't like to take them, he's probably a Mastermind.



Lieutenant: The Lieutenant is more powerful and self-willed than the Thug, but works better in groups than the Rogue. A Lieutenant may have plenty of power but be kept from leadership due to lack of desire or opportunity. If a character is good at executing orders but can still think on his feet, he is probably a Lieutenant.



Rogue: The Rogue tends to work alone. He may be on a team, but he doesn't do his best work when surrounded by other people. His powers may be dangerous to others, he may have a profound lack of social skills, or he may be so alien that no one understands him.



Thug: The Thug is a soldier villain. He doesn't have to be stupid, but he does prefer the Grand Plan to be thought up ahead of time by someone else. He may have any sort of powers and he generally gets along well enough with other villains, especially if they let him take the direct approach.

Some characters may have more than one icon. For example, the White Dwarf is the Mastermind of his own team, but he might allow the All-Stars to work for someone else, in which case he would become the Lieutenant of whatever greater Mastermind had hired him.

And now, bring on the bad guys!

The Exalted

The Exalted created by Aftermath

The Exalted is an organization of genetic revolutionaries based on principles of Power superiority and the belief that every human being has the potential to become superhuman. Their philosophy was first articulated by Dr. Richard Brandt, who spent years working on the Power Genome Project — a massive research study intended to map the DNA patterns of human Powers. It has long been known that the DNA of Powers is usually different than that of other human beings, possessing a third strand. This “triplicate DNA” (a name disdained by scientists as nonsensical but nonetheless in popular use) is not so much the source of superhuman Powers as a symptom of their presence. But in his research Brandt discovered gene therapy techniques which could crack apart ordinary DNA and force the creation of this triple strand. According to his research, virtually every human being could benefit from this process. Brandt quit the Power Genome Project after devoting years developing a gene therapy machine which he nicknamed “Id.”

Id was capable of awakening powers in ordinary humans by forcing the development of triplicate DNA. It also proved able to stimulate Powers whose abilities were already developed, prompting the manifestation of new talents. Brandt immediately set about “awakening” as many people as possible, convinced that what he was doing was for the good of all humanity. This, despite the fact that Id had some significant limitations. Not everyone survives the transformation process, often developing multiple powers which are incompatible with one another. Partial power activation has also claimed many lives: one of Brandt’s early test subjects manifested a nimbus of flame around her body, which promptly incinerated her .

None of this has stopped Richard Brandt in his work. His own case was one of the most dramatic and successful awakenings to date, and he quickly found a number of loyal and devoted followers who lent their newfound talents to his cause. Once each recruit is awakened, he takes on the name of a great philosopher, scientist, or leader whom the new Power feels is symbolic of his general philosophy or abilities.

In early 2002 Brandt’s organization abducted a dozen members of the co-ed Power fraternity Sigma Iota Chi (SIX). One of the members was singled out for gene therapy treatment, in the hope that her already strong abilities could be raised to truly world-shattering potency. The rest of the fellowship managed to escape confinement, however, and engaged the Exalted in a bitter struggle within Brandt’s mountaintop home. An avalanche resulted, burying many, but eventually all the fraternity returned to civilization with Richard Brandt in tow. He was placed in a special holding cell in Alcatraz while federal officials launched a manhunt for the rest of the Exalted. None were found, but when a riot broke out at the prison where Brandt was detained, it was a simple matter for him to free himself from his cell and flee. He is believed to be in Europe, reconstructing his organization and securing the funds to rebuild his gene therapy machine.

The Exalted in Play: The Exalted serve as a way to discuss issues of political philosophy and superhuman supremacy. While Brandt and his allies firmly believe what they are doing is right, and many are experts in their technical fields, none of them have even a single rank in Knowledge (Philosophy) and their interpretations of the “great thinkers” whom they have taken as new identities are either grossly simplified or just plain wrong. The most interesting scenes involving the Exalted may well be debates, in which the heroes and the villains argue their respective sides. Once fighting breaks out, most of the Exalted have to hide behind Brandt, who is the only one with enough physical power to stand up to a team of heroes. For best results, therefore, put off the fight for as long as possible. A debate in the middle of the street is not out of the question, but a more likely scenario is one in which the player characters are all taken by surprise and captured, making them a captive audience for Brandt’s pseudo-philosophical discussions. By the time the heroes break free, their frustration alone may be worth experience points.

Nietzsche

Richard Brandt, Nietzsche: PL 15 Villain (227 pp); Init +5; Spd 30 ft (run), 120ft (flight), 436 mph (super-flight); Defense 25 (+10 base, +5 Dex); BAB +6; Atk +9 melee (+3S unarmed), +11 ranged (+12L Energy Blast or +6 Telekinesis); SV Dmg +3 (Force Field +12), Fort +3, Ref +5, Will +4 (Mental Shield +12); Str 16, Dex 20, Con 16, Int 20, Wis 18, Cha 16 (84 pp)

Skills: Bluff 2/+5, Computers 8/+13, Craft (Genetic Alteration Devices) 16/+21, Demolitions 3/+8, Diplomacy 4/+7, Disable Device 5/+10, Drive 1/+6, Intimidate 2/+5, Listen 1/+5, Medicine 7/+12, Open Lock 2/+7, Repair 7/+12, Science (Biology) 12/+17, Science (Genetics) 12/+17, Science (Bioengineering) 12/+17, Sense Motive 1/+5, Spot 1/+5, Taunt 2/+5 (49 pp)

Feats: Aerial Combat, Darkvision, Detect (relative power level), Power Attack, Connected, Headquarters (12 pp)

Powers: Force Field +12 (*Source:* Mutation; *Extras:* Affects Others x2, Area +6, Energy Blast, Mental Shield, Flight, Super-Flight +3, Immunity +6 (Cold, Electricity, Fire, Pressure, Radiation, Suffocation), Telekinesis +6; *Cost:* 6+20; *Total:* 92 pp)

Weaknesses: Quirk (Braggart) (-10 pp)



Richard Brandt grew up the only child of an affluent couple, the son of a stockbroker and a trophy wife. He was surrounded by creature comforts, and became preoccupied with Powers as a child. Although his family were not members of the Sanctified Church of Ascendant Metaphysics (see Poseur), Richard nonetheless revered Powers as modern day gods. He longed to be like them but knew that it would never be possible. Considered a brilliant thinker by his instructors, Richard excelled at academics and gravitated towards the sciences. His bachelor's degree in biology was earned at the University of New York and he went on to a doctorate at the University of Illinois. Both schools were chosen because they kept him near large concentrations of the heroes whom he idolized.

The first seven years of Richard's career were spent in corporate research labs, developing therapies for disease treatment. Some of his publications on the effects of certain chemical families on the structure of human DNA became highly referenced in the field, and it was this that led a government recruiter to his office. He was offered a position in the Power Genome Program, a federally-backed effort to map what the layman knew as "triplicate DNA." While Richard was unsure what the government intended to do with this information, he could not pass up the opportunity of a lifetime. He not only perceived the potential of the Program for professional recognition and scientific discovery, he was still fascinated by Powers themselves.

At first, work on the Power Genome was slow and uneventful. For three years Brandt led his own team and also assisted the Project manager with long-term decision making. It was his task to develop the software necessary to store and analyze the millions of DNA samples which the government had collected, most of them from ordinary people but some from Powers. It was while doing so that Brandt first realized how simple it would be to break ordinary DNA and coerce the construction of a third strand, resulting in the formation of superhuman abilities. Of course, there were risks, but the idea consumed him. The more he thought about it, the more it seemed to him that if human DNA could have this vast potential locked within itself and yet remain mundane, it must be flawed, clumsy, and inefficient. Human beings who did not have powers were, in effect, broken. Only Powers fulfilled the potential of their genetic structure. Without being detected, Brandt began diverting lab work, computer time, and even the sample DNA database to what was now his secret agenda: the construction of the gene therapy machine that would come to be known as Id.

On November 7, 1992, Richard Brandt resigned from the Power Genome Project under a cloud. While his work was very valuable, other researchers had begun to become suspicious of his unusual demands for lab time. Traces of his data theft had been noticed, but not yet traced. Investigative journalists were hot on the trail, and Brandt spent all night constructing his machine and assembling a nearly complete database of Power DNA. By morning, he was a Power himself, declaring his new status (and a new name based on his own poor reading and faulty understanding of a famous philosopher) to the world on live television. Using the database of DNA and working from a hidden location, he tracked down likely candidates for gene therapy and offered them a chance to fulfill their "true potential." Most accepted, though not all of those survived the transformation process. Those that did became one of the Exalted.

Brandt, or Nietzsche as he is often known, enjoyed a long career as a rogue mastermind before finally suffering defeat in a vicious battle with the young heroes of Sigma Iota Chi. He was the only member of the Exalted to be captured, and was suffering a humiliating time in prison when the riot resulted in his freedom. He is certain to continue to preach his doctrine of Power supremacy for years to come.

Appearance: Over six feet in height, solidly built, Brandt cuts a charismatic profile. He dresses as a gentleman from the early twentieth century, in a black suit and silk vest shrouded by a traveling cloak. The white linen shirt beneath is adorned with a starched collar and black cravat. When his powers manifest, they appear as a field of blue energy, crackling with black lightning.

Nietzsche in Play: Brandt illustrates the lengths to which an envious man will go, the extent to which power corrupts, and that the best intentions can still lead to evil. He honestly believes that, were he left alone to do his work, he could create a utopia without crime or want, a society in which every human being is a Power. Because he respects all Powers simply on the basis of their genetic code, he takes no pleasure in harming heroes, preferring to wound their pride rather than their body. Players are most likely to meet Nietzsche at his headquarters, either as prisoners or after tracking him there. Indeed, he rarely gets involved in field battles, interfering only when his allies are outnumbered or when he wishes to pit his might against a particularly famous opponent. If a fight does not break out immediately, Brandt will attempt recruitment, explaining to the heroes exactly why they can't beat him while also justifying his own actions. Infatuated with his own brilliance, Nietzsche can usually be goaded into explaining the details of his current scheme in great detail. It helps if the heroes pretend to be more stupid than they are, and Brandt has a habit of leaving out one key element in his plan whenever he explains it, just for safety's sake. He kills only as a last resort, or if a hero has become particularly troublesome after several encounters. If forced to flee, Brandt is smart enough to have a number of contingency plans. Often, Aristotle acts as a distraction to cover a retreat, since the sacrifice of one of that individual's many duplicates is an endurable loss.

In those precious moments when heroes might interact with Nietzsche off the battlefield, they find him to be a handsome and charming man whose intensity is infectious. While brilliant, he manages to broach complicated subjects effortlessly, even with laypeople. Unfortunately, he is also obsessed with personal power, in whatever form, and previously underwent regular treatments with Id in an attempt to stimulate his abilities. So far, none have been successful, but he is always trying new methods of increasing the strength of his telekinetic abilities.

Nietzsche's Affects Others Extra combines with a limited Area to allow him to extend his protection over a 30 foot radius up to 120 feet away. With this, he can protect not only himself but also allies and vehicles. Brandt's reluctance to kill has led him to protect even his foes if they are threatened with lethal injury. In 1998, while attempting to locate a native Russian with especially great potential, Brandt was engaged by ground troops who pinned him down long enough for an air strike to be executed against him. The men on the ground gave themselves up for dead, and were stunned when Nietzsche used his powers to protect them from the blast. He escaped unharmed, and gained several recruits from the experience.

Quote: "The great epochs of our life come when we gain the courage to rechristen our evil as what is best in us."

Aristotle

Eddie Billings, Aristotle: PL 10 (156 pp); Init +4; Spd 30 ft (run); Defense 20 (+6 base, +4 Dex); BAB +5; Atk +9 melee (+0S unarmed strike), +9 ranged (+5L Desert Eagle or DC 18 Slow or Paralysis); SV Dmg +7, Fort +2, Ref +4, Will +10; Str 10, Dex 18, Con 14, Int 18, Wis 16, Cha 10 (53 pp)

Skills: Computers 2/+6, Concentration 2/+5, Craft (Cybernetics) 8/+12, Disable Device 2/+6, Medicine 4/+8, Repair 5/+9, Science (Anatomy) 4/+8, Science (Robotics) 6/+10, Search 3/+7 (18 pp)

Feats: Attack Finesse, Iron Will, Power Attack (6 pp)

Powers: Amazing Save +5 (Damage, Will; *Source:* Mutation; *Cost:* 2; *Total:* 10 pp), Duplication +10 (*Source:* Mutation; *Extras:* Continuous, Mental Link, Survival; *Cost:* 5; *Total:* 50 pp), Slow +8 (*Source:* Mutation; *Extras:* Paralysis; *Cost:* 3; *Total:* 24 pp) (84 pp)

Equipment: Desert Eagle .50 (+5 lethal ranged weapon; *Cost:* 1; *Total:* 5 pp) (5 pp)

Weaknesses: Quirk (Fanatical) (-10 pp)



Eddie Billings was the child of working class parents in a suburb of Los Angeles. His incredible intellect was noticed when he was as a child. While he earned scholarships to prestigious magnet schools, this took him across the country and his parents could not afford to fly him home for vacations and breaks. An unpopular boy at school, he spent most of his childhood reading and hiding from bullies. He graduated early, however, and was accepted to a prestigious Ivy League institution, where he went on to earn a doctorate in electrical engineering. His specialty was robotics and cybernetic prosthetics, and for his dissertation he developed a chip which gave the human brain complete control over a prosthetic hand. It was this paper which caught the eye of Richard Brandt, who had only recently left the Power Genome Project to adopt the identity of Nietzsche.

Brandt told Eddie of the fabulous power that might be his, if the young scientist was willing to risk treatment. The result was indeed incredible: Eddie Billings gained some small control over the force of time itself. He could push himself forward or backward in time, allowing him to coexist in multiple copies within a single moment. Each of his doppelgangers share both thoughts and sensory impressions. Under Brandt's constant urgings, Eddie has attempted to expand his control over time in other ways, but each attempt has met with disastrous failure, sometimes even in the death of one of his duplicates. Fortunately for Eddie, these deaths have no permanent effect on him. Thanks partly to their group-mind, each copy of Eddie Billings claims to be the original and no one, even he, knows which is the genuine article (or even if there is such a distinction).

Appearance: Eddie Billings is fit, healthy, and clean-cut, but he has a distracted demeanor that comes from being in ten places at once. Like the rest of the Exalted, he wears no costume, instead preferring a simple suit of soft dove gray velvet. This odd fashion choice combines with his white hair and green eyes to give him a washed out appearance.

Aristotle in Play: Those that meet Aristotle often underestimate him, mistaking his lackluster attitude for carelessness or plain stupidity. He does not dissuade people from this assumption, even feigning incompetence when threatened. But in fact he is both intelligent and cunning, adept at formulating plans and accomplishing the near impossible by being in multiple places at once. As Nietzsche's second in command, he is willing to sacrifice one or more of his duplicates to protect his boss. While Aristotle is aware of his own mortality and will avoid death if possible, he considers it a statistical impossibility that he could permanently die, since this would require killing all his selves at once. As a consequence, he's almost entirely unafraid of death. So long as one Aristotle survives, he can continue to generate duplicates. Of course, he always has at least one duplicate far away from any danger scene to ensure his continued existence.

While Nietzsche is very reluctant to kill, Aristotle is the one member of the Exalted most likely to start a firefight. He carries a large handgun for just this purpose. A group of his duplicates can often slow a hero down long enough for the rest to accomplish a mission. He can easily infiltrate most medium security locations, even masquerading as guards or custodians in order to give the rest of the Exalted covert aid. Often he can complete an entire mission without ever blowing his cover.

Unfortunately, a big handgun doesn't pose much of a danger to most heroes, so Eddie has been working hard to master his time control into a more useful ability. So far, all he has managed to do is create a temporal bubble around a foe, temporarily slowing them down. He can access additional abilities through Extra Effort, however.

Quote: "A friend is a second self!"

Kierkegaard

Liam Simmons, Kierkegaard: PL 10 (153 pp); Init +6; Spd 30 ft (run); Defense 20 (+8 base, +2 Dex); BAB +4; Atk +4 melee (+4L sword cane), +6 ranged (improvised weapon), +9 mental (DC 18 Telepathy, Illusion, or Mind Control); SV Dmg +8 (Armor +4), Fort +2, Ref +2, Will +7; Str 10, Dex 14, Con 14, Int 20, Wis 20, Cha 16 (62 pp)

Skills: Computers 6/+11, Diplomacy 4/+7, Gather Information 4/+7, Innuendo 6/+9, Intimidate 4/+7, Knowledge (Psychology) 10/+15, Medicine 4/+9, Science (Neural Chemistry) 10/+15, Sense Motive 8/+13, Taunt 6/+9 (31 pp)

Feats: Improved Initiative, Iron Will, Photographic Memory, Psychic Awareness (8 pp)

Powers: Amazing Save +6 (Dmg) (*Source:* Mutation; *Cost:* 1; *Total:* 6), Telepathy +8 (*Source:* Mutation; *Extras:* Group Link, Illusion, Memory Alteration, Mind Control; *Cost:* 6; *Total:* 48) (54 pp)

Equipment: Body Armor (Armor +4; *Cost:* 1; *Total:* 4 pp), Sword Cane (+4 lethal weapon; *Cost:* 1, *Total:* 4 pp) (8 pp)

Weaknesses: Quirk (Fanatical) (-10 pp)



Liam Simmons was never jealous of his brother, who manifested telekinetic gifts at the age of 14. Instead, he encouraged Steve to become a costumed hero, and he was devastated when his brother ended up turning to crime as the larcenous Lifter (see the Demolition Crew). He grew up a charming young man, a leading researcher in the field of neural chemistry. Richard Brandt, however, thought it a tragedy that the brilliant and inventive Liam had been left powerless while a simpleton like Lifter manifested such potent abilities. This was the case he made to the younger Simmons, who eventually agreed that brainless superheroes and athletes were soaking up the glory that properly belonged to those of great intellect. Liam's exposure to Id resulted in the development of potent psychic gifts. Now, in the name of Kierkegaard, Liam functions as one of Brandt's best recruiters. He approaches potential Powers, gauges their receptiveness to the Exalted philosophy, and positions them for extraction to the organization's remote headquarters.

Appearance: Liam comes in a bit shorter than average, at five and a half feet tall. He more than makes up for this with a sparkling personality that could sell ice to an Eskimo. His chocolate brown hair is always carefully styled, and his green eyes are bright and welcoming. His clothing is always well pressed, and reflects his outgoing attitude through the use of bolder colors and a richly printed vest. He sometimes wears a suit jacket, and when he does, it always matches his slacks, and blends with the vest. As an affectation, he carries a cane, which his enemies know serves to conceal a deadly blade.

Kierkegaard in Play: Kierkegaard is an expert at coercion and will make appeals to the base desires of any potential recruits. Using his considerable mental powers, he extracts key information from those he talks to and locks it away within his memory. He has the nasty habit of reading minds when he is bored and has been lucky enough to not yet be discovered. Prior to an Exalted operation (stealing some bit of high technology or extracting a new recruit) Liam is sent in to gather intelligence by pretending to be a lost tourist or new employee. In this guise he initiates a conversation, using his telepathy to learn security passwords, interior floor plans, or other useful data.

While Liam carries a swordcane and conceals a thin sheet of experimental body armor within his tailored vest, these are solely weapons of last resort and he is no fighter. Instead, he turns people against one another and convinces some to come to his aid through the shrewd use of illusions and mind control. By making policemen or Powers appear to be notorious Power criminals (including other members of the Exalted, or mercenaries they might have hired) he can usually create a fracas lively enough to permit a sneaky withdraw or a call for reinforcements. Before fleeing, he often imbeds false memories of friendship into the minds of his foes, resurfacing later to take advantage of the original investment.

Quote: "Truth always rests with the minority."

Woolf

Angela Ruiz, Woolf: PL 9 (136 pp); Init +5; Spd. 30 ft (run); Defense 24 (+9 Base, +5 Dex); BAB +5; Atk +10 or +8/+8 melee (+11L Weapon), +10 ranged (+9L Energy Blast); SV Dmg +6, Fort +2, Ref +5, Will +2; Str 14, Dex 20, Con 14, Int 10, Wis 14, Cha 16 (61 pp)

Skills: Acrobatics 5/+10, Balance 2/+7, Diplomacy 1/+4, Gather Info 1/+4, Jump 2/+4, Listen 4/+6, Move Silently 4/+9, Taunt 7/+10 (13 pp)

Feats: Attack Finesse, Ambidexterity, Dodge, Expertise, Improved Trip, Instant Stand, Point Blank Shot, Power Attack, Rapid Shot, Rapid Strike (20 pp)

Powers: Amazing Save +4 (Dmg) (*Source:* Mutation; *Cost:* 1; *Total:* 4 pp), Create Object +9 (*Source:* Mutation; *Extras:* Create Attacks (Energy Blast), Shapeable, Weapon; *Cost:* 4; *Total:* 36 pp), Leaping +2 (*Source:* Mutation; *Cost:* 1; *Total:* 2 pp) (42 pp)



Angela Ruiz is the child of Cuban immigrants and grew up in the Miami neighborhood of Little Cuba. Her parents spoke very little English and she had a difficult time in school. While she was a pretty girl, she was not especially bright and did not excel academically. The language barrier did not help; her shabby clothing and thick accent got her taunted by classmates. But her English improved by high school and in her sophomore year a growth spurt brought her to the attention of boys on campus. More affluent female students attributed this newfound attention to loose morals and unsavory behavior, spreading rumors to this effect throughout the school. Like many high school students, Angela was very sensitive to the opinion of her peers. The accusations caused a previously open and honest girl to withdraw into a pattern of anti-social behavior.

After high school Angela had a series of part-time clerical positions. Eventually she worked her way up into a full time accountant post within a modest firm. While she had a comfortable salary, she was not really happy with her life. The apathy and boredom might have continued indefinitely were it not for a visit by Richard Brandt, who revealed that Angela was a prime candidate for the gene therapy techniques he had developed. It changed her life and Angela, now under the name of Woolf, became one of Nietzsche's most devoted followers. As one of the most combat proficient members of the Exalted, she is often partnered with Aristotle on dangerous missions.

Appearance: Angela is obviously of Hispanic decent and her accent is Cuban. Her smooth black hair isn't long, reaching just a bit beneath her shoulders, and is habitually pulled back into a braid. Five and a half feet tall, slim of build she is obviously in top physical condition. Woolf's daily wear of choice is a fitted black t-shirt tucked into a pair of heavy black canvas slacks, giving her a tough look finished off with a pair of well worn black combat boots.

Woolf in Play: Transformed by her new abilities, Angela has become a confident and vocal woman who enjoys taunting her opponents before showing them the full extent of her powers. She is infatuated with Brandt, something he is careful to encourage, and she will do anything he asks. The resentment she still feels towards the wealthy and popular teens who tormented her in school sometimes prompts her to target blonde Caucasians of either gender before other targets. While certainly competent, Woolf probably should not be used alone. When not with Aristotle on a combat mission, she is playing the "date", gathering information at high society functions with Kierkegaard or Voltaire.

Woolf's powers are suspiciously similar to those of Nietzsche, but she uses them in different ways. She manipulates a black energy field lit with blue lightning, shaping this energy into solid form or throwing it as a deadly dagger of pure force. If she is aware of an enemy she can erect protective walls which, while they block her own attacks, can also force heroes into melee combat where Angela feels more comfortable. In hand to hand she generates a pair of energy blades, using her Expertise and Improved Trip to gain the advantage. When faced with superior numbers or more powerful heroes, however, she will help her allies retreat. Perhaps through the aid of telekinesis, Woolf can leap twenty feet from a standing position, which has allowed her to escape guards or other pursuit.

Quote: "The older one grows, the more one likes indecency."

Voltaire

Percy Whittenfield, Voltaire: PL 8 (124 pp); Init +1; Spd 30 ft (run); Defense 14 (+3 base, +1 Dex); BAB +2; Atk +3 melee (+1S unarmed), +3 ranged (DC 18 Fatigue); SV Dmg +2, Fort +2, Ref +1, Will +2; Str 12, Dex 12, Con 14, Int 20, Wis 15, Cha 16 (41 pp)

Skills: Bluff 2/+5, Computers 3/+8, Diplomacy 10/+13, Drive 5/+6, Gather Information 6/+9, Innuendo 3/+6, Intimidate 2/+5, Knowledge (Finance) 8/+13, Language 1 (German), Profession (Banker) 6/+8, Search 4/+9, Sense Motive 5/+7, Taunt 5/+8 (30 pp)

Feats: Assessment, Attractive, Connected, Diplomatic Immunity (Voltaire is protected by the German government. If charged with a crime in any other country, roll a d20. If the result is 5 or higher, no charges are pressed and the files are sealed. If the result is 4 or lower, Voltaire is ejected from the country in question and his Diplomatic Immunity no longer applies to that nation), Evaluate, Headquarters x2, Independent Income, Psychic Awareness, Vehicle (8 pp), Wealth x3 (26 pp)

Powers: Precognition +8 (*Source:* Mutation; *Extras:* Fatigue, Comprehend +5; *Cost:* 4+5; *Total:* 37) (37 pp)

Weaknesses: Quirk (Fanatical) (-10 pp)



Percy Whittenfield has been surrounded by luxury his entire life. His parent's extensive holdings insured that he would grow up never wanting for anything, and he attended some of the finest and most prestigious schools available. A brilliant millionaire playboy might be thought to live a carefree existence, but Percy found he was no match for super-geniuses who were ten years younger but already working on more advanced subjects. Jealous and frustrated that no amount of money would allow him to compete with such talent, Percy was a perfect recruit for Richard Brandt. A blue-blooded aristocrat who already considered himself superior to other people, Percy became even more convinced of this truth when he developed the ability to see the future.

While Voltaire (as Percy now calls himself) lacks the combat punch of the rest of the Exalted, he has used his abilities in international stock markets with impressive results. This considerable sum of money has been used to fund the Exalted's activities, including the construction of additional Id machines and a couple of emergency headquarters around the world. While Brandt was in prison it was assumed that Voltaire would have been providing the rest of the Exalted with a base of operations; now that Brandt has escaped it is likely the organization is already prepared for immediate action.

Appearance: Voltaire is a picture perfect Aryan, with hair that is pale, silvery-blond, and stylishly cut. His washed-out blue eyes betray his haughtiness as he regards the world from his own personal pedestal. Tall and very fit, he keeps a wardrobe of custom-made clothing of the finest materials and fashionable colors. His suits often have an archaic cut to them, with a short jacket fitted close to the body and distinguished by full tails.

Voltaire in Play: Voltaire is mildly arrogant in a charming way, flashy, generous with his money, and quick to lavish guests with food, drink, clothes, and other toys. If Nietzsche believes a hero or NPC has potential, Voltaire can gain their trust by distracting them with creature comforts and other luxuries, eventually luring the target to a exotic location where the individual can be drugged and delivered to Brandt unharmed. Voltaire is useful as a way of luring the players into contact with the Exalted without revealing their activities in dangerous detail.

An operation like the Exalted requires a lot of cash, and Voltaire can often be found schmoozing at upper crust charity balls and other fundraisers. He is a respected banker and broker and knows the markets well. In order to avoid detection, he downplays his precognitive powers and purposefully makes mistakes while always keeping his financial circle ahead of the game. Most of his money is made in a few well-timed transactions which appear to be lucky guesses.

Voltaire might detect the players through his awareness of psychic powers, reporting this information to Brandt. This could bring the heroes to the attention of the Exalted, leading to recruitment attempts. Players that have financial empires of their own would also find Voltaire a challenging rival, especially if his superhuman powers are a secret. He could attempt a hostile takeover of a valuable firm or attempt to forge a partnership that would cover his illegal activities.

If Voltaire is caught in a fight, something has gone terribly wrong. He makes a point of avoiding any such conflict and, with his ability to see the future, he's pretty good at being elsewhere when violence takes place. He will

surrender immediately if he cannot escape. Mysterious services performed for the German government have gotten him official status as a diplomatic officer, protecting him from most prosecution. With the rest of the Exalted around, Voltaire stays close to Nietzsche, Woolf and Kierkegaard. He often has to be protected from harm through the energy manipulation powers of his allies. If the heroes do not know of his affiliation with the Exalted, however, Voltaire is quick to play the innocent victim, even pretending to panic if necessary. In desperation, Voltaire can give another person a flash of precognitive talent, allowing them to see the infinite multitude of possible futures in a single instant. This disconcerting experience taxes the brain and leaves the victim weakened ... hopefully weak enough that Percy can actually escape.

Quote: “When money talks, nobody notices what grammar it uses.”

The Hollywood All-Stars

The Hollywood All-Stars created by Gail Windsor

The Hollywood All-Stars are one of the most notorious Power-scandals of all time. Exploding onto the LA scene when they thwarted an invasion by Skyscraper and his army of flying Hoplites, the All-Stars seemed to have all the ingredients for the perfect Power-team: a charismatic and brave leader, a high tech headquarters, and members who were both telegenic and talented. Over the next three years the All-Stars cooperated with other established teams like the Saturn V and the Crusaders, often saving the day at the last moment. They toured the talk show circuit and attended charity balls. When they accepted marketing offers for action figures and clothing, two-thirds of the profits went to charity. There was still enough left over to make the All-Stars plenty rich.

All of this came crashing down when investigative reporters for the San Francisco Chronicle produced evidence linking team leader Nova in a drug trafficking ring and to mercenary activity in the Middle East. For a time it seemed the team might survive, as Nova insisted he had an “Evil Twin” from a parallel Earth who had set out to ruin his good name. Federal prosecutors deconstructed the Evil Twin defense, and other criminal activities were gradually linked to the team.

In time it became clear that the All-Stars had been a sham from the start, a “packaged” team designed to capitalize on the fame and fortune of the Power business. White Dwarf, the reclusive genius, was revealed as the true mastermind, while Nova turned out to be nothing but a thug with a penchant for cocaine and internet porn. The Soviet colossus known as Red Giant was, in fact, the son of New England gentry and his communistic speeches were written by a cadre of professional politicians. When they were exposed, the team tried to flee, but they were apprehended by police officers using special anti-Power weaponry. The entire team was soon locked up in Alcatraz, some for decades.

But many of the secrets of the All-Stars remained undiscovered. Binary, the only woman on the team, was known to have the power to split herself into two identical individuals. Only the All-Stars themselves knew that she could in fact reproduce more than a half-dozen times, and had only limited herself to two bodies at once in order to better live up to her codename. Several of Binary’s bodies were outside the prison, and they were in constant mental contact with the two who were sitting in jail cells. With this untraceable communications link, Binary was able to coordinate the breakout attempt that resulted in a mass escape from the California Power prison.

The current location of the All-Stars is unknown, but they have few allies besides one another. Federal authorities suspect that White Dwarf had at least one hidden base somewhere in the continental US, but if the All-Stars raise their heads again they will have to move fast. Every hero in America bears a grudge.

The All-Stars in Play: The All-Stars have years of experience working together and have no one to trust but themselves. They might not like each other much, but they cooperate and cover one another. White Dwarf will administer an overall battle plan, usually remaining slightly behind the line where he can throw Area attacks at heroes that are out of melee range or grouped close together. He can use his Gadgets to help his own allies, as well as to capitalize on weaknesses among the heroes. Nova acts as field leader, keeping to the script the Dwarf has prepared (as long as it seems to be working). He attracts a lot of attention flying around and using his energy beams on stubborn heroes. He’s always on the lookout for a chance to take a hero down for good with his “super-nova” blast. Red Giant is the least mobile member of the team, but with his great height and reach he can often snatch even flying heroes. These characters can be grabbed and held while other members of the team gang up on the hapless hero. Red Giant’s size forces the All-Stars to do their best fighting in large spaces, sometimes forcing the team to flee in order to find a battlefield of their own choosing. Pulsar is another of the primary fighters in the team, often taking the Giant’s left while Nova takes the right. Neutron will zip all over the battlefield looking for targets who are hard to hit but potentially vulnerable to his energy blasts. This leaves Binary, the weakest of the team in direct confrontation. She’s usually trying to stay out of harm’s way while she looks for a Surprise Strike opportunity. She may use a Gadget to capitalize on a hero’s weakness.

It takes the loss of only two or three members of the team for the All-Stars to call a general retreat (they will continue to fight if Neutron and Binary are taken down, but the loss of any other two members, or any three total, will tip the balance). With plenty of mobility, gadgets, pre-arranged escape routes and subtle help from Binary’s extra selves the team usually makes a successful escape, leaving the field to the heroes. This is often enough to discourage the All-Stars from whatever scheme they were working on; they will be reluctant to challenge the same

heroes again without additional surprises up their sleeves. Instead, they'll leave the area, find a new hideout, and start looking for their next caper. The All-Stars aren't the sort of people to hold a grudge; there's no money in it.

White Dwarf is not above hiring the team out to more powerful masterminds or even very wealthy mundanes, especially if he has some influence over the grand scheme. Working for a mastermind would give the team a temporary safe haven where they could rebuild their resources. Since their faces are known to just about every hero in the US, it's possible the team might flee the country.

White Dwarf

Lincoln Blake, the White Dwarf: PL 12 Villain (181 pp); Init +1; Spd 25 ft (run); Defense 17 (+6 base, +1 dex); BAB +6; Atk +6 melee (+0S unarmed strike), +7 ranged; SV Dmg +2 (+8 armor), Fort +4, Ref +1, Will +13; Str 10, Dex 12, Con 14, Int 20, Wis 20, Cha 12 (58 pp)

Skills: Bluff 4/+5, Computers 8/+21, Craft (electronics) 4/+17, Craft (mechanics) 4/+17, Craft (weapons) 4/+17, Craft (all others untrained) 0/+13, Demolitions 2/+15, Disable Device 4/+17, Drive 4/+5, Forgery 4/+17, Hide 4/+9, Medicine 2/+15, Move Silently 4/+5, Pilot 4/+5, Repair 4/+17, Science (chemistry) 2/+15, Science (metallurgy) 2/+15, Science (physics) 2/+15, Science (robotics) 2/+15, Science (all others untrained) 0/+13, Search 0/+13, Sense Motive 2/+15, Spot 2/+15 (34 pp)

Feats: Assessment, Endurance, Great Fortitude, Headquarters, Indomitable Will, Infamy, Into Thin Air (should the White Dwarf perish, his body is not recovered by heroes), Photographic Memory (16 pp)

Powers: Gadgets +12 (*Source:* Super-Science; *Cost:* 1; *Total:* 12 pp), Shrinking +3 (*Source:* Mutation; *Flaws:* Permanent; *Cost:* 1; *Total:* 3 pp), Super-Intelligence +8 (*Source:* Training; *Extras:* Super-Wisdom; *Cost:* 4; *Total:* 32 pp) (47 pp)

Equipment: Comlink (1 pp), Armored Uniform (+8 armor; *Cost:* 1; *Total:* 8 pp), Weapon Belt (Dazzle +8 (solar disc); *Extra:* Area; *Stunts:* Disintegrate (dark matter), Paralysis (nebula field), Neutralize (black hole); *Flaw:* Uses—8; *Cost:* 1+3; *Total:* 11 pp), Thought Helmet (Mental Protection +4; *Extras:* Sensory Protection; *Stunts:* See Invisibility, True Seeing; *Cost:* 1+2; *Total:* 6 pp) (26 pp)



It was all his idea.

Lincoln Blake was born a dwarf and suffered from social stigma his entire life. While he learned to live with his deformity in a physical sense, he never accepted it psychologically and grew up determined to not only prove that he was just as good (or better!) than the handsome, agile, strong people around him but also to get even with the world that had deprived him of happiness. Gifted with a keen intellect, he devoted himself to science and a study of popular culture and media trends.

Lincoln came up with the idea for the Hollywood All-Stars after an accidental exposure to an episode of *The Monkees*. Realizing that popular Power teams were all a matter of filling the formula and securing proper marketing, he began pouring over newspapers and online sources to find Powers who had not yet risen to public attention. He collected a long list of potential candidates before assembling a short list and settling on the All-Star's "stellar" theme. Internet crime earned him the seed money for his venture, allowing him to construct his "White Dwarf" identity, and from there it was a simple matter of recruitment.

Blake's own success as White Dwarf only made him more hateful of humanity. When he realized that he was pulling the wool over the eyes of the entire world, the average human being only sank lower in his esteem. The true leader of the team, he harped on his allies constantly to avoid reckless behavior that could expose the scam for what it was, but even when he saw that the All-Stars could not last forever he did not leave. A master of contingency plans, his "Evil Twin" defense for Nova would have worked if it hadn't been for those lousy kids.

White Dwarf had nothing to do with the breakout from Alcatraz, a fact which galls him. He does, however, have a few safe houses with money and equipment from the team's glory days, which he can use to refit the group in the short term. What they will do in the long term is harder to say.

Appearance: Blake hated his own code name and the "insipid" persona he was forced to adopt, that of a fantasy dwarf who was a maker of magical weapons. Now that the truth behind the team is known, he can remake himself in an image he approves of. Gone is the bulky plate armor, the unwieldy "Star Hammer", and his affected Shakespearean vocabulary. Now he wears sleek body-hugging jumpsuits of pale blue with white piping, a belt for

his PDA, and sensible shoes. Blake grew his hair out and dyed it snow white before he was imprisoned, now the natural black is growing back in. In battle he wears a slim helmet made of a plastic material; it does nothing to protect him from injury but it blocks mental powers.

White Dwarf in Play: As the brains behind the All-Stars, White Dwarf is the team's primary source for technical expertise and Blake does most of his best work between fights, analyzing stolen devices or anticipating the strategies of his foes. In battle he avoids the front line, preferring to act as the "Swiss army knife" of the team. He can produce whatever gadget best capitalizes on the weakness of his foes or negates their best attack, and he carries several unusual weapons in the belt around his waist. Because he is no expert at combat, his weapons usually have the Area extra, and this means he can be very dangerous against a team of heroes. Like other characters with the Gadgets power, the White Dwarf is something of a VP sink, always spending points to produce new equipment.

Blake's activities will be focused on rebuilding an infrastructure for the All-Stars, which he still feels very possessive over. He may hire the team out for lucrative rates to a mastermind in need of serious muscle, or perform high-risk thefts with a sure-fire payoff. He may be forced to desperate measures to preserve the security of the team's hidden location, making raids for needed equipment or silencing individuals who could expose his HQ. It is worth noting that White Dwarf is no raving megalomaniac; he succeeded in fooling the entire world for years because he played the system and didn't get greedy. He is a survivor, and is certain to have escape routes when a caper goes sour.

Quote: "What do you take me for? Some kind of circus clown?"

Nova

Kevin Kitchen, Nova: PL 14 Villain (213 pp); Init +2; Spd 30 ft (run), 120 ft (fly), 3,490 mph (super-flight); Defense 18 (+6 base, +2 dex); BAB +12; Atk +17 melee (+11S unarmed strike), +14 ranged (+12L energy beam); SV Dmg +11 (+6 protection), Fort +11, Ref +2, Will +3; Str 20, Dex 14, Con 20, Int 14, Wis 12, Cha 18. (86 pp)

Skills: Bluff 6/+10, Diplomacy 4/+8, Intimidate 6/+10, Sense Motive 4/+5 (10 pp)

Feats: Attractive, Identity Change, Immunity (heat, cold, suffocation, radiation, pressure), Infamy, Iron Will, Leadership, Power Attack, Move-By Attack, Mystic Awareness (this works just like Psychic Awareness but allows Nova to sense powers with a Mystical source) (26 pp)

Powers: Energy Blast +12 (*Source:* Mystical; *Extras:* Flight, Super-Flight +6; *Cost:* 3+6; *Total:* 42 pp), Super-Strength +6 (*Source:* Mystical; *Extras:* Protection, Super-Constitution; *Cost:* 8; *Total:* 48 pp) (90 pp)

Equipment: Comlink (1 pp)



Kevin Kitchen was a mercenary working in the Middle East when he got caught up in the attempted revival of an ancient deity which had long been buried under the desert sands. Hired to protect the temple site from attacking Muslims, he ended up retreating into the complex after the rest of his patrol was overwhelmed. The ancient god offered him vast power if only the American would agree to protect the priests long enough for the summoning ritual to be completed. Kitchen agreed, took the power, then abandoned the priests and flew off to watch the temple be buried under a series of explosions planted by the attacking Arabs.

There was never any question in Kevin's mind that he would use his powers for his own benefit, but he took a while to figure out the best course of action. The last thing he wanted was to be thrashed by some hero and sent to prison. White Dwarf contacted him through the internet and he agreed to a meeting where he was won over by Lincoln's scientific skills. The Dwarf had already devised the "Nova" name and costume; all Kevin had to do was shed his old identity.

For years Nova — or John Armstrong as he was now known — was on top of the world. He had beautiful women falling all over him, a house on the beach at Malibu, and a seat at the Oscars. But you can take a man out of the gutter without taking the gutter out of the man; Kitchen got hooked on cocaine imported from South America and was the eventual target of a criminal investigation. When his laptop was seized it revealed a staggering amount of trashy porn which, while certainly not illegal, did serious damage to his image. Soon he was linked to his old identity as a soldier of fortune, but when the "Evil Twin" defense failed to hold up in court he cut a plea by agreeing

not to expose CIA activities in the Middle East. He was suffering through a 5 year possession term when the breakout occurred and he seized the opportunity to escape with the rest of the All-Stars.

Appearance: Nova is a tall and broad-shouldered man of powerful physique, the equal of any hero when it comes to sheer charisma. His naturally brown hair has been skillfully dyed blonde and his brown eyes glow with golden light when his powers are active. His uniform is red on the inside, white on the exterior, with a heavy gold chestpiece in the form of a sun. Golden bracers encircle his wrists and ankles while his forearms are bare. He wears a cape of deep red but no mask.

Nova in Play: Nova is the most powerful member of the All-Stars and knows it, relying on his great utility to make up for the fact that he's a real ass. Small arms fire just bounces off his body, but even heavy weapons only slow him down a little. He's far stronger than any ordinary human, but not in the same caliber as Red Giant. Few characters are as fast as Nova, however, and his energy beams are capable of incinerating a human being in less than a second. He usually takes the forefront of any battle, targeting the strongest or most well known enemy with his energy blasts. Move-by Attack allows him to keep his target at long range, and he likes to pummel foes from afar when he knows they cannot strike back. His high BAB allows him to Power Attack with energy blast or physical blows, dealing crushing amounts of damage. Two years of acting like a heroic team leader on television has given him plenty of canned speeches to rally his team-mates and, while most of them know Nova for what he is, they also take some courage from the fact that he's a bigger target than they are and if they let him take the lead their own chance of survival improves.

Because his powers come from a mystic pact, Nova can sense the presence of magical energies in his vicinity. This is a talent no one else in the team possesses, but Nova could not discuss it publicly when he was a hero, as the true source of his powers was kept secret. Now he can be relied upon to tell the entire team when he senses magic, taking every opportunity to show off something he can do and they can't.

Nova will often spend a VP and Extra Effort to manifest an energy shield around his body. This field generates a +12 lethal attack and lasts for an hour, but collapses if Nova is stunned or knocked unconscious. Once it does fall, he doesn't try raising it again, usually falling back on his fists and energy beams. Otherwise, he's likely to spend VP to shrug off Stun effects or increase his powers by +2 ranks for one round. His "super-nova" is a Power Attack energy blast with extra effort (+9 attack for +19L damage); he often saves this for targets who are already stunned, paralyzed, or grappled to ensure a hit.

Quote: "Miss it? Are you shitting me? I was tired of acting like a boy scout all the time. Now I can do whatever I want, whenever I want and no one can stop me."

Red Giant

Scott Wilkinson, the Red Giant: PL 11 Villain (168 pp); Init +1; Spd 30 ft (run); Defense 16 (+5 base, +1 dex); BAB +10; Atk +15 melee (+5S strike), +11 ranged (improvised weapon); SV Dmg +7, Fort +5, Ref +1, Will +3; Str 20, Dex 12, Con 20, Int 10, Wis 12, Cha 14 (68 pp)

Skills: Bluff 4/+6, Intimidate 4/+6, Knowledge (Soviet Union) 4/+4, Language (Russian), Taunt 4/+6 (9 pp)

Feats: Attack Focus (unarmed), Chokehold, Durability, Improved Grapple, Improved Pin, Iron Will, Power Attack, Takedown Attack, Toughness (18 pp)

Powers: Growth +12 (*Source:* Mutation; *Cost:* 6; *Total:* 72 pp) (72 pp)

Equipment: Comlink (1 pp)



Scott Wilkinson grew up in a wealthy New England family and it took him years to realize just how easy his life was. He went to the best schools, dated all the richest and most beautiful girls, and was on the rowing team. Most of these opportunities he wasted, preferring a life of luxury and idleness. But one night his father Brad sat him down to reveal a secret: he had been a super hero. For years Brad Wilkinson had struggled to earn enough money to retire from the superhero business and raise a family in the comfort he never enjoyed as a child. Watching Scott waste his life away was very painful to the elder man, and Brad encouraged Scott to turn over a new leaf, to make something of himself.

Instead, Scott left, unable to live up to his father's image. For a year he wandered, drawing on a bank account which was always replenished by a father who never stopped hoping his son would one day return. Then the powers started to appear — Scott went to sleep in a king size bed and woke up in a twin. It took him a minute to realize that the hotel suite had not shrunk, he had grown larger. He managed to control his newfound ability but he hid it, unable to accept the responsibility that came with it and not energetic enough for a life of crime.

That was when White Dwarf found him. Scott already had money and luxury, but he was painfully alone. The All-Stars became his new family. Wilkinson was a fairly passive agent in the schemes dreamt up by White Dwarf or Nova, but he was a willing accessory and in the battles with heroes that took place after the truth was revealed the Red Giant fought as hard as anyone else. He was convicted on several assault charges and an attempted manslaughter, as well as the racketeering charge brought against the team as a whole. Soon after his incarceration his father came to visit, insisting that he forgave Scott for everything and offering to use old favors to get Scott released. Scott turned him down.

The prison break came some time later and the Giant went along with it mostly because it seemed everyone else was.

Appearance: Scott Wilkinson has a naturally slender build which he bulked up through a rigorous exercise regimen. He was able to maintain this powerful physique in prison. His naturally golden hair was dyed black to better suit his image as the “dour Russian” of the All-Stars, and he now dyes it a different color every few weeks. Glad to be rid of his Giant wardrobe (which mostly consisted of canvas overalls, workshirts and boots) he now spends his cash on designer fashions. His Red Giant uniform is Soviet red with a gold hammer and sickle over one breast. A cowl covers his head, leaving his mouth, chin, and eyes bare. This uniform is the only garment Scott has which will grow with him, so he wears it under his ordinary clothing and simply shreds his daily outfit when necessary.

Red Giant in Play: When at his ordinary maximum size, Red Giant's stats alter as follows: Defense 12, Spd 60 ft (run), Atk +11 melee (+17S unarmed strike), Dmg +7 (+12 protection). Skills: Hide -11. Powers: Immovability +12, Protection +12, Super-Strength +12. He is about 35 feet tall, with a reach of 20 feet. In combat Scott is a very big target and knows it. He survives by using teamwork and being invaluable to his allies. One of his favorite tactics is to delay his action until just before Nova or Pulsar move, and then grapple a hero, immobilizing the target long enough for another member of the All-Stars to let loose on the trapped victim. Red Giant's many wrestling feats make him much more flexible in battle than a traditional strongman; he doesn't just hit a foe, he can hold them with one hand, keep them pinned, or choke the life out of them.

The Giant uses his VP and extra effort to briefly grow by +2 ranks, to eliminate Stun effects, or to manifest the Shockwave extra on his Super-Strength.

Quote: “I think Kruschev said it best. ‘We will crush you.’ I don't have a shoe handy, so how about I use your head?”

Pulsar

Daniel Price, Pulsar: PL 10 Villain (160 pp); Init +4; Spd 30 ft (run), 100 ft (fly or tunnel), 1,455 mph (super-flight); Defense 21 (+7 base, +4 dex); BAB +7; Atk +11 melee (+2S unarmed strike), +12 or +10/+10 ranged (+10S energy blast); SV Dmg +5 (+10 protection when spinning), Fort +3, Ref +6, Will +1; Str 14, Dex 18, Con 16, Int 12, Wis 12, Cha 12 (59 pp)

Skills: Balance 6/+10, Bluff 4/+5 (5 pp)

Feats: Aerial Combat, Attack Finesse, Attack Focus (energy blast), Identity Change, Immunity (dizziness), Lightning Reflexes, Move-by Attack, Point Blank Shot, Rapid Shot, Villainous Surge, Toughness (22 pp)

Powers: Spinning +10 (*Source:* Mutation; *Extras:* Deflection (Automatic), Energy Blast, Flight, Super-Flight +5; *Stunts:* All-around Sight, Blind-fight, Blind-sight, Tunneling, Whirlwind Attack; *Cost:* 6+13; *Total:* 73 pp) (73 pp)

Equipment: Comlink (1 pp)



Daniel Price was in his senior year of high school when he went on a ride-along with a local policeman. Daniel had his eye on the academy and there was nothing to suggest this night would be anything out of the ordinary. Three hours later the young man was spinning at thousands of miles per hour, bouncing off the walls of an industrial plant and surrounded by the bodies of several policemen and one mad scientist.

It took weeks for him to come to grips with the powers granted to him by the experimental equipment which had exploded so close by. In those weeks he missed his own graduation and all the other events which seniors so look forward to. The hospital bills were a serious blow to his family and when Daniel found himself alienated from his old friends he ended up performing quick crimes in an effort to help his family with the bills. Unfortunately, there aren't many Powers around who spin, so Daniel's MO was fairly easy to trace. He was caught and given a suspended sentence by a judge who hoped the boy could turn his life around.

Instead, the White Dwarf found him, and Price was offered a chance at the big show. He agreed, leaving his old identity behind and taking on the new role of Pulsar. Pulsar's powers were supposedly fueled by a star on the edge of the galaxy, and this story was enough to camouflage Daniel's true identity, but when the All-Stars collapsed he was identified and found to be breaking his parole. As a repeat offender, his sentence was particularly heavy, and Daniel sank into depression. When the prison break occurred, Pulsar was quick to take advantage of it.

Pulsar in Play: Pulsar's powers work by stealing the energy of the spinning earth. This allows him to not only spin but also throw bolts of electromagnetic force and he can drill himself through the ground at an impressive speed. Able to sense motion, he can fight perfectly well in absolute darkness. If removed from a planet's magnetic field, however, his powers would gradually decrease until they faded completely. In fact, Daniel steals spin from the earth every time he uses his powers, but because the amount of energy he steals is so very small, it would take billions of years for the effect to even be noticed, let alone dangerous. This relationship does pose interesting possibilities, however, as a mastermind like Count Urizen or Go2 might be able to construct a device which amplified the link between Pulsar and the Earth. By accelerating Daniel to near-light speed, it may be possible to slow or even halt the planet's rotation, with catastrophic effects on global climate.

Daniel has something of an inferiority complex, and is often the butt of jokes when his teammates suggest his powers are stupid or even useless. In response, he consciously remains loyal to White Dwarf and executes orders he is given, trying to earn the respect and approval of his "friends." While White Dwarf understands this dynamic and takes advantage of it, he doesn't have any real affection for Pulsar. Daniel has had a long-term crush on Binary for something like three years, something only strengthened by her role in breaking the team out of prison. She bears Pulsar no ill will, but isn't interested either.

Once a fight starts, Pulsar never stops spinning. This makes him both mobile and hard to hurt, using Villainous Surge to move and make a full attack in the same round. Rapid Shot allows him to throw off two energy bolts at once, but if his enemies are in melee range he can use Whirlwind Attack to throw an energy blast at each one of them. He spends VP and extra effort to gain the Area extra on his energy blast, which actually represents hurling dozens of energy bolts in all directions. Otherwise, he is usually spending a VP to raise his Defense by 5. Note that his Deflection (total +14 bonus) works even against attacks he is not aware of, provided he is spinning. His Identity Change feat simulates his habit of blowing his street clothes off with a microsecond spin, revealing his uniform beneath.

Quote: "Can we forget about the 'All-Star' thing now? I want to change my name to the Spin Doctor. What do you think, Blake? Spin Doctor?"

Binary

Rebecca Swift, Binary: PL 11 Villain (165 pp); Init +3; Spd 30 ft (run); Defense 18 (+5 base, +3 dex); BAB +5; Atk +8 melee (+1S unarmed strike), +8 ranged (+8L plasma pistol); SV Dmg +2/+7 Evasion (+4 armor), Fort +2, Ref +7, Will +2; Str 12, Dex 16, Con 14, Int 16, Wis 14, Cha 16 (53 pp)

Skills: Acrobatics 4/+7, Balance 4/+7, Bluff 6/+9, Computers 4/+7, Diplomacy 6/+9, Disguise 4/+7, Gather Information 4/+7, Hide 4/+7, Medicine 2/+4, Move Silently 4/+7, Search 4/+7, Sense Motive 4/+6, Spot 4/+6 (27 pp)

Feats: Attack Finesse, Attractive, Dodge, Evasion, Move-by Attack, Point Blank Shot, Surprise Strike (14 pp)

Powers: Amazing Save +4 (Ref) (Cost: 1; Total: 4 pp), Duplication +8 (Extras: Continuous, Mental Link, Survival; Flaw: Real Duplicates; Cost: 4; Total: 32 pp), Gadgets +8 (Cost: 1; Total: 8 pp) (44 pp)

Equipment: Comlink (1 pp), Plasma Pistol (+8L ranged weapon; *Stunts:* Precise Shot, Rapid Shot; *Cost:* 1+2; *Total:* 10 pp), Armored Uniform (+4 armor; *Cost:* 1; *Total:* 4 pp), Medkit (Super-skill: Medicine +4; *Cost:* 1/2-1; *Total:* 1 pp), Electrobinoculars (+3 Telescopic Sight; *Stunts:* Darkvision, See Invisible; *Cost:* 1-1+2; *Total:* 4 pp), Holofield (Shapeshift +8; *Extras:* Continuous; *Flaws:* Limited—People Only, Limited—Visual only; *Cost:* 1-1; *Total:* 7 pp) (27 pp)



Rebecca Swift graduated at the top of her class with a degree in Criminal Justice; she was immediately presented with several offers from intelligence agencies around the world. She *thought* she was signing up for the FBI, but it was not until several months later that she realized her “handler” was actually an agent in a secret world-wide conspiracy waging perpetual war with other conspiracies under the very noses of the unsuspecting world. Rebecca saw, and did, stranger things than she could ever have imagined while working for this mystery group, which she knew only as “Zeta Prime.”

One day, out of nowhere, she was ordered to submit to a series of bizarre treatments which included not only drugs but also radiation therapy and a lot of machinery she could not identify. She spent the next 28 hours shaking like an addict, locked in an observation cell while her fever steadily mounted. Finally the energy level in her body became so extreme that it metabolized and she formed her first duplicate. The project was a success.

As the woman who could be in two places at once, Rebecca was very useful to her managers in the conspiracy. She was still working for them when White Dwarf approached her and offered her membership in the All-Stars. By then, however, Rebecca had discovered that she was still growing new selves and could assimilate or divide at will, creating up to six versions of herself at once. Blake agreed to keep her secret, especially since he had already chosen Binary as Rebecca’s codename. He enlisted her to spy on the other members of the team, serving as his watchdog, and this was a task she was well suited to. As the team gained fame, however, Binary began to leave the shadows, craving more of the responsibility and leadership functions of the team. The only woman in the All-Stars, she was the sexual fantasy of many men and even played to this a little, when it suited her. Off camera, she was professional, smart, and even funny.

In the final battle that saw the defeat of the All-Stars, one of Binary’s selves was accidentally killed by a collapsing building. This is when she discovered that her selves can die, and are not easily replaced. As bad as that is, she had feared far worse, as she had suspected her alternate selves were from the past or future, which would have boded ill for her in years to come. But now it appears that she is steadily building up new energy and every few months metabolizes enough to generate another self.

While two of her selves were in prison, seven others were out in the world working on a plan to escape. When a sudden power failure in the prison (see Zyxtl) forced Alcatraz to turn to the city of San Francisco for emergency power, Binary’s extra selves detonated demolition charges which collapsed much of the city’s electric grid. The brownout lasted for only a few minutes, but that was more than enough time for the inmates to throw off their neutralizers and run riot. Now she works with White Dwarf to plan the future of the All-Stars.

Appearance: Binary is an athletic and curvaceous woman. While she contemplated plastic surgery in order to make herself even more of a sexbomb than she already is, White Dwarf was able to confirm that synthetic enhancements to her body would not duplicate, resulting in some very bloody messes should she try to use her powers after breast enhancement surgery. Her hair is black, long, and very straight. She has blue eyes and a distinctive nose. Her

uniform and gadgetry are all periodically treated with an energy field which attunes them to her unique biochemical aura; this allows them to duplicate when she does. Her uniform is black and white, body fitting and reinforced to resist bullets. Bandoliers of power packs and spy gear hang slung from her hips at a jaunty angle.

Binary in Play: No one outside of the All-Stars knows that Binary can do anything besides double herself. This is her best kept secret and she is not likely to use her powers in the middle of a fight unless doing so will save her life. Instead, Binary's abilities come into play before the fight begins, leading to superior preparation and intelligence on the part of the All-Stars. By spying on heroes or targets before a mission takes place, she can identify weaknesses, potential hostages, and blackmail material. With one or two of her selves lurking within a couple blocks of any mission, she is able to smooth escapes and slow down pursuit. With enough preparation time and her holofield, Binary can be ambulance drivers, policemen, or even prison guards.

It is in these surprise situations that Binary gets the most out of combat, using her Surprise Strike to get a +6 damage bonus. Generally, she likes to "run'n gun," firing with her plasma pistol and keeping the distance with Move-by Attack. Note that Binary's duplicates are not minions; they resist damage as well as any other villain since they are every bit as real as she is. But if one of them is killed, it can take her a very long time to muster the energy to recreate it. (Binary would lose a rank of her Duplication and raise it back up with XP.)

Her load of equipment is nothing particularly extraordinary, just the sort of high-tech spy gear that is all too common in a society where Powers walk the street. Computer targeting systems in her plasma pistol make her a dead shot and she always carries an assortment of random devices in her utility belt. While not as powerful as the weapons wielded by White Dwarf, Binary uses these gadgets to solve problems she encounters while gathering intel or arranging an escape. When she observes heroes before missions, she uses her gadgetry to capitalize on their weakness (another possible Surprise Strike).

As the only female member of the All-Stars, Binary is at the corner of any team love triangle (or square, or pentagon, or ...). Pulsar has a crush on her but is just not impressive enough to woo a woman of Rebecca's caliber. Whatever White Dwarf may want, she'd never do him in a million years. She had a one-night stand with Nova before finding out exactly how much of a creep he was. Neutron shrinks, which is just too funny for sex to be contemplated. That only leaves Red Giant, who does at least have the rich kid angle and all that angst from his family history ...

Quote: "Double the trouble, double the fun."

Neutron

Brian Dennis, Neutron: PL 14 Villain (210 pp); Init +7; Spd 30 ft (run); Defense 20 (+7 base, +3 dex); BAB +7; Atk +9 melee (+2S unarmed strike), +10 or +8/+8 ranged; SV Dmg +4 (+4 armor), Fort +2, Ref +5, Will +3; Str 14, Dex 16, Con 14, Int 18, Wis 16, Cha 16 (69 pp)

Skills: Bluff 4/+7, Computers 4/+8, Diplomacy 4/+7, Gather Information 6/+9, Hide 6/+9, Listen 6/+9, Move Silently 6/+9, Search 6/+10, Spot 6/+9 (24 pp)

Feats: Aerial Combat, Connected, Identity Change, Improved Initiative, Lightning Reflexes, Move-By Attack, Multifire, Point Blank Shot, Precise Shot, Rapid Shot, Surprise Strike, Toughness (24 pp)

Powers: Energy Blast +8 (*Source:* Mutation; *Extras:* Autofire, Flight, Subtle, Super-Flight; *Flaw:* Must shrink 2 ranks for every 1 rank of this power; *Cost:* 5; *Total:* 40 pp); Shrinking +16 (*Source:* Mutation; *Extras:* Growth Attack; *Cost:* 3; *Total:* 48 pp) (88 pp)

Equipment: Comlink (1 pp), Armored uniform (+4 armor; *Cost:* 1; *Total:* 4 pp) (5 pp)



Brian Dennis was answering support calls at a local internet provider when his network was infected by an alien data intelligence. For two hours his body served as the host for the digital life form, but after heroes chased the thing out he seemed to recover. What no one knew was that a remnant of the alien powers had remained in him. Experimenting on his own, he found out that it was pretty cool when you could shrink down and fly silently into the bedroom of the hot chick across the hall. White Dwarf learned of Brian's experience as the host for an alien life form and deduced that powers remained, linking Brian to a number of strange events in the neighborhood. He approached the young man with an offer and Brian, of course, accepted.

As Neutron, Brian continued his peeping tom ways but quickly turned downright mean. He would spy on prominent politicians and use his knowledge to blackmail them. He learned many secrets and did not share all of them with White Dwarf. It was not his activities which got the team in trouble, but once the investigation started he was found out. He was convicted on several charges of extortion as well as lesser crimes. While in Alcatraz he was secured with wrist cuffs which bonded to his skin. If he shrank his hands would come off, and if he could not shrink he could not fly or fire his energy bolts. It took another member of the team to break him out, but once he was free he was sure to escape.

Appearance: Neutron wears a gray uniform that is reinforced with padding and armor plates which enhance his heroic profile. The cowl covers his head but leaves his eyes, mouth and chin exposed. His hair is brown and his eyes green. During his time as a public hero, Neutron cultivated a cheery go-getter demeanor that endeared him to the press. His true personality is much more serious, however, and now he seldom smiles.

Neutron in Play: At minimum size, Neutron's stats alter as follows: Spd 5 ft (run), 80 ft (fly), 9,300 mph (super-flight); Defense 36, Atk +25 melee (+14S growth attack), +26 or +22/+22/+22 or +20/+20/+20/+20 ranged (+8S energy blast). Hide +29. Neutron has the power to shrink to about the size of a grain of rice. The protonic energy within his body concentrates as he shrinks, giving him the power to fly and release sizzling bolts of energy. The smaller he gets, the more powerful he is. By wearing his size-altering uniform under his regular clothing, Neutron can change into his Power identity by the simple expedient of shrinking out of his streetclothes.

Unfortunately, while he is virtually impossible to see (let alone hit) at his small size, even his strongest energy bolts often bounce right off of durable foes. This has prompted Neutron to develop a number of special tactics in an effort to get past his target's defenses. The first of these tricks is to grow to full size directly under an enemy's chin. The momentum of the growth often proves decisive. But he has also had great success learning how to dampen his powers in such a way that he gives no telltale sign of his presence. Neutron's Subtle extra means that his flight does not give off bright light or a telltale hum, and even his energy bolts often go unnoticed. This allows him to attack by surprise, aiming at a foe's vulnerable spots (Surprise Strike adds +7 to his damage). He stays on the move, firing multiple times in the hope of a lucky hit.

Despite his efficient powers, Neutron was always seen as one of the lightweights in the All-Stars. Even when his powers proved instrumental in solving a problem the media would play him up as the irrepressibly cute member of the team who was more of a cheerleader than a real man. He long ago became resigned to this reputation, though the smart members of the team know how useful it is to have a tiny spy who can circumnavigate the globe in about three hours. Something of a voyeur, Neutron has collected enough blackmail on various political and business leaders that he can call in favors on a moment's notice (his Connected feat), something that has really helped the team in their current situation.

Quote: "There you go again. Always underestimating the little guy."

The Demolition Crew

The Demolition Crew created by John S.

The Demolition Crew are a gang of second string criminals who work for money, usually taking jobs which pit their considerable strength and toughness against mundane opponents. They have participated in many intimidation schemes, kidnappings, industrial robberies and sabotage jobs. When they are interrupted by Powers they are usually forced to flee, but sometimes the irascible nature of the Crew leads them into a brawl which they cannot hope to win. Nonetheless, the Crew has always made enough money to break even and enjoy the occasional holiday, including a legendary trip to Cuba where Fidel Castro proclaimed them “Heroes of the State.”

Organized by Edgar James, a demolitions expert and combat veteran, the Crew’s list of employers reads like a Who’s Who of criminal masterminds, including Masquerade, the Mathematician, the Warden, and the Golden Don. Every once in a while a member of the Crew tries to break out of the endless cycle of violence, capture, jail time, release, and more violence, but the habit is too hard to break and Power-cons like the Crew don’t have many options. Few heroes would take any attempt at redemption seriously.

Just after the millennium, when many of the world’s heroes vanished without explanation, the Crew enjoyed a golden age. The few heroes that remained were of modest power level, people the Crew could actually handle in a fight. Their rates tripled and their bank balance soared. James tried to restrain the resulting overconfidence, but it was no good. The Crew was defeated by a platoon of federal agents testing out a new arsenal of Power replacement technology. The judge classified the Crew as serial offenders and sentenced them to long terms in Alcatraz. By the time they would be released, they would be too old for Power crime.

But the Chain Gang program changed all that. Earth was invaded by a militaristic foe from another dimension and every hand was needed in the defense. The Crew was offered amnesty for their past crimes if they would agree to serve their country on a suicide mission. Only Lifter, who had been sentenced to life for the murder of the Power known as Mister Punch, was excluded from the deal. Demolisher managed to bargain Lifter off of Death Row if the Crew took the job and, miraculously, none of his team perished in the mission that followed. James is now a free man with a clean record, looking for ways to gather enough capital to hire a lawyer and appeal Lifter’s case. He’s contemplated legitimate construction work, a talent for which his team would be well suited, but the lure of a big job is always in the back of his mind and it will take only one grand plan by a smooth-tongued mastermind to bring him back into action.

Demolisher

Edgar James, the Demolisher: PL 7 Villain (105 pp); Init +3; Spd 30 ft (run), 20 ft (clinging); Defense 16 (+3 base, +3 dex); BAB +3; Atk +4 melee (+1S unarmed strike), +5 ranged (improvised weapon); SV Dmg +1 (Armor +6), Fort +1, Ref +3, Will +3; Str 12, Dex 16, Con 12, Int 18, Wis 13, Cha 10 (36 pp)

Skills: Computers 2/+6, Demolitions 10/+14, Disable Device 10/+14, Hide 8/+11 (+17), Repair 6/+10, Science (Chemistry) 2/+6, Science (Physics) 2/+6 (20 pp)

Feats: Iron Will, Surprise Strike, Villain’s Luck x2 (Demolisher has two VP more than ordinary for any encounter in which he appears) (8 pp)

Equipment: Armor (Armor +6; *Extras:* Blending, Clinging +2; *Stunts:* Immunity (heat, suffocation), True Sight; *Cost:* 2+5; *Total:* 17 pp), Gadgets +7 (*Source:* Super-Science; *Cost:* 1; *Total:* 7 pp), Hot Smoke Grenades (Obscure +7; *Source:* Science; *Extras:* Continuous, Extra Sense (thermographic); *Flaws:* Device, Uses—4 per day; *Cost:* 1; *Total:* 7 pp), Shaped Demolition Charges (Energy Blast +7L; *Source:* Science; *Extras:* Area, Delayed; *Stunts:* Penetrating Attack x3; *Flaws:* Device, No Range, Uses—8 per day; *Cost:* 1+3; *Total:* 10 pp) (41 pp)



Edgar James was an ex-military demolitions expert who was working for one of the best demolition outfits in America when it was discovered that he’d been embezzling funds from the company for years. Fired, Edgar took his revenge by causing the deaths of the owner and his wife in a car explosion. Of course, the police tracked the explosion to James, but he was already gone, licensing out his explosives expertise to criminal organizations.

Appearance: Edgar James is a robust man in his middle 40's with slightly thinning brown hair, gray temples, and a thick mustache. He's fond of wearing gray power suits (the mundane sort, not the Device), or denim jeans and jean jackets with cowboy boots. Demolisher is a mysterious figure in a segmented shell armor suit of charcoal gray. His helmet is enclosed, with only a matte black pair of goggles indicating where his eyes are. He wears a belt with several enclosed pouches, and a backpack of the same ballistic plastic as the armor.

Demolisher in Play: Demolisher's explosive charges are higher in rank than his PL would normally permit (see house rules). This suits his role as the leader of the team, and the destructive power of these weapons is not out of line with similar explosive charges in the real world. The weapons are intended to be used against buildings and vehicles, but can always be pressed into service against especially durable heroes who shrug off the other members of the Crew. Because the charges are timer detonated, Demolisher must physically plant them on any object he wants to destroy. They can be disarmed with an opposed Demolitions or Disable Device check. He also carries several grenades which emit a hot smoke that obscures both normal vision and any other sense based on heat detection. Each smoke charge last 1 minute. Edgar's armor is covered with a mimetic polycarbon surface which changes colors and patterns based on his surroundings, enabling him to blend into the background. It also functions as a demolitions suit, enabling the wearer to survive extremely hot environments and to breathe even if surrounded by smoke and hot ash. The sensors on the suit combine radar, ultrasound and extremely sensitive thermographics to always provide the wearer with a clear picture of what's in front of him.

Although Demolisher is the organizer of the Crew, he is also the smartest and unlikely to assault heroes directly. Instead, he'll keep himself in reserve, hiding in the shadows, hurling grenades from afar or using his explosive charges to create traps into which he or another member of the Crew can lure reckless heroes. If necessary, he will lay down a thick cloud of smoke and then enter direct combat, slapping demo charges onto heroes. His backpack contains a large store of gadgets which he usually uses to save himself or his teammates from capture.

Quote: "I don't have time to deal with you. Here, play with this."

Dozer

Aaron Keyes, Dozer: PL 7 Villain (107 pp); Init +2; Spd 30 ft (105 ft Shockwave), Def 15 (+3 base, +2 Dex); BAB +6; Atk +8 melee (+2S improvised weapon), +9 ranged (DC 17 Snare, Shockwave, or Suffocate); SV Dmg +9, Fort +11, Ref +2, Will +1; Str 14, Dex 14, Con 14, Int 12, Wis 12, Cha 10 (40 pp)

Skills: Drive 2/+4, Hide 3/+5, Move Silently 3/+5, Profession (Bulldozer Operator) 2/+3, Spot 6/+7 (8 pp)

Feats: Attack Focus (Element Control), Great Fortitude, Power Attack (6 pp)

Powers: Amazing Save +7 (Dmg, Fort; *Source:* Mutation; *Cost:* 2; *Total:* 14 pp), Element Control +7 (Earth; *Source:* Mutation; *Extras:* Create Object, Elemental Movement, Shockwave; *Stunts:* Elemental Snare, Suffocate; *Cost:* 5+4; *Total:* 39 pp) (53 pp)



Aaron Keyes grew up in the slums of Fort Lauderdale, in the shadows of Miami. Where Aaron came from, there were only two ways out of the ghetto. He found a third when his mutant powers erupted during his thirteenth year, allowing Aaron to manipulate earth and stone. For a while, he enjoyed success in the back streets of Miami, until a rival crime lord convinced Aaron that the best thing to do would be to move on. Demolisher found him working a small-time protection racket in New Jersey; he offered Aaron an opportunity for the big time.

Appearance: Dozer is an athletically-built young black male with a bald head. His costume consists of a light blue bodysuit with dark blue elbow-length gloves, knee-length boots, and a dark blue torc around his shoulders. Around his waist he wears a featureless white belt, while on his chest is an emblem of a bulldozer blade pushing a mound of dirt. He wears no mask.

Dozer in Play: Aaron was born with control over the earth, putting rock and dirt at his command. He's able to

cause great shockwaves, causing the earth to ripple underneath his feet, knock opponents over, or carry him along at great speed. He can also cause the earth to form itself into simple shapes at his command, or rise up and entangle a foe. A thug with a toy, Dozer likes being the center of attention. Much to his detriment; he doesn't have the superhuman resilience of his tougher teammates, which is his weakness. He's a showoff, just like his partner Crowbar, and the two act as rivals in the Crew.

Dozer is very straightforward when he works. He prefers being in the center of things, using his Shockwave to keep heroes unsteady. When needed, he'll use Snare to entangle a hero so one of his teammates can take advantage of that hero's disadvantage. He realizes that although he's tough to hurt, he's not bulletproof; if it looks like he might become embroiled in hand to hand combat, he'll create a few walls with his Create Object power to block attacks. People with lethal weapons get pushed away from him, or buried under tons of rock and dirt (his Suffocate).

Quote: "Awright! Time to move!"

Crowbar

Josh Morris, Crowbar: PL 7 Villain (105 pp); Init +5; Spd 30 ft (run); Def 20 (+5 base, +5 dex); BAB +7; Atk +13 melee (+12S or +12L crowbar), +12 ranged (improvised weapon); SV Dmg +7 (Protection +7), Fort +5, Ref +5, Will -1; Str 20, Dex 20, Con 20, Int 10, Wis 8, Cha 10 (59 pp)

Skills: Jump 5/+17, Climb 5/+17; Profession (Construction Worker) 4/+3 (7 pp)

Feats: All-Out Attack, Attack Focus (Crowbar), Power Attack, Takedown Attack, Toughness (10 pp)

Equipment: Mystic Crowbar (Super-Strength +7; *Source:* Mystical; *Extra:* Protection; Stunt: Lethal; *Flaw:* Device; *Cost:* 4+1; *Total:* 29 pp) (29 pp)



Josh Morris was a failed pro football player who'd turned to construction work to make ends meet. While working on a demolition project, he managed to pass a test of endurance laid upon him by the God of Strength; as a reward, his crowbar was enchanted to enhance his strength to superhuman levels when it was in his hands. Demolisher hired Josh after seeing him working a cheap shakedown scheme in Atlantic City.

Appearance: Without the crowbar that is his namesake, Joshua Morris is still hugely muscled, almost six and a half feet tall and built like a linebacker. He has dark brown hair worn in a mullet and deep dark eyes. He wears a brick-red bodysuit with black gloves and combat boots; over this, he wears a black leather biker vest. With the crowbar, his muscles swell hugely, and he acquires an extra six inches of height.

Crowbar in Play: Josh's mystic crowbar gives him super-strength and durability, so long as he keeps hold of it. Although already formidable as a back-alley brawler, the crowbar made him nigh invulnerable to physical damage. The one thing Crowbar is fond of is smashing things. He's a bully without his crowbar; with it, he's a super-powered bully. Crowbar is hugely proud of his weapon and he makes sure people know just how great it is, which ensures that it gets stolen from him. When it is stolen from him, Crowbar will do *anything* to get it back, even if it means almost certain death. Once he has it in his possession again, the first thing he will be do is beat senseless the person who took his crowbar. The strongman of the team, Crowbar is brash and overconfident, never realizing that if he's disarmed, his super-strength goes away. He'll team up with Wrecking Ball, slamming his teammate into other heroes. He revels in the destructive power of his weapon, and loves to drop a +5 Power Attack on flat-footed heroes.

Quote: "Time to bust some heads!"

Wrecking Ball

Kayan Muoli, Wrecking Ball: PL 7 Villain (115 pp); Init +1; Spd 30 ft, 70 ft (leaping); Defense 18 (+7 base, +1 dex); BAB +7; Atk +10 melee (+10S strike), +8 ranged; SV Dmg +5 (Protection +7), Fort +7, Ref +1, Will +0; Str 16, Dex 13, Con 16, Int 10, Wis 10, Cha 10 (50 pp)

Skills: Acrobatics 10/+11, Profession (Billiards Player) 2/+2, Science (Physics) 2/+2 (7 pp)

Feats: Attack Focus (unarmed), Identity Change, Move-By Attack, Power Attack, Toughness (10 pp)

Powers: Amazing Save +4 (Fort; *Cost:* 1; *Total:* 4 pp), Ball Form (Density Control +7; *Extras:* Bouncing; *Flaw:* Density Increase Only; *Cost:* 6; *Total:* 42 pp) (48 pp)



Kayan Muoli knew he was in trouble when the tsunami from the volcano caused him to be swept out to sea. Drifting aimlessly, he floated into a toxic spill of strange chemicals left by a branch of the criminal organization known as the Clave. The chemicals changed Kayan, turning him into a huge ball of flesh weighing 10 tons. He was rescued by Clave operatives (who didn't know what to make of Kayan, until he turned back into a human). While working for them, Kayan was contacted by Demolisher, who offered him more freedom in his jobs.

Appearance: Kayan Muoli is a large man of Polynesian descent, who'd look perfect in a large Hawaiian shirt and shorts. He has medium-length black hair and quiet dark eyes. He dresses in cotton sweatsuits. Wrecking Ball is a 20,000-pound round sphere the color of human flesh, approximately six feet across.

Wrecking Ball in Play: Wrecking Ball has the mutant power to turn into a round featureless flesh-colored sphere which measures six feet in diameter and weighs twenty thousand pounds. While in this form, represented by his Identity Change feat, Ball's rubbery skin reflects most attacks and enables him to bounce around the battlefield. His extra mass makes him very hard to stop. In battle, Ball is pretty freeform, making things up as he goes. He'll use his mass and inertia to his best advantage, striking opponents bodily in a charge attack, then bouncing away to leave a flattened opponent. When heroes go after one of his weaker teammates, Kayan will act to provide a distraction. At the start of battle, he'll frequently get a boost from Crowbar, effectively being thrown into combat.

Quote: BOING!!!

Lifter

Steve Simmons, Lifter: PL 7 Villain (106 pp); Init +3; Spd 30 ft (run), 70 ft (fly); Defense 18 (+5 base, +3 dex); BAB +5; Atk +5 melee (+0S unarmed strike), +8 ranged (DC 17 Telekinesis); SV Dmg +3 (Protection +7), Fort +1, Ref +3, Will +4; Str 10, Dex 16, Con 12, Int 10, Wis 12, Cha 10 (35 pp)

Skills: Concentration 6/+7 (3 pp)

Feats: Toughness (2 pp)

Powers: Amazing Save +3 (Will; Source: Mutation; *Cost:* 1; *Total:* 3 pp), Telekinesis +7 (Source: Mutation; *Extras:* Area, Deflection, Deflect Others x2, Flight, Force Field; *Cost:* 8; *Total:* 56 pp), Telekinesis +7 (Source: Mutation; *Flaw:* Heroic Effort; *Cost:* 1; *Total:* 7 pp) (66 pp)



Steve Simmons discovered his mutant powers by accident in his fourteenth year. He decided to become a super-hero, but unfortunately for Steve his first adventure in the world of Powers found him fighting alongside the sarcastic street hero known as Mr. Punch. Being ridiculed by a puppet on a stick turned the teenaged Simmons angry and bitter. After using his telekinesis to drown Punch and his handheld stick puppet, Sam began a life of crime. Demolisher found him working as support for another organization; he offered the telekinetic better money and

more respect. Lifter's never looked back.

Appearance: Lifter is a short blond man who looks quite harmless. He wears his hair short, above the collar, and affects a small mustache. His costume is a white bodysuit with red gloves and boots, a red belt at his waist. He has no mask.

Lifter in Play: Lifter is the team telekinetic. He can lift great weights, erect a field of telekinetic energy around himself or around others, or pick up several people and fly them around. Ordinarily, Lifter can support about 6,000 pounds, but by spending a VP he can violate the normal rules on stacking and PL limits (see house rules) and manifest Telekinesis +14 for a single object weighing up to 400 tons! This ability, which can be used to distract heroes or force them to back down, is specifically intended to make encounters with the Crew more challenging and complex. The cautious man in the Crew, Lifter hangs back and plays defensively. He doesn't provoke people; Dozer and Crowbar do that job well enough. Instead, Lifter follows Demolisher's lead. Typically, he readies an action to protect his teammates with Deflection. He is able to use this power at range, creating force field walls in front of incoming attacks. If engaged in combat, Lifter will take full advantage of the Area advantage on his telekinesis, grabbing hard-to-hit opponents in the area and moving them to a point where one of his teammates can take advantage of the hapless hero. When the team has to make an escape, Lifter is the man to arrange it. By picking up a building and sending it slowly toppling over, he can create a crisis for heroes that allows the Crew to flee.

Quote: "Sure thing boss. Where did you want me to put this?"

Crane

Joe Mullins, Crane: PL 7 Villain (107 pp); Init +0; Spd 30 ft (run); Defense 8 (+4 base, -6 size), BAB +7; Atk +6 melee (+12S strike), +1 ranged (improvised weapon); SV Dmg +7 (Protection +7), Fort +5, Ref +0, Will +0; Str 20, Dex 10, Con 20, Int 10, Wis 10, Cha 10 (49 pp)

Skills: Intimidate 4/+4, Drive 1/+1, Profession (Crane Operator) 1/+1 (3 pp)

Feats: Durability, Improved Grab, Toughness (6 pp)

Powers: Growth +7 (Source: Mutation; Extra: Additional Size Increase +7, Cost: 7; Total: 49 pp) (49 pp)



Joe Mullins doesn't rightly recall when he got his powers; all he can say for sure is that he seemed to be able to use them after his 18th birthday. He was dropped off a bridge for skipping out on gambling debts, thrashed around a bit underwater, then stood up... and realized that the water was only waist deep to him. He'd somehow gained the ability to grow to 100 feet in height. Joe spent the next decade working enforcement for the Golden Don's racket. Demolisher offered him a job with the Crew, but Joe was so well treated that it took a few tries for Demolisher to persuade Crane to accept the job.

Appearance: Crane is a tall and very muscular man with the build of a professional sports star and short blond hair in a crewcut. His costume is green with blue elbow-length gloves and blue knee-length boots; he wears a featureless blue belt at his waist. Wraparound mirrorshades in a green frame cover his eyes. At his greatest height, he is 100 feet tall.

Crane in Play: Crane is as tall as a character with Growth +14 (see house rules on this violation of PL limits), but has only the Super-Strength and Protection of a character with Growth +7. This makes him a very big target, and he attracts a lot of fire on the battlefield. Thanks to his Durability he is the most resilient of the Crew, which is a fortunate thing for him. At maximum height, Lifter is Gargantuan in size, with a reach of 20 feet and a running speed of 60 feet. He likes to grab opponents, holding them still for one of his teammates. If another member of the Crew is downed, Crane can extricate them from danger by picking the ally up and carrying him off. Joe keeps a special eye out for Crowbar, the other strongman on the team. When Crowbar's mystic weapon is stolen (as it all too frequently is), it is up to Crane to get it back. He also sometimes partners with Wrecking Ball, tossing his smaller teammate around like a basketball. The truth is, however, that Crane works with the Crew only out of necessity and

he makes sure everyone knows it. He looks out for his teammates only because he knows that if no one else does, they will drag him down with them. He's a great martyr, reminding everyone how much he gives up for the good of the team. The only people he really likes in the Crew are Demolisher and Lifter.

Quote: "Hey! Pick on someone MY size!"

Other Villains

Aisuko

Aisuko: PL16 Villain (241 pp); Init +2; Spd 30 ft, 120 ft (fly); Def 22 (+10 base, +2 Dex); BAB +5; +6 melee (+1S unarmed strike and +12S + DC 22 Fatigue energy field), +7 ranged (+12S ice blast or DC 22 Snare); SV Dmg +7, Fort +5, Ref +2, Will +15; Str 12, Dex 14, Con 20, Int 12, Wis 12, Cha 18 (63 pp)

Skills: Language 1 (Japanese, English), Knowledge (history) 10/+11, Perform 5/+9, Sense Motive 8/+9 (12 pp)

Feats: Attractive, Headquarters, Immunity (Aging, Cold, Critical Hits, Radiation, Pressure, Suffocation), Into Thin Air (Aisuko's body is never recovered when she is killed), Iron Will, Minions (Leadership score 23), Toughness (24 pp)

Powers: Energy Control +12 (Cold) (*Source:* Mystical; *Extras:* Area, Energy Field, Fatigue, Flight; *Cost:* 6; *Total:* 72 pp), Elemental Control +12 (Ice) (*Source:* Mystical; *Extras:* Area, Continuous, Elemental Creation, Shape Element; *Stunts:* Create Element, Elemental Blast, Elemental Snare; *Cost:* 6+6; *Total:* 78 pp), Amazing Save +12 (Will) (*Source:* Mystical; *Cost:* 1; *Total:* 12 pp) (162 pp)

Weakness: Vulnerable (Fire), Vulnerable (Sonic) (-20 pp)

Aisuko created by China Star



Aisuko ("child of ice") was born in ancient Japan. Her melancholy mother chose the girl's name based on the harsh and chilly winter she was born in. As the only child in a samurai's household, Aisuko was spoiled, but she didn't notice. She just wanted to people to act with proper respect and decorum.

She grew up in a manner typical for her time, studying and reading. She found such activities interesting, but her status as a woman ensured that she was never allowed to become *too* educated. She excelled at the ceremonial duties associated with the woman of a noble house, but was always detached, cold, and indifferent to others. In truth, she didn't much care for other people, whose emotions she found annoying and demeaning. A rational being, she knew, should have better control over herself.

Despite being quite the beauty, Aisuko remained unmarried into her early twenties. Those young men who were attracted to her appearance and noble family were stymied by her remote demeanor. Many were jealous of her strength of character and sensed that she would overshadow any husband in years to come. For her part, Aisuko refused those few men who dared approach and her parents trusted her judgment. When her father's lord requested Aisuko's hand in marriage it seemed a great blessing. The match would bring great honor to her family, and the limited contact between husband and wife would minimize the difficulties posed by Aisuko's emotional distance. In fact, the prospective groom had never even met Aisuko, but had heard many testimonies to her piety and beauty.

But Aisuko refused to become the housewife she had been raised to be. While her father and future husband negotiated the terms of the marriage, she set out for a mountain shrine where she begged the gods for a release from life. It was a more magical time then, and spirits were more likely to meddle in the ways of mortals than they are today. Aisuko found herself transformed into a creature of ice, a spirit being able to control the elements. For centuries she kept a private home atop Mount Fuji, watching the slow changes in the world beneath her and the encroachment of the West.

World War II ended Aisuko's isolation. Allied Powers trespassed in her mountain sanctuary and she struck back, offended at the insult. Throughout the war, she refused to negotiate with the military government of Japan, but the emperor flattered her and treated her with great courtesy. When he asked her for a favor here or there, she was inevitably brought back into conflict with European and American Powers. But even Aisuko could not stop atomic fire, and when she saw the degree of contempt in which modern man held natural law, she took her spiritual followers with her and left Japan forever.

In her retreat from civilization, Aisuko went deeper and deeper into the cold, until she finally settled on an ice shelf in Antarctica. There she envisioned a magnificent ice palace, which her elemental servants constructed for her in a single day. Scientists and explorers periodically encroached on her territory, but she found them to be so few and so weak that her cold disdain was muted into the kind of distant pity a human being might feel for the ants that crawl upon the earth. But Antarctica is home to many ancient and arcane civilizations now lost to human history,

and as the decades crawled by Aisuko began to realize she was not as alone as she wished to be. Shortly before the millennium, the master mystic known to the world as Talisman came to the bottom of the world to thwart the cataclysmic design of one of these ancient civilizations, but he was defeated and barely escaped into the freezing cold. Aisuko's servants found him and brought him to her palace, where she allowed him to regain his strength. There she questioned him, over many days, learning the state of the world. With much to think upon, Aisuko lent her aid to Talisman and helped save the earth from destruction, but when the trial was over she revealed her new intentions. The world had become too invasive, too crass, too emotional. The old traditions were gone and spirits were no longer held in reverence. Calling up all her mystical power, Aisuko crafted a crystal sphere which contained a world of pure winter. Into this globe she committed her entire being, with a final warning to Talisman that she crystal should never come to harm "Lest I be forced to take matters into my own hands."

For a few years the crystal remained in Talisman's care, but when he vanished along with many other Powers on the eve of the millennium, caretakers entered his manor and began selling his estate. Maria Gonzales, who was serving time for crimes committed in her identity as La Nebulosa, revealed the true value of the sphere as part of her latest plea bargain and federal agents managed to purchase the artifact, which had been mistaken for a snow globe and put out on a garage sale table for five dollars. The globe was safely stowed in the Alcatraz vault when the prison riot caused it to break, sending waves of arctic winter throughout the prison. Entire cell blocks were obscured by blizzards and layered with ice. In the midst of this storm, Aisuko walked again.

Appearance: Aisuko has pale blue skin with a hint of frost. Her blue hair is dusted with snowflakes and falls like a frozen waterfall to puddle at the floor. Glacial blue eyes burn with a palpable cold intensity. She is dressed in a formal white kimono which is embroidered with snowflakes, each unique. This garment is tied with a blue sash which matches her eyes.

Aisuko in Play: Aisuko feels that she has gone above and beyond all propriety in her effort to distance herself from other people, but the world simply will not leave her alone. Time and again she has insisted on her solitude and threatened dire consequences should she be denied. Now the time for warnings is over. The new ice age has begun.

Her first step will be to find a relatively remote locale in which to create her ice palace. She may agree to the protection of another mastermind or mundane authority figure for this, not because she feels she needs any help but because she is confident in her ability to betray her "ally" at a moment's notice. Once she has a safe headquarters, she can gather her cadre of elemental minions (constructs made of solid ice) and start looking for victims. Morale will play a key role in her struggle; she must break the will of her enemy if she is to triumph. This means her first target will be a great symbol: a major metropolis or a world-famous Power whose death will demonstrate the foolishness of further conflict. Once, Aisuko might have been convinced to let man go his own way, but no more. Now, the only option is to govern the world, transforming it to crystalline perfection under her immaculate rule.

Between her Minions and her Elemental Creation, Aisuko is never without a legion of ice constructs to slow down pesky heroes. These constructs are also immune to the DC 22 Fatigue field which surrounds her body out to sixty feet. While her thralls battle the heroes, she immobilizes them with Area Snares. Leaders, however, must be humbled by personal combat. Anyone foolish enough to touch her is simultaneously frozen (+12 energy field) and overcome with waves of debilitating cold (her Fatigue).

As a being of ice, Aisuko can be melted in great heat or shattered by sonic weaponry. This is the simplest way to defeat her, but being a creature of pure spirit it is hard to say if she can actually be killed. If defeated, her body blows away in a fall of snow and ice to return another day. If humbled or in fear of her life, she might actually try to use her beauty to enlist a man's mercy. Such emotion would be entirely feigned, however, and would last only as long as necessary for her to escape and formulate a new plan.

Quote: "I have tried, tried, and tried to withdraw from your world, but you will not leave me be. You leave me no choice. *Your* world must become *my* world."

Beanie Baby Lady

Vera Goodsworth, the Beanie Baby Lady: PL 8 Villain (127 pp.); Init +1; Spd 30 ft (run); Def 16 (+5 base, +1 dex); BAB +6; Atk +6 melee, +7 ranged; SV Dmg +4 (+2 armor), Fort +2, Ref +1, Will +5; Str 10, Dex 12, Con 14, Int 18, Wis 17, Cha 16 (55 pp)

Skills: Bluff 3/+6, Computers 3/+7, Craft (cybernetics) 3/+7, Disable Device 3/+7, Intimidate 4/+7, Science (Robotics) 5/+9, Repair 4/+8, Sense Motive 4/+7, Taunt 3/+6 (16 pp)

Feats: Assessment, Endurance, Identity Change, Indomitable Will, Iron Will, Motif (the Beanie Baby Lady has a +1 bonus on attack rolls, saves, skill checks and Defense whenever she is on a caper that involves adding a beanie to her collection), Toughness, Wealth (16 pp)

Powers: Animation +8 (Source: Science; Extras: Dazzle—Sight, Horde, Snare, Suffocate; Flaw: Vera can only animate beanie babies; Cost: 5; Total: 40 pp), Armor +2 (Source: Science; Cost: 1; Total: 2 pp) (42 pp)

The Beanie Baby Lady created by Agent L



Vera Goodsworth was lonely. With her husband gone (he ran off with that secretary!), she had the entire house to herself. It was kind of him to leave Vera a nest egg and the home, but she couldn't help but hold a grudge against young, pretty women. It was a painful reminder of what Vera had lost. But a woman can't be held down forever. Vera decided to make herself useful, and she went to college at the age of 40. Her success should not have surprised her conservative family; after all, she was far smarter than anyone around. She had just never had a chance to use her brains. Her family had always told her women were supposed to stay home, raise children, and look pretty, but those days were over.

College didn't satisfy Vera's desire for companionship, but at least she had something to work with. She settled on a robotics degree, an idea she found strangely fulfilling. If she couldn't *have* companions, why not build some? While she worked on her degree she made a little money on the side sewing clothes, making dinner, and doing all those other tasks which college students seem incapable (or unwilling) to perform for themselves. After graduation, she bought herself a computer and an internet connection. After all, everyone else had one, and this way she could work from home. Vera liked that idea — she was a net-cruisin' woman! She even managed a small, clunky Geocities site. Not bad.

But one fateful day, Vera stumbled onto a site with the most adorable little stuffed animals! She had discovered... Beanie Babies. Finding the address to a local store (she had never really trusted the Internet), she began her downward spiral to addiction. Her fascination grew, exacerbated by the fact that other women her age also collected Beanies. The husky, the little black kitty... she wanted them all. Alas, small children do not appreciate Beanies the same way adults do, and to her horror, Vera witnessed a slobbering toddler reduce a mint condition bear beanie to drool-coated cotton. She realized then that beanies all around the country were enduring atrocities like this.

Something in Vera Goodsworth's jealous, bitter, Beanie-ridden brain snapped there and then. She sewed herself a costume and began working on her greatest invention yet: a handheld device that allowed her to animate Beanie Babies. It wasn't hard with her degree. With her new weaponry, she was able to protect beanies from cruel handlers, taking them into her protective care for all time. Anyone and everyone was a potential victim of her Beanie Swarm — anyone she judged to be taking improper care of their beanies, people without beanies... pretty much anyone not a middle-aged collector like herself.

The Beanie Baby Lady had a brief career in the Midwest before she raided a mall over Christmas week in 2000. Although her depredations were broadcast on live television, most of the dozens of Powers who saw the event thought it was a joke. But the Secret happened to be on the scene in his secret identity, and he reduced Vera to helpless tears when he threatened Quackers the Duck with a super-soaker. She was taken into custody and judged to be far more dangerous than her motif would suggest, thanks to her abnormal intelligence, psychotic behavior, and inventive genius. She was incarcerated in Alcatraz's medium-security wing and endeared herself to the staff by darning socks, replacing buttons, and doing amazing things with prison food. She was last seen wandering the halls of the prison during the riot, a horde of toys in her wake. Her present location is unknown.

Appearance: This villain is unusually dressed, even for a villain. A pair of short, furry ears top the costume, complete with a ‘Ty’ Beanie baby tag. The ears are black, and a black circle surrounds each of her eyes. Judging by the rounded ears, short nose, and general plushiness of the costume, it’s a bear – a panda bear! The black and white fur is the top quality velvet, and glistens prettily. Sadly, the bear looks a little *too* plush as far as weight goes. The bear also wears a black gauntlet with several buttons, and a dark LCD with green characters.

When not playing the Power villain, Vera is actually a normal woman. She wears a gray sweatshirt with the words ‘I *heart* my Beanie Babies!’ Vera has short, chestnut colored hair, and often wears an array of light-colored make-up. Oddly, she wears gray sweatpants and sneakers as well. Time has taken its toll on the woman, and she looks worn and weathered.

The Beanie Baby Lady in Play: She’s nuts. The woman is on a mission to protect and collect all the world’s beanies. The evil she causes in the process is unfortunate but sometimes necessary. She also tends to be sarcastic and biting towards younger women. She is obsessed and delusional (not to mention scary), but years of suffering as a housewife have given her nigh infinite patience. Touch not the Beanie Babies, and may God help you if you should remove a tag, because she’s waiting...

Vera knows full well that beneath her reinforced Panda Suit she is just a normal woman. Thus, she relies on her brains over her middle aged body and avoids hand to hand combat. Instead, she sends her locust-like swarm of beanies into battle, swarming, ensnaring, suffocating and dazzling any sap who gets caught in the storm of cute, furry animals. Vera prefers surprise strikes, but a woman in a panda suit, accompanied by a swarm of beanie babies has a hard time sneaking up on people. She usually ends up attacking when she notices the potential victim is distracted, or when she is sure she’s got the upper paw. Vera won’t harm a hero who holds a beanie hostage, provided the toy is “set free” as promised. But if the lovable creature should come to harm nothing can restrain her wrath.

Note that any victim of Vera’s swarm suffers a simultaneous Snare, Dazzle, and Suffocate attack. She is accompanied by a horde of 16 animated beanies which work her will: Diminutive constructs; hardness 2; Spd 30 ft (run); Defense 16 (+3 size, +3 dex); BAB +3; Atk +1 melee (-5S unarmed strike); SV Dmg +2, Fort +0, Ref +3, Will +0; Str 1, Dex 16, Con —. Skills: Hide 0/+12, Move Silently 6/+9.

Quote: “Ahahahahaha! You’ll not be in mint condition when I’m done with you!”

Couronne

Couronne: PL 16 Villain (248 pp); Init +5; Spd 30 ft (run), 160 ft (fly), 32,758c (Space Flight), 18,618 mph (super-flight); Defense 23 (+8 base, +5 dex); BAB +8; Atk +12 melee (+16S unarmed strike and +8L energy field), +13 ranged (+16L energy blast); SV Dmg +5 (+16 protection), Fort +5, Ref +5, Will +11; Str 18, Dex 20, Con 20, Int 16, Wis 16, Cha 18. (88 pp)

Skills: Intimidate 6/+10, Knowledge (the universe) 6/+9 (6 pp), Listen 0/+11, Spot 0/+11

Feats: Darkvision, Move-by Attack (4 pp)

Powers: Energy Blast +16 (*Source:* Alien Mutation; *Extras:* Energy Field +8, Flight, Immunity +8 (aging, disease, exhaustion, poison, pressure, radiation, starvation, suffocation), Protection, Space Flight, Super-Flight +8, Super-Strength +12, Super-Wisdom +8; *Stunts:* Dazzle; *Cost:* 5+76; *Total:* 156 pp)

Couronne created by Gail Windsor



In 1986 a mysterious object, apparently a meteor, crashed into the French countryside not far from Paris. Civilians, scientists, and military personnel all converged on the site in time to see the emergence of a female humanoid glowing with a fiery energy field, her skin gleaming like liquid metal. The entity seemed confused, and nervous soldiers started a firefight which left three riflemen dead. The alien female fled, but not alone — two amateur astronomers managed to communicate with her and she brought them with her as she left the scene. In days to come the visitor from space was spotted several times. She was dubbed Couronne (Corona) by the French press and an avid hunt for her began, though it was quickly discovered that the cosmic powered female was almost always on the move, learning about Earth culture with the aid of her two human “contacts.” The death of the three soldiers proved

a serious obstacle for Couronne, however, especially when an aggressive French Colonel began to pursue her with tanks, aircraft, and anti-Power weaponry. There were more battles, though no more fatalities. Couronne remained on the run for several years, her exploits the subject of gossip among the Power community. She remained all but unknown to the general public.

In the mid-90s, however, Couronne attracted the attention of Count Urizen, who lured the alien close with offers of an alliance and then used a device to steal her cosmic energy. For a few days the Count became the most dangerous human in the galaxy, only to give it all up when it became clear that a mortal body could not long contain such tremendous power. Couronne and Urizen were connected to the transfer machine and the process reversed, with unexpected results. While Couronne did regain the power cosmic, her exposure to Count Urizen's mad genius permanently altered her over-sensitive psyche. While Couronne had previously held an admiration for humanity, with all its flaws and foibles, she now became embittered over a decade of persecution by ignorant savages. When her nemesis the Colonel attacked again, she incinerated him and his entire battalion. The French government was outraged, and Couronne's reputation as a tragic and troubled soul was instantly transformed into that of a murderous alien that had to be destroyed.

Couronne stayed close to Urizen over the years that followed, not exactly working with him, but unable to ignore the psychic bond that had formed. When a small army of Powers descended on Ultima Thule in a final effort to defeat the armored tyrant, Couronne stood by his side to the end. She was defeated and brought to Paris where she stood trial. The energy sinks which kept her restrained also lit up half the city, but eventually it was admitted that French law enforcement simply was not up to the task of incarcerating a Power of this magnitude. A transfer to Alcatraz was organized, with the caveat that energy drained from Couronne would be sold to France at a bargain rate.

Well aware of her status as a power plant for a human city, Couronne seethed at her imprisonment but was unable to do anything until the prison riot broke out. She erupted from her cell in the depths of the Rock and flew away in the blink of an eye. Her current location is unknown.

Appearance: Couronne is a female humanoid of great physical beauty, though she could never be mistaken for human. Her skin is liquid gold and instead of hair she leaves a trail of radiant energy. Her eyes glow a soft red but smolder when she is angry. Of impressive stature, she does wear some clothing: a skirt of a mysteriously durable red material, sturdy gauntlets, and knee-high boots reinforced with metal plates. (Though she wears nothing on her torso, Couronne is not "anatomically correct". Perhaps this near-nudity is what endeared her to the French press.)

Couronne in Play: Couronne wields the "power cosmic," though her specific abilities are not exactly those usually demonstrated by other cosmic heroes. She is possessed of tremendous strength and endurance, she can fly at tremendous speed, and release devastating bolts of pure cosmic force. With a moment's thought she can surround herself in a dangerous energy field which discourages most mundane attackers. Only a handful of individuals know her life before coming to Earth, a secret which she has kept even closer since her abilities were briefly stolen. She usually spends her VP to shrug off Stun effects or raise her Defense, since she tends to be outnumbered by a swarm of desperate heroes. While her powers are defined as "cosmic," and are detectable as such, she is more of an energy manipulator. She could not, for example, use Extra Effort for Transmutation or Create Object. Instead, she may add Extras to her Energy Blast like Area, Ghost Touch, or Autofire. She might Drain energy away from a target or even bend light to become Invisible.

In the past, Couronne's activities have been linked to Count Urizen, a man generally believed to be dead after the near-total destruction of his island nation. However, many suspect that Urizen lives still, albeit much reduced in power. If this is so, Couronne is likely to be close by. Her relationship to him is complex, for while she bears a grudge for his theft of her abilities all those years ago, she also feels a kinship and understanding with him born of their shared psyche. Because of this, she forgives him his past transgressions and works actively to protect him when enemies close in.

Otherwise, the cosmic alien is something of a loose cannon: powerful, erratic, and a figure that does not consider herself bound by human law. In the past she has sought to understand humankind, but now that her personality has been altered by exposure to a megalomaniac, her current goals are impossible to predict. She may decide it is time for her to be worshipped as a god, or she may simply want to be left alone. Since she can survive in space and fly many times the speed of light, she is a good opponent for galactic policemen or other aliens.

Quote: "What amazing creatures you humans are. So inventive, so diverse, so persistent ... and so very, very, fragile."

DeciBelle

Marlene Dixon, DeciBelle: PL 13 Villain (200 pp); Init +5; Spd 30 ft (run), 130 ft (fly); Defense 21 (+6 base, +5 dex); BAB +9; Atk +11 melee (+2S unarmed strike), +14 or +12/+12 ranged (+13S or L elemental blast); SV Dmg +3, Fort +3, Ref +5, Will +0; Str 14, Dex 20, Con 17, Int 14, Wis 10, Cha 17 (71 pp)

Skills: Bluff 3/+6, Concentration 6/+6, Disable Device 3/+5, Intimidate 3/+5, Science (Sonics) 6/+8, Listen 12/+12, Profession (Teaching) 8/+8, Taunt 3/+6 (22 pp)

Feats: Blind-fight, Blind-sight, Point Blank Shot, Radio Hearing, Rapid Shot, Ultra-hearing (12 pp)

Powers: Absorption +13 (Healing) (*Source:* Mutation; *Extras:* Regrowth; *Flaws:* Sound energy only (-2), All Or Nothing (if DeciBelle is hit with a sound attack which does not completely heal her, she is not healed at all); *Cost:* 1; *Total:* 13 pp), Energy Control +13 (Sonic) (*Source:* Mutation; *Extras:* Energy Blast, Flight, Area; *Stunts:* Drain Energy, Dual Damage; *Cost:* 5+4; *Total:* 69 pp), Illusion +13 (*Source:* Mutation; *Flaw:* Auditory only; *Cost:* 1; *Total:* 13 pp) (95 pp)

DeciBelle created by American Pride



DeciBelle was born Marlene Dixon, a governor's daughter from Georgia. Somewhat rebellious, she was always kept in check by her father until a Power villain tried to take him hostage at the family household. In the fight that followed, Marlene was exposed to strange energies and chemicals. A year to the day later, she discovered that she had turned into a living tuning fork, and began practicing with her powers. Her father hit the term limit for being governor the year she turned eighteen, and that's the year that she went to college to learn all she could about sound. Marlene was a quick study, but a political scandal drained her father's money away, and soon she found herself committing petty thefts to put herself through college. It went from a necessity to a habit as Marlene worked for her Masters Degree by day and DeciBelle robbed banks by night. Over ten years, Marlene hopped in and out of prisons, always finding some string to be pulled or earning time for good behavior, until one audacious theft landed her in Alcatraz for a thirty year sentence as a repeat offender.

When Earth was invaded by a parallel dimension, federal authorities offered Marlene a chance to serve her country in the "Chain Gang" program, which promised pardons for those Power criminals who survived suicide missions. Marlene agreed. Her Gang was sent to retrieve the Constitution from Washington DC after that city fell to the invader. Only she and the patriotic hero who led the Gang survived; it cost her one of her arms — and the use of her powers. Now pardoned by the government and granted custody of her teenage daughter, she's looking for a nice teaching job, possibly an experimental position. She doesn't realize that if she gets hit with a strong enough sound wave, her body will use that power to regenerate her arm... and her powers.

Appearance: Marlene Dixon is a lovely brunette with a slender figure and great natural grace. As DeciBelle she wore an emerald green bodysuit with silver piping, but her last uniform was shredded in Washington and she sees no reason to get another. She cannot bear to wear a prosthetic arm, especially since she cannot afford any of the high-tech versions which simulate the appearance of a real limb. She now comes off as very self-conscious and a bit fragile, a far cry from her previous persona.

DeciBelle in Play: At the moment, Marlene's powers have failed her. This might be due to the psychological trauma of losing her arm, or it may be that her nature as a "living tuning fork" requires both her arms to create her unique sonic fields. She is also suffering from the Disabled weakness, but if she ever gets hit with a large enough sonic attack both her weakness and the loss of her powers will vanish.

Assuming her powers are working, Marlene hits hard enough but is very vulnerable to attacks. This makes her an ideal character for teams, where she can hide behind other Powers. She might be able to spend VP to gain a force field of sonic energy, which would considerably improve her chances of survival. Alternately, if recruited by a mastermind who could return the use of her arm, she may be outfitted with some light armor or a device to amplify her already considerable gifts. (An inventive villain might even solve both problems at once with a cybernetic and sound-amplifying arm!) Her ability to create auditory illusions might factor into the scheme of some clever villains hoping to impersonate a famous voice.

It's been tough for the beautiful Southern belle to adjust to such a crippling injury. Her daughter has been an invaluable source of support, and if some criminal needed to persuade Marlene to come out of retirement, the girl would be the key to such an effort.

Quote: "Look, I ... I don't want any trouble, all right?"

Entity

Entity: PL 15 (231 pp); Init +5; Spd 30 ft run, 130 ft (elasticity); Def 25 (+5 Dex, +10 base); BAB +10; Atk +16 or +14+14 melee (+18L unarmed strike), +15 ranged (improvised weapon); SV Dmg +5 (+13 protection), Fort +5, Ref +5, Will +17; Str 20, Dex 20, Con 20, Int 10, Wis 20, Cha 10 (90 pp)

Skills: Acrobatics 15/+20, Balance 2/+7, Escape Artist 15/+20, Hide 2/+7, Jump 2/+7, Listen 15/+20, Spot 15/+20 (33 pp)

Feats: All-Around Sight, All-Out Attack, Attack Focus (unarmed), Blind Fight, Chokehold, Dodge, Durability, Improved Critical, Improved Grapple, Improved Initiative, Move-By Attack, Rapid Strike, Villainous Surge (26 pp)

Powers: Alternate Form +13 (Semisolid) (Source: Mutation; Cost 5; Total: 65 pp), Amazing Save +12 (Will) (Source: Mutation; Cost 1; Total: 12 pp), Duplication +5 (Source: Mutation; Extras: Mental Link, Horde, Absorption Healing; Flaws: Degrades—Each duplicate Entity creates reduces the max ranks of his duplicates by one; Cost 4; Total: 20 pp), Regeneration +5 (Source: Mutation; Flaws: Not in daylight; Cost 1; Total: 5 pp) (102 pp)

Weakness: Disturbing, Quirk—Afraid of bright light (-20 pp)

Entity created by Stalke



On December 31, 2000 a drunk driver collided with a truck illegally transporting chemical wastes and the truck tipped over. The 55-gallon drum of waste rolled away and was never recovered, and as the transport was in heavy violation of local and federal laws, it was never reported. It did not, however, simply vanish. Instead, it rolled off the highway, down a hill, and into a large sewer opening. The impact ruptured the seals, and the waste inside seeped out into the sewers. The material actually broke down into inert chemicals after a couple of years, but settling had caused that section of sewer pipe to bow so none of the chemical escaped far. Every mammal that contacted it died, however, leaving an ever-growing pile of rat carrion for insects to thrive in. At some point, enough insects gathered in one place to react somehow with the chemical, and the Entity gained sentience. Unfortunately, it did not gain a sense of ethics or mercy.

The new Entity somehow shared a collective intelligence through a hive-mind connection. It quickly moved about, seeking fresh prey to benefit the Entity as a whole, and it decimated the rat population in the sewers. It quickly learned that it could collect more insects at a thought, and create new Entities. Unfortunately, these new Entities were sub-units in the collective (just like each individual insect), and so not as powerful. Still, they were very handy for scouting the Entity's environment. Eventually, it discovered a way out of the deep sewers. It feasted on small animals like dogs and cats, and the occasional homeless person. It studied men long enough to understand their ways, and knew that the homeless were rarely searched for or cared about. It also discovered that men were easy prey, and that a single catch could feed it for a week. It began hunting in earnest, encountering another sewer dweller named Brian Sanders (see Infection). Brian's own mutations made him one of the few people who could survive a brush with the Entity, and the frightened college student emerged from the sewers long enough to alert the Hollywood All-Stars (who were still active at the time). White Dwarf managed to contain the Entity in an airtight sphere of pure titanium. From there, the creature was transferred to Alcatraz for study.

When the prison break occurred, the Entity's holding facility was cracked and the swarm escaped. After consuming a dozen prison guards and other inmates, it managed to spawn enough flying insects to take to the air and reach the city. Its current whereabouts are unknown, but it is considered extraordinarily dangerous.

Appearance: The Entity is a seething, swarming mass of insects of all types, particularly weevils and cockroaches. It moves in an amorphous blob that stretches and contracts in a disgusting fashion, and can extend itself well over a hundred feet in this manner. It slithers over the ground, simply "oozing" through the openings in most obstacles it

encounters while hunting. The overall effect, visually, is enough to make most people scream in terror – if they even see it coming.

Entity in Play: First and foremost, Entity is a disgusting blob of insects. It is intelligent, but not in the manner we think of. As a composite being, it does not consider single individuals to be relevant, and so eating the occasional human, in its mind, is not damaging to mankind. Being a super-predator, it probably wouldn't care about humanity even if it did understand that each one is a sentient being. The Entity is deathly afraid of sunlight; so afraid, in fact, that it begins to lose coherency and cannot summon more insects into the collective (its Regeneration does not work in the light for this reason). Dazzle attacks which use bright light can startle the Entity or sometimes prompt a retreat into dark spaces.

The Entity is an ambush predator – it doesn't stalk well, but since it has thousands of eyes and ears, it is well able to spot or hear potential prey. This means Entity will usually be found in sewers, dark alleyways, basements and storm drains. It seeps under doors, through car vents, and down chimneys, a slithering, creepy-crawly mass. Against most foes (like human beings), Entity will lash out with its elongated mass, grappling from up to 130 feet away. The many biting insects cause damage, while the swarming about the nose and mouth, clogging the throat and lungs, cause suffocation – a gruesome death. Entity then carries the prey to a safe location to eat over the coming days or weeks. If a target is strong enough to resist the Entity's grapple, it can just overwhelm the foe with brute force. If it has a place to flee to, the Entity can pick up incapacitated heroes and retreat for dinner, but if forced to confront multiple foes it will try to incapacitate several of them to clear a path of escape.

If hard-pressed, Entity can spawn as many as ten sub-Entities. Each is a Minion with a maximum of 5 ranks in any individual power; each time Entity creates two Minions, this rank limit reduces by one (if the Entity creates all ten Minions, they have +1 rank in all of their powers). While these spawn are much weaker than the host creature, they are visually indistinguishable from it and the Entity suffers no great harm if they are destroyed, making them perfect for decoying heroes, surrounding foes, or thwarting capture. When injured, the Entity can reabsorb his own spawn, healing one Lethal and Stun Hit for every spawn thus absorbed. As a hive creature who does not recognize the value of smaller organisms, the Entity considers its spawn to be part of itself and not independent creatures with a life of their own.

Quote: “We must feed. You may now scream.”

Eunuch

The Eunuch: PL 11 Villain (168 pp); Init +7; Spd 50 ft (run); Defense 17 (+4 base, +3 dex); BAB +8; Atk +13 melee (+14L penetrating Akubarian War Axe or +8L unarmed strike), +11 ranged (+8S thrown object); SV Dmg +10 (+2 armor), Fort +8, Ref +6, Will +4 (+12 protection vs. sexual powers); Str 20, Dex 16, Con 20, Int 10, Wis 14, Cha 12. (64 pp)

Skills: Concentration 4/+6, Hide 4/+7, Intimidate 6/+7, Listen 4/+9, Move Silently 4/+7, Sense Motive 6/+8, Spot 4/+9, Survival 2/+4 (17 pp)

Feats: All-Out Attack, Attack Focus (Akubarian War Axe), Blind-fight, Immunity (Sexual Attraction), Improved Initiative, Indomitable Will, Iron Will, Power Attack, Psychic Awareness, Toughness, Villainous Surge, Rapid Healing (24 pp)

Powers: Mental Protection +12 (*Source:* Mutation; *Extras:* Impervious; *Flaws:* Only vs. powers of a sexual nature; *Cost:* 1; *Total:* 12 pp), Running +2 (*Source:* Mutation; *Cost:* 1; *Total:* 2 pp), Super-Senses +3 (*Source:* Mutation; *Cost:* 1; *Total:* 3 pp), Super-Strength +3 (*Source:* Mutation; *Extras:* Super-Constitution; *Stunts:* Lethal; *Source:* Mutation; *Cost:* 7+2; *Total:* 23 pp) (40 pp)

Equipment: Akubarian War Axe (+6 lethal melee weapon; *Extras:* Deflection, Ghost Touch; *Stunts:* Extend Reach (+5 feet), Penetrating Attack, Takedown Attack, Rapid Takedown; *Cost:* 3+3; *Total:* 21 pp), Leather Harness (+2 armor; *Cost:* 1; *Total:* 2 pp). (23 pp)

Eunuch created by Gail Windsor



The Eunuch is one of those third-string Power criminals who seems to circulate among the various masterminds of the world, never drawing much attention. He was created by Queen Carnage from a would-be suitor; she continued to employ him on a number of occasions, eventually securing a alien weapon to augment his fighting power. But the Queen tired of her slavish ally, leaving the Eunuch to seek out new masters. Inevitably, he would find himself pitted against Powers of far more versatility than he himself enjoyed, leading to quite a few thrashings. For a brief time he had a solo career on the streets of Boston, before Miracle Girl arrived in the city and defeated him on Live at Five news.

Sent to Alcatraz for the rest of his natural life, the Eunuch was initially a trouble maker. But the disappearance of Queen Carnage (along with many other heroes and villains) on the millennium prompted a serious psychological withdrawal. He became something of a listless giant, shambling from his cell to the cafeteria and back without looking up from the floor. While offered a chance to redeem himself by joining the Chain Gang program, he refused. By the time of the riot, he had become a pitiful sight, unkempt and wasting away. His cellmate reached out to him, however, and brought the former criminal with him to freedom. In the course of the escape, he discovered his axe, and this brought some of the old strength back to his bones. Where the Eunuch is now, and what he will do next, is something no one knows. Considering the many criminals who have escaped and the Eunuch's relative power level, he may have a little buffer of safety. If he keeps his head down.

Appearance: The Eunuch's costume changes slightly with every appearance, but it always looks like something you might find in a bondage catalog, reinforced with the occasional steel plate. A black leather harness barely contains his bulging chest, while his body-hugging leather pants end in towering shit-kicker boots decorated with spikes and studs. On a few occasions he has been seen wearing a facemask of the same black leather, but usually he sports mid-length brown hair and a beard. A veteran of many capers over the years, the Eunuch is now in his mid-forties and shows signs of wearing down. His war-axe consists of a broad, angular blade mounted on a towering six foot shaft. The entire thing is made of an alien metal and is packed with advanced electronics that permit it to slice through dimensions.

The Eunuch in Play: The Eunuch is immune to any power of a sexual nature. This has been represented with Immunity and Mental Protection since most sexual powers are of this type (Mind Control, for example). If attacked with a sexual power which his current abilities would not apply to (Paralysis, for example), simply spend one of the Eunuch's VP to extend his Mental Protection to cover the new power. This should be done even if the Eunuch has already spent a VP in the current round. If he is out of VP, however, then he will indeed have no defense.

The weapon of the Praetorian Guard of Akubar, the War Axe is a highly advanced technological device with the ability to phase its blade into other dimensions. Integral energy capacitors allow it to absorb attacks hurled at its wearer and an onboard battle computer actually helps its wearer to fight more effectively against multiple foes. While the War Axe can be taken from the Eunuch, its handgrip security cannot be overridden without a DC 26 Security Systems check taking a full round. Otherwise, it functions as a "mere" +6 lethal melee weapon.

While the Eunuch makes good muscle for another villain, he can be put to other uses. An ordinary criminal might befriend the Eunuch and use the simple-minded Power to launch a career in the "big leagues." The Eunuch might even be abandoned and forced to forge a life for himself — no small challenge to a career Power criminal who has been mutilated by a psychotic blood goddess. Even if he wasn't doing anything wrong, heroes who deduced the Eunuch's identity might be excused for throwing the first punch. With his relatively low power level and his unique resistances, the Eunuch makes a good antagonist for vigilante heroes or for female sirens who rely on their Charisma to talk their way out of problems. Villains who have their eyes on beautiful heroines might very well hire the Eunuch to bring the lady to the secret base, where a proper welcome has already been prepared. He is also a good threat for heroes who can go incorporeal; he might be recruited by a mastermind just for this purpose.

Quote: The Eunuch seldom speaks.

Eve'N Steven

Steve and Eve Whimsy, Eve'N Steven: PL 10 Villain (151 pp); Init +2; Spd 40 ft (run); Defense 16 (+4 base, +2 dex); BAB +4; Atk +5 melee (+1S unarmed strike), +6 ranged (improvised weapon); SV Dmg +2/+6 Evasion, Fort +8, Ref +6, Will +7; Str 12, Dex 14, Con 14, Int 13, Wis 16, Cha 16. (45 pp)

Skills: Balance 4/+6, Bluff 8/+19, Concentration 4/+7, Diplomacy 6/+17, Disguise 6/+17, Drive 4/+6, Escape Artist 4/+6, Gather Information 6/+17, Handle Animal 4/+15, Hide 6/+8, Move Silently 4/+6, Sense Motive 4/+7, Sleight of Hand 4/+6, Spot 4/+7 (34 pp)

Feats: Ambidexterity, Assessment, Attractive, Detect (opposite gender), Dodge, Evasion, Great Fortitude, Identity Change x2, Immunity (exhaustion), Improved Initiative, Indomitable Will, Psychic Awareness, Villainous Surge (28 pp)

Powers: Amazing Save +4 (Fort, Ref, Will) (*Source:* Mutation; *Cost:* 3; *Total:* 12 pp), Running +1 (*Source:* Training; *Cost:* 2 pp; *Total:* 2 pp); Super-Charisma +8 (*Source:* Mutation; *Extras:* Regeneration, Regrowth; *Cost:* 4; *Total:* 32 pp) (44 pp)

Special: These stats reflect Eve or Steve in either male or female shape. When in balanced hermaphroditic form, Eve'N Steven loses the Attractive and Detect feats but gains Ambidexterity and the weakness Disturbing. This also reduces Eve'N Steven's Bluff and Diplomacy by 5.

Eve'N Steven created by Gail Windsor



Steven and Eve Whimsy were a perfect, and perfectly happy, couple with a penchant for experimental drug use. It was Steve's job to secure the hallucinogenics, but when his usual supplier was arrested he was forced to turn to a new source. To the dismay of the Whimsys, that source turned out to be a rogue chemist experimenting in orgone energy. When the couple tried the new drug in preparation for a festive night of creative sex, everything seemed to go well at first. But what could have been a night of pure pleasure turned to horror when Steve and Eve Whimsy physically merged with one another to form a single body. Blissfully, they were so high that they didn't even realize what had happened until the next morning.

The personalities of both Whimsys were intact, if a bit shaken by their new form. They found themselves in constant mental contact, experiencing a perpetual low-level hum of sexual pleasure. In the days to come they tried to cover for each other at work while searching for the rogue chemist by night, but they had no success and eventually found that they had another problem. The hermaphrodite form into which the Whimsys had been shaped was not entirely stable. It began to slide into a purely male body, much to the dismay of both partners. At the same time, they became increasingly sensitive to the presence of other women. After about a week Steve had regained his natural shape but Eve was still trapped in his head. They agreed to take desperate measures, and Steve hired a prostitute. By the end of the encounter, the Whimsys had regained their hermaphrodite shape. Eve'N Steven fled the brothel to the sound of screams.

In the months that followed, the Whimsys learned the new rules of life. Their balanced sexuality could be offset by prolonged activity of a particularly "masculine" or "feminine" sort. If Eve'N Steven was too aggressive, wore too many business suits or spent too much time masquerading as a man, he would slide into a male body. Conversely, Eve found that exposure to children, domestic chores, caring for others, and a woman's wardrobe prompted female attributes to appear. Once the transformation towards one gender or the other began, it was almost impossible to stop, though it could be retarded by activities of the opposite sort. There was only one thing which could bring Eve'N Steven back to equilibrium, and that was sex with the opposite gender.

The Whimsys could have lived a more or less normal life, but the increasing rise of AIDS and other sexually transmitted diseases, especially among prostitutes, made them uneasy. It was only a matter of time before they contracted something that even their orgone-charged body could not throw off. They began to seek alternatives: a safe and reliable long-term method of returning to a balanced state. Orgone energy made Eve'N Steven extraordinarily persuasive, and with a natural gift for disguise the Whimsys made excellent spies and operatives. They found employment with various organized crime families, who could also supply them with drug-free prostitutes whenever one gender or the other became too dominant.

Constant exposure to the lawless brutality of organized crime, however, had long term effects on Eve’N Steven’s personality. Ordinary people seemed increasingly stupid and malleable, irrelevant unless they were necessary as sexual marks. Moreover, the overwhelmingly male nature of most mobs increasingly brought Steve to the surface. Eve was the first to suggest working for a Power mastermind, preferably one of those sexually isolated ones who never took off his battle armor. When surrounded by a mixture of male and female Powers, working as a spy and manipulator among human society, the Whimsys found that they could sustain their hermaphroditic form for very long periods. And, if worse came to worst, they could usually find a sexually active Power criminal in the gang willing to solve the problem.

In 1998 Eve’N Steven was apprehended by the FBI, convicted of sexual assault and accessory to Powercrime, and incarcerated in Alcatraz. Their body settled more or less permanently into male form, and the Whimsys fell into a depression broken only by their successful publication of a syndicated sexual advice column (“For Whimsy’s Sake”). Scientists working at the prison were unable to synthesize orgone energy (to the dismay of marketing executives everywhere) and the future looked increasingly grim until the prison suffered a mass breakout. It didn’t take Steve long to sneak into the women’s cell block. Amid the chaos of the riot, Eve’N Steven found a happy medium once more.

Appearance: Steven and Eve Whimsy were a pretty blond couple with a well-used gym membership. Slender and trim, their features melded together so that Eve’N Steven can pass for either one with the help of the right clothing. When a hermaphrodite, Eve’N Steven works hard to preserve gender ambiguity. Wearing a dress too often or being too “butch” prompts a gender switch, which is bad. Instead, the Whimsys will dress in gender neutral styles or mix and match, just to keep people guessing. Eve has green eyes and Steve blue; by checking their own eyes in a mirror the Whimsys can usually tell when they are starting to slip out of balance. When Steve’s body starts to dominate he grows a couple of inches taller, adds some body mass, and needs to shave his face. Conversely, when Eve takes over she loses a couple of inches, gets a more slender waist and more pronounced breasts. The transformation from one state to the other can take weeks, causing a slow evolution of sexual characteristics.

Eve’N Steven in Play: Decisions Eve and Steve made long ago have led them to become sexual predators. Unable to love anyone but each other, they now use their talents to secure a steady supply of safe sex. On their own, the Whimsys will move into town and pick a high class hotel to be their temporary base of operations. By picking pockets, flirting with wealthy business travelers, and accepting expensive gifts for later resale, Eve and Steve can live a more or less comfortable life as a grifter. Inevitably a slip-up causes their body to shift out of balance. If none of their current romantic marks seem safe enough for actual sex they will have to secure an expensive prostitute. Eve and Steve don’t linger for pillow talk; since the shift to hermaphrodite is rather jarring, they often end up throwing on clothes and sneaking out the bathroom window.

The orgone energy which transformed the Whimsys in the first place makes them very persuasive. Moreover, their rampant life force heals almost any injury as fast as it is inflicted. This has saved the Whimsys more than once, especially when they find themselves working for Power criminals. An evil mastermind is an almost perfect boss for Eve and Steve, provided he plans ahead. The secret lair has to either be close to a large population center (so the Whimsys can troll for victims) or else he has to build a sexually active and gender balanced team (leaving Eve and Steve to do the dirty work of actual seduction). While the Whimsys are certainly not a powerhouse in villain terms, they can infiltrate any mundane facility and use their persuasive powers to smooth the way for whatever caper the boss has in mind.

Eve’N Steven uses Villainous Surge to flee the scene. They can also use Extra Effort and VP to gain Mind Control as an Extra on their Super-Charisma, if this is what it takes to get their way. Otherwise, they are usually spending VP to raise their Defense or to avoid Stun effects.

Quote: “I’m actually a Libra *and* a Gemini. It’s a very interesting story.”

Foo Fighter

The Foo Fighter: PL 11 Villain (172 pp); Init +9; Spd 60 ft (run), 30 ft (leap); Defense 26 (+7 base, +5 dex, +4 super-dex); BAB +7; Atk +13 or +11/+11 melee (+2S unarmed strike), +12 ranged; SV Dmg +2/+9 Evasion, Fort +2, Ref +9, Will +3; Str 14, Dex 20, Con 14, Int 20, Wis 16, Cha 10.

Skills: Acrobatics 4/+13, Balance 4/+13, Bluff 4/+4, Climb 4/+6, Computers 4/+9, Concentration 4/+7, Escape Artist 4/+13, Hide 4/+13, Intimidate 6/+6, Medicine 4/+7, Move Silently 4/+13, Sense Motive 6/+9 (26 pp)

Feats: Assessment, Attack Finesse, Attack Focus (unarmed), Blind-fight, Darkvision, Dodge, Evasion, Expertise, Improved Disarm, Improved Grapple, Improved Initiative, Indomitable Will, Improved Trip, Move-By Attack, Power Attack, Psychic Awareness, Quick Draw, Rapid Strike, Slippery Eel x2 (Foo Fighter can make an Escape Artist check in 2 rounds), Startle, Stunning Attack, Surprise Strike, Trance, True Sight, Villainous Surge, Whirlwind Attack (52 pp)

Powers: Mental Protection +10 (Source: Alien; Cost: 1; Total: 10 pp), Running +3 (Source: Training; Extras: Leaping; Cost: 2; Total: 6 pp), Super-Dexterity +4 (Source: Training; Cost: 4; Total: 12 pp), Telepathy +5 (Source: Alien; Extras: Group Link; Cost: 3; Total: 15 pp)

Weakness: Disturbing, Unlucky (-20 pp)

The Foo Fighter created by Gail Windsor



In 1977 a flying saucer was caught on Chinese radar and several jet aircraft were sent to intercept. While they quickly began to lose instrumentation and suffer from inexplicable fuel loss, one of the pilots did manage to target the UFO with a missile. The alien craft struggled against gravity for long minutes until one of the crew fled in an escape pod (see the Mysterious Mime) and the other finally crashed into the mountain peaks of Tibet.

There, the survivor was welcomed by ancient monks of Agartha. Trapped and unable to return home or even communicate with his own race, the mysterious alien made the best of his predicament. At first he continued to pursue his mandate of experimentation, but after the dissection of several yak and the creation of a large crop circle in the stubborn mountain grasses, his Agarthan masters took matters into their own hands. Using their own considerable mystic powers, they isolated the alien and began a subtle indoctrination into their own ways.

This was not as good as it sounds, as the Agarthan masters have always been inimical to mankind, considering themselves the true masters of the world. In their temple fortress they converted the alien to their philosophy, and eventually began to instruct him in their potent fighting techniques. As the years passed, the small gray humanoid became a nearly unstoppable combatant, though his mind always remained inscrutable even to his masters.

Over a decade ago, in the wake of a failed scheme for global domination, the Agarthan masters suffered a nearly complete destruction of their temple at the hands of veteran Powers. In the aftermath of the attack, the Grey left for the West. He traveled the world for years, abducting people, mutilating cattle, following FBI investigators and generally doing the sort of inscrutable things Grey aliens do, except that he did them in a kung fu uniform. Eventually, a pair of persistent and clever agents caught up to him and he was sent to a holding cell in Alcatraz for further study.

There he remained until the escape. His current whereabouts are unknown.

Appearance: The Foo Fighter is a Grey in a black martial arts uniform. Slightly smaller and much more slender than a human being, his bulbous head is dominated by two large black orbs and a small mouth shaped like an upside down V. Faint mottled patterns can be distinguished on his exposed flesh. His hands are long and frail in appearance, and he wears simple sandals on his oddly proportioned feet. His uniform, of simple black cotton, is secured with a black belt. There is a kind of stillness about him even when he moves, and battles with him are ballets punctuated by instants of blinding speed.

The Foo Fighter in Play: While the Foo Fighter would seem to be relative lightweight when it comes to laying his opponents out in battle, it must be noted that he has many other options available to him. He can disarm foes, throw them to the ground, grapple them for use as human shields, or stun them. Power Attack allows him to increase his damage to +7 by lowering his Defense to 21 and if he can succeed in an Intimidate check vs. the target's Will save,

he can use Surprise Strike for another +6 to damage (for a maximum of +13). With proper use of Move-By attack and Villain Surge he can strike and run, avoiding many foes.

Quote: The Foo Fighter does not speak.

Infection

Brian Sanders, Infection: PL 13 Villain (201 pp); Init +1; Spd 30 ft (run); Defense 21 (+10 base, +1 dex); BAB +10, +11 melee (+1S unarmed strike or DC 20 Drain), +11 ranged (improvised weapon); SV Dmg +1 (+15 absorption), Fort +1, Ref +1, Will +1; Str 12, Dex 13, Con 12, Int 12, Wis 12, Cha 12 (63 pp)

Skills: Hide 15/+16, Spot 11/+12, Move Silently 6/+7 (16 pp)

Feats: Attack Focus (Drain), Power Immunity, Immunity (critical hits), Move-By Attack, Rapid Strike, Villainous Surge (12 pp)

Powers: Absorption +15 (Physical attacks, Healing) (*Source:* Mutation; *Extras:* Both Types; *Cost* 4; *Total:* 60 pp), Drain +10 (Strength) (*Source:* Mutation; *Extras:* Contagious, Slow Recovery x2, Delay; *Cost:* 6; *Total:* 60 pp) (120 pp)

Weakness: Disturbing (-10 pp)

Infection created by China Star



Brian Sanders was your average college student, just starting out, until fate intervened. One of the doctors on campus was unscrupulous, to say the least, and recruited several students looking for income into his service. At first they were just lab assistants, or so they thought. In reality, Doctor Albright was exposing his young lab rats to radiation and chemicals to measure their reactions. They were minor doses at first, and when the students started to complain of feeling ill, the doctor called each of them individually into his lab. Brian was the last.

He was assaulted by sleeping gas and rendered unconscious. When he came to, the young man was strapped to a slab and a heap of dead bodies were stacked in the corner of the chamber. Hooked up to an IV, Brian had a very bad feeling about what was going on — even more so once a glowing blue liquid was pushed into his system. Oh, and it burned. The pain... it was unbearable! Brian doesn't exactly remember what happened next. He isn't sure if he was delirious or if things went as he thought they did. He *does* remember standing over Albright's dead body with blood on his own hands, then fleeing into the sewers.

There Brian hid for several months, feeding off the rats and anything semi-edible that came his way. His anger festered. He read the papers that made their way down into the sewers. He was furious to find that he was blamed for Dr. Albright's death, and the death of the other assistants! He was the victim here... not them! Brian might have remained in the sewers longer, but he stumbled across an insect organism which was sharing the underground tunnels with him. The Entity nearly killed him, but not quite, and Brian fled to the surface in order to warn the authorities. The Hollywood All-Stars not only rounded up the Entity, they also tracked Brian to his sewer tunnel and drug him back up to the light. With his sickly appearance and suspicious past, he was quickly branded a Power criminal. He was charged with several counts of murder, but his lawyers managed to arrange a plea with the government when Brian agreed to cooperate with disease warfare research. He hated this arrangement, and always maintained his innocence, so when the prison break occurred he made a run for it.

Appearance: Infection is a bitter looking young man, his skin gray and pallid. His red-rimmed eyes are swollen in his sunken face, and he looks like he hasn't slept in ages. He is gaunt and all sinew, with little muscle, brittle in appearance. With no job or prospects, always on the run, Brian is probably dressed in whatever castoffs he can find or steal from people slower than he is.

Infection in Play: Brian Sanders is a carrier for an astoundingly effective disease which saps the strength of virtually anyone he touches. Targets must succeed in a DC 20 Fort save or have their Strength bonus reduced by 10. The drained points return at a rate of one every hour. Characters without Super-Strength will lose regular Strength instead. Characters reduced to Strength 0 fall unconscious. While Strength cannot go below 0, any additional drained Strength will increase the amount of time it takes to recover consciousness. Note that Infection's Drain can

accumulate — touching the same target more than once can incapacitate even the strongest of Powers. For example: Binary has Str 12 and is struck twice by Infection's Drain power. Her Strength of 12 would be reduced to -8. Since she recovers 1 point of Strength bonus every hour, she will be unconscious for at least 8 hours, after which her Strength will still be at 0. An hour later she will have a Strength 1 and she will be awake. Characters who have Immunity (disease) are not affected by Infection's Drain. His Drain is contagious, which means that if anyone touches Binary during the 20 hours which she is affected, that person must also make a DC 20 Fort save or suffer the Drain.

Infection's Absorption is actually higher than his PL would normally allow. This is not uncommon in focused villains who have one or two powers at dangerous levels (and little else). This makes Infection ideal as a henchman villain, one of a large number of recruits serving a mastermind. With few other courses of action open to him, Brian would be hard pressed to resist such an offer, especially if it included health insurance. He has no more of a grudge against the All-Stars than he does against anyone else, and finds their current plight amusing in a sick little way. He'd like to prove his innocence, but that would take resources he doesn't have, so instead he just insists on it to anyone who will listen.

After all he has been through, Infection is bitter and twisted, and he does like to see people suffer. Left to his own devices, he will hide and skulk in the shadows, sending out the helpless to infect others with his sickness. He watches with a smile. He doesn't like direct confrontation, but he enjoys the thought of attacking a small group of Powers, infecting all of them, and watching them suffer like he has.

Quote: "Oh... you don't look so good. Perhaps you should lay down!"

Jack Knife

James Jarvis, Jack Knife: PL 12 (180 pp); Init +10; Spd 30 ft. (run); Defense 28 (+8 base, +4 dex, +6 Super-Dex); BAB +10; Atk +15 melee (+8L penetrating x2 knife) or +14 melee (+3S unarmed strike), +15 or +13/+13 or +11/+11/+11 ranged (+5L penetrating x2 thrown knife); SV Dmg +6/+16 Evasion (+5 armor), Fort +4, Ref +16, Will +2; Str 16, Dex 18, Con 18, Int 13, Wis 14, Cha 12 (77 pp)

Skills: Acrobatics 1/+11, Balance 1/+11, Bluff 1/+2, Craft (Knives) 1/+2, Drive 1/+11, Hide 1/+11, Intimidate 3/+4, Move Silently 1/+11, Sleight of Hand 1/+11, Taunt 3/+4 (7 pp)

Feats: Accurate Attack, Attack Finesse, Attack Focus (armed), Dodge, Evasion, Expertise, Improved Critical (Knife), Lightning Reflexes, Point Blank Shot, Power Attack, Precise Shot, Quick Draw, Rapid Shot, Surprise Strike, Multishot, Penetrating Attack x2 (Knife), Toughness (36 pp)

Powers: Amazing Save (Reflexes) +4 (*Source:* Training, *Cost:* 1; *Total:* 4 pp), Combat-Sense +4 (*Source:* Training; *Cost:* 1; *Total:* 4 pp), Deflection +5 (*Stunt:* Catch; *Flaw:* Limited — Thrown Attacks or Powers Only; *Source:* Training; *Cost:* 1+2; *Total:* 7 pp), Super-Dexterity +6 (*Source:* Training; *Cost:* 4; *Total:* 24 pp) (39 pp)

Equipment: Armored costume (+5 Armor; *Extra:* Impervious; *Cost:* 2; *Total:* 10 pp), Knives (+5 lethal ranged Weapon; *Extras:* Autofire, Extra Weapons — Jack always carries a very large number of knives on his person and can only be truly disarmed once he is helpless, Melee; *Stunt:* Snare; *Cost:* 4+1; *Total:* 21 pp) (31 pp)

Weakness: Berserk (-10 pp)

Jack Knife created by the Hanged Man



James "Jack" Jarvis was born in the South Side neighborhood of Crucible City, the only son of an abusive drug-dealing father and a meek, defenseless mother. His childhood was hellish, culminating one terrible night when his mother was accidentally killed by his father in a drunken rage. Jack responded by grabbing one of the kitchen knives and stabbing his father to death. He was put in a number of correctional and foster homes over the span of his adolescence, growing more and more detached from his peers and more and more fascinated with blades. He ended up running away from a foster family when he was 16, taking to the streets of Chicago.

Jack joined a low-ranked gangster's organization as hired muscle shortly after this, shaking down store owners and hijacking cigarette trucks before graduating to murder-for-hire. His incredible talent with knives only grew with time and experience, a skill that he began to sell to any and everyone with the right reward. Typically this was an exorbitant sum of money, but he's also accepted jobs in exchange for various favors or merely the promise of a

challenging hunt. Eventually, he made a name for himself by killing a troublesome Power vigilante on behalf of the Golden Don. Firmly established as one of the East Coast's deadliest costumed killers, he was nonetheless captured when he fell from a rooftop onto the hood of a police car in the wake of a battle with a mysterious New Jersey vigilante. Although he had already improvised and hidden several lethal knives in preparation for escape, he decided to accept the federal amnesty offer of a Chain Gang. Outfitted with new weapons, he helped defend the Earth from an interdimensional invader and his record was wiped clean. He has already begun soliciting jobs, demonstrating that he is once again able and willing to stick one of his trademark "jack knives" in anybody worth the price.

Appearance: Jack Knife is a slim but fit man around six feet tall. He is dressed in a black spandex bodysuit with a design like multiple, jagged slashes crisscrossing his body. Fingerless gauntlets are worn over his forearms, both bearing sheaths for multiple miniature blades. A belt around his waist serves a similar purpose, holding at least a dozen knives of varying sizes and styles. He wears a pair of black leather boots over his feet. His cowl is open in the front to display his pale, sharp-nosed visage. He typically sports a pair of mirrored sunglasses over his eyes and a smirk on his lips.

Jack Knife in Play: Jack Knife is utterly amoral, having long since given up on notions such as pity, compassion, or justice. He believes absolutely that everyone is out for themselves, so why should he be any different? The only thing that keeps him going is the thrill of killing and the brief pleasure he can take in displaying his superior skill with a blade. In other words, he's an out-and-out sociopath.

Jack respects no creeds, no authority, and no allegiance. As a result, he has a habit of speaking his twisted mind on any subject to anyone — even if doing so can get him in trouble. This lack of self-control can carry over into his work, as well. Many is the time Jack Knife has gotten annoyed by a target and made a bloody example of both them and anyone in the vicinity. This has earned him a reputation as a "sloppy" assassin; not that anyone says this to his face.

The one psychological foothold that may remain in Jack's mind is the memory of killing his father after the death of Jack's beloved mother. Individuals who bring this memory to his mind may be able to calm him — or otherwise utilize the trauma to their own advantage and Jack's downfall. Attempting to do so is a bit tricky, though, as one never truly knows how Jack may react.

Jack Knife is a relatively fragile villain compared to most Powers, a fact he is well aware of. While he has invested in some armor for his costume, he knows better than to go head-to-head with people who can throw buses as if they were barroom chairs. Therefore, if and when he is faced with evidently superhuman foes, he will resort to sneaking, hiding, and ultimately trying to ambush his target (Jack's Surprise Strike gives him a +6 damage bonus). He will also remain constantly in motion, trying to keep his foe confused as to his location if at all possible. If he's badly hurt by a hero, his first instinct will be flight; he has no pride about escaping harm if it means he can get cold revenge later. Jack's MO does not include "gadget knives," but he can definitely use Extra Effort and VP to simulate his incredible skill. An attack with Trigger is good for holding hostages, and he can throw a knife when no one is looking using the Subtle Extra. A slash to nerve centers might cause Paralysis, while a leg cut could be represented with Slow.

If faced with less dangerous targets, Jack tends to be very straightforward, confronting his target and any security they may have rather directly. He enjoys the thrill of mowing down panicked bodyguards, cops, or security guards with a handful of blades. He can be very creative when eliminating targets, taking his time with them if they annoy him or he's been told to make an example of them.

Quote: "Mess with me and you're walking the razor's edge."

Moe Mentum

Murray Wolowski, Moe Mentum: PL 12 Villain (180 pp); Init +15; Spd 130 ft (run), 60,509 mph (super-run); Defense 35 (+10 base, +5 dex, +10 super-speed); BAB +7; Atk +12 or +10/+10 melee (+12S Mach One Punch), +12 ranged (improvised weapon); SV Dmg +3/+15 Evasion, +3 Fort, +15 Ref, +1 Will; Str 14, Dex 20, Con 16, Int 10, Wis 12, Cha 14. (67 pp)

Skills: Bluff 2/+4, Drive 2/+17, Escape Artist 4/+19, Profession (cable guy) 4/+5, Repair 4/+4, Sleight of Hand 2/+17, Taunt 4/+6 (11 pp)

Feats: Attack Finesse, Dodge, Evasion, Expertise, Instant Stand, Move-by Attack, Quick Draw, Rapid Strike, Whirlwind Disarm (18 pp)

Powers: Super-Speed +10 (*Source:* Mystical; *Extras:* Mach One Punch, Super-Dexterity—Dex skills only; *Stunts:* Wall Run, Water Run; *Cost:* 8+4; *Total:* 84 pp)

Moe Mentum created by Gail Windsor



Known as “the working class speedster,” Moe Mentum earned his powers when he freed a techno-genie from a cursed cable box. He was granted three wishes, and after getting a “million bucks” (the antlers were very handsome; it really was an honest mistake) and for a glass of beer “whenever he wanted one”, he wished that he could finish a whole day’s work “like that!” The genie answered his request with the power of super-speed, and Moe can indeed perform a whole day’s work in less than thirty seconds (not counting beer breaks).

Moe actually kept his powers a secret for some time, finding his new life of luxury to be a pretty good one. He could spend the day at the bar playing pool or talking shop with his pals and still get his whole caseload finished on time. Christmas shopping was a snap and if his wife had a little trouble adjusting when bedtime rolled around, well, that just meant he’d have to get more practice in. But soon Power criminals began to come knocking on Moe’s door with very lucrative offers and his greed kicked in. After all, he could run to Paris, London or Tokyo to buy his wife a present, but he couldn’t afford such things! Money led to more travel and pretty soon he had *girlfriends* in Paris, London and Tokyo. His wife, being no idiot, found out the truth and left. Moe took it in stride (so to speak); the money and the girls helped a lot.

The secret to Moe’s success was always his lack of pretentious behavior. He didn’t try to bite off more than he could chew, he never wore a funny costume, and he had a working man’s frankness that even world conquering tyrants could not ignore. In between crimes he was always busting up the room with some raunchy joke. Masterminds liked him because he acted as a sort of self-appointed sergeant, keeping the other soldiers amused and passing morale or supply problems on to the boss in private.

No stranger to the inside of a jail cell, Moe has done time before and expects to do so again. He’s never killed anyone and always behaved himself in prison, so his sentences are relatively light and he is good at making lucrative “arrangements” with his parole officers. He was offered the chance to join a Chain Gang and worked well under a heroic “handler” who died halfway through the mission. While some of the Gang walked away, Moe led the others to complete the task. He was granted a full amnesty for past crimes and currently enjoys a clean record. It’s unlikely to last.

Appearance: Moe is a man of modest height but padded girth; his beer belly is well developed. (Since his powers are entirely mystical in nature, he doesn’t have the increased metabolism that is standard issue for modern speedsters.) He wears old jeans and t-shirts unless the boss is really formal, in which case he changes to new jeans and t-shirts without a logo. (“Moe Knows” being his favorite.) He keeps his brown hair cut short but tends to grow a beard in winter to keep his face warm.

Moe Mentum in Play: Moe’s powers are pretty typical for a speedster. He can run over water and up walls, so he can reach just about anywhere on the Earth in a matter of minutes. If he wants to leave a confrontation it’s hard to stop him. With his couch potato appearance and humble demeanor, he’s good at slipping into a crowd and avoiding attention. While he doesn’t consider combat to be his speciality, his speed makes him almost impossible to hit and he throws a respectable punch. He much prefers to snatch whatever the boss is after and head for the hills.

Moe also has the power to summon a glass of beer with a half action. Truth be told, he's seldom without one. This has not been listed on his character sheet as a power, but if the sudden appearance of a glass of beer is just what Moe needs, he can simulate it as Extra Effort on his Super-Speed (spending a VP to avoid the fatigue). Moe also uses his VP to get the Incorporeal Extra on his Super-Speed, allowing him to vibrate through most barriers. He can add the Autofire Extra to his Mach One punch, especially if his opponent is fairly easy to hit.

Nearly all Power criminals with a little experience will know about Moe Mentum, and he makes a good contact for recruiters. He seems to have worked with everyone over the years, though they won't necessarily do him any favors. Masterminds seek him out for his amiable demeanor and reasonable demands. While no planner, he tends to get along with most people, and he's smart enough to avoid those who just can't handle his down to earth attitude.

Quote: "Hey, look! It's *BJ and the Bear*! I loved this show."

Mourner

The Mourner: PL 18 Villain (280 pp); Init +2; Spd 30 ft (run); Defense (+6 base, +2 dex); BAB +12; Atk +17 melee (+17S unarmed strike or DC 22 Con Drain), +14 ranged (improvised weapon); SV Dmg +11 (+6 protection), Fort +11, Ref +2, Will +15; Str 20, Dex 14, Con 20, Int 14, Wis 16, Cha 16 (88 pp)

Skills: Concentration 0/+15, Hide 6/+8, Intimidate 12/+21, Listen 0/+15, Move Silently 6/+8, Sense Motive 0/+15, Spot 0/+15 (12 pp)

Feats: Assessment, Choke Hold, Darkvision, Detect (superhuman characters with a Mutation or Psionic source), Durability, Human Shield (the Mourner retains his Dodge bonus while grappling and gains an additional +4 Defense bonus against foes he is not grappling), Immunity (aging, disease, exhaustion, poison, starvation, suffocation), Improved Grapple, Infamy, Into Thin Air (the Mourner's body is never recovered after his apparent death), Power Immunity, Psychic Awareness, See Invisibility, Startle, Surprise Strike (40 pp)

Powers: Drain +6 (*Source:* Mystical; *Extras:* Duration, Slow Recovery; *Stunts:* Penetrating x3; *Flaw:* One Attribute—Constitution; *Cost:* 3+6; *Total:* 24), Super-Strength +12 (*Source:* Mystical; *Extras:* Intimidating Presence +6, Protection +6, Super-Charisma +6, Super-Constitution, Super-Wisdom; *Cost:* 9+18; *Total:* 126 pp) (150 pp)

Weakness: Disturbing (-10 pp)

The Mourner created by Gail Windsor



According to the testimony of mystic experts, the Mourner is an incarnation of the spirit of Grief. His appearances are always linked to death, usually the death of someone important in the public consciousness but sometimes a seemingly ordinary person who lived a special life. Occasionally the Mourner arrives after the death has occurred; his first appearance was an encounter of this sort and it is what earned him his name. But usually he seems willing to cause the death which he wishes to mourn for, and it is this activity which has made him one of the most notorious Powers in modern history.

The Mourner has stated that he respects and even loves the heroes he battles, but that "a mighty hero deserves a mighty death" — a death he will grant. He considers his single-minded murder of a hero to be a good thing, as it ensures that the hero dies gloriously and in a way which will be remembered for all time. (To some extent, this is true. Teen Machine member Rush, for example, would likely have remained 'just another Power' if it had not been for the fact that he was killed by the Mourner.) Inevitably other heroes come to the defense of the Mourner's chosen victim, leading to a cataclysmic battle. There are few heroes alive today who can survive a direct encounter with the Mourner; it usually takes an entire team to drive him off and even then casualties can result.

In the past, the Mourner has been defeated but never captured. His body has always been lost or has even vanished before the eyes of witnesses, apparently returning to whatever netherworld he came from. In early 2001 however, after the mass disappearance of many heroes and villains from around the world, the Mourner turned himself in to authorities claiming there was "no one worth grieving for." He put up no resistance as he was tried for multiple counts of murder and sentenced to molecular disintegration.

While on death row, the Mourner began to show a new interest in current events. New heroes were being born and he began to collect newspaper clippings to decorate his cell. Psychologists were studying his behavior in an

effort to appraise his threat level when the riot broke out. Nothing could stop the Mourner from emerging from the ashes of Alcatraz prison and he was last seen heading east.

Appearance: The Mourner looks human, but only barely. Like the Scissor Man and other supernatural entities, he has an exaggerated aura of menace which surrounds him constantly, marking him as something terrifying and strange. He always wears funeral clothing, though the details differ. His skin is ashen gray and his hair is white. His stony visage never smiles, and he speaks only in a gravelly tone that vibrates with inhuman power.

The Mourner in Play: When the Mourner appears, someone is going to die. This is so much a part of the character's theme that GMs should not use him if all players involved are not prepared for death. The primary method the Mourner takes to ensure this death is his life-draining touch, which is a +6 Constitution Drain resisted by a DC 22 Fort save. The Duration Extra on this "death touch" forces the target to make a new save every round the Mourner keeps in contact and spends a half-action. Improved Grapple, Human Shield, and Choke Hold can be combined with the death touch and heroes without teammates to come to their rescue may very well perish. The Mourner saves his Startle feat for use on heroes whom he selects for the death touch. If thwarted, he can use Startle and Surprise Strike for a devastating +26 unarmed strike. He is immune to small arms, such as those wielded by mundane law enforcement agencies, but can be slowed by high-end Powers. Like many other villains who face multiple heroes at once, the Mourner uses his stock of VP to raise his Defense or avoid a stunned condition.

Because the Mourner has no movement powers, he has to take his victims by surprise. If his initial attack misses and the hero flees (or reinforcements show up) the Mourner must also vanish, to reappear around a corner or after the mark has retreated to a private locale. The Mourner *can* be thwarted; he has been sent away without his victim on a handful of occasions. Sometimes it turns out he wasn't after the hero at all but was only present to attend the funeral of a famous person. Once defeated he seems to leave a hero well enough alone, but on one occasion his victim died the next day in a freak accident with a workout machine. The Mourner showed up to the funeral but avoided other heroes without saying "I told you so."

The Mourner lends himself to mystical plots, especially since he has never targeted a magical character for death. Mystical heroes will instead find themselves in the role of guardian, trying to find out who the Mourner is after and how to protect the chosen soul.

Quote: "Ashes to ashes. Dust to dust."

Mysterious Mime

The Mysterious Mime: PL 10 Villain (150 pp); Init +5; Spd 30 ft (run), 30 ft (teleport); Defense 23 (+8 base, +5 dex); BAB +4; Atk +9 melee (+0S unarmed strike), +9 ranged (+10 Telekinesis or Snare); SV Dmg +4/+5 Evasion, Fort +4, Ref +5, Will +3; Str 10, Dex 20, Con 18, Int 16, Wis 16, Cha 16 (64 pp)

Skills: Computers 2/+5, Perform (Mime) 1/+4, Pilot 4/+9, Profession (Space Explorer) 3/+6, Repair 6/+11, Science (FTL Theory) 4/+9, Sleight of Hand 2/+7 (11 pp)

Feats: Ambidexterity, Attack Finesse, Dodge, Evasion, Point Blank Shot (10 pp)

Powers: Amazing Save +7 (Will) (Source: Alien; Cost: 1; Total: 7 pp), Telekinesis +10 (Source: Alien; Extra: Protection, Removable, Snare, Subtle; Cost: 6; Total: 60 pp), Teleport +3 (Source: Alien; Stunt: Blink; Cost: 2+2; Total: 8 pp) (75 pp)

Weakness: Disability (Mute, uncommunicative. The Mysterious Mime is physically unable to comprehend or be comprehended in any but the most basic ways. He can never buy any human Language skill, and even his gestures can only imperfectly transmit basic ideas.) (-10 pp)

The Mysterious Mime created by Manitou



When an alien spacecraft was shot down over China (see the Foo Fighter) there were two survivors. While one was accepted into a secretive temple in the Himalayas, a life pod containing the other crashed in the south of France, where it was discovered by a dispirited troupe of circus performers. While down on their luck, the plucky acrobats, freaks, and clowns refused to give the diminutive alien over to the black-clad authority figures who arrived later.

Instead, seeking not only to find a method of communication but also hoping to make the extra-terrestrial a contributing member of the circus, they trained their new family member in the hallowed tradition of pantomime. He traveled with the company for many years, but when the circus happened to discover that the alien spacecraft was still intact and held by a secretive government agency, it was time for the Mysterious Mime to walk his own path (probably into a very stiff wind).

The Mysterious Mime is an alien, a stereotypical Grey in whiteface and a black leotard. He never speaks, and his powers seem to be based around his physical gestures. Telepathy is useless against him, as his language is unlike any known and seems to baffle even high-tech translators. He comes and goes without warning or pattern. The best deduction so far is that he is trying to repair his ship, wherever it is, based on his thefts from aerospace firms. But this does not explain break-ins at meatpackers, toy stores, and the occasional flower shop. Possibly the oddest part of this whole business is his apparent attempt to pay for what he has stolen with assemblages of wire, meat, and found art.

When he slipped into the top secret government installation where his ship was held, the Mysterious Mime was captured. He was sent to Alcatraz where his unique telekinetic gifts could be studied. His silent dramatics failed to find a receptive audience among the hardened criminals and megalomaniacs of the Power prison, and no attempt at communication was successful. When the prison riot resulted in the opening of his cell, the Mysterious Mime spent several minutes acting out an elaborate escape involving lock picks, rubber bands, and a saw concealed in his shoe before finally slipping off into the night.

Appearance: Roughly 4'11" tall and slender, with a bulbous head and big dark eyes over a tiny mouth and almost nonexistent nose, the Mysterious Mime looks like a stereotypical UFO alien. However, he wears a spacesuit consisting of black tights and red and white striped top. Some sort of white cream, possibly sunscreen, is rubbed over most of his face.

The Mysterious Mime in Play: The Mysterious Mime isn't out to hurt anyone, but his utter lack of understanding of Terran culture means that he commits a lot of crimes against property without realizing what he's doing is wrong. He has no idea what Earthlings intend to do at any given time, and it's no easier for humans to predict his own behavior. Bizarre and alien (in most senses of the word), the Mysterious Mime will sometimes make sense, but not often enough for anyone to figure out. He is not an efficient adversary, but he may give heroes pause. Should they be attacking him or helping him? When heroes attempt to help the Mysterious Mime, he often interprets this as an attack, and the strangest things can frighten or anger him. Fortunately, his abilities are not directly dangerous, but if his telekinesis blows someone off an overpass....

If confronted, the Mysterious Mime will attempt to wall off any attackers in invisible boxes of force (Snare) and go on with whatever he was doing, or blow them away with nonexistent wind (Telekinesis). If approached too closely, he will start to flicker, using his Teleportation Blink (this increases his Defense by +3 against one attack each round). Once he has what he wants, the Mysterious Mime will remove all invisible obstructions he has placed and teleport away at a sprint, often by stepping through invisible doors.

To increase the power of the Mysterious Mime, add Nullify (i.e. zipping lips, tying together legs, etc) as an Extra to his Telekinesis and raise its rank to his new PL. Also, give him a Vehicle to represent ongoing repairs to his ship. Once he becomes more familiar with human computer systems, his skills in this area will improve.

Quote: The Mysterious Mime, predictably, does not speak,

Nebulosa

Maria Gonzales, la Nebulosa: PL 10 Villain (150 pp); Init +4; Spd 30 ft (run), 60 ft (fly); Defense 19 (+5 base, +4 dex); BAB +5; Atk +9 melee (+1S unarmed strike or DC 16 dimensional travel), +9 ranged (improvised weapon); SV Dmg +2/+8 evasion, Fort +6, Ref +8, Will +8; Str 12, Dex 18, Con 14, Int 16, Wis 14, Cha 18 (57 pp)

Skills: Escape Artist 6/+10, Gather Information 4/+8, Hide 6/+10, Intimidate 6/+10, Listen 4/+6, Search 6/+9, Sleight of Hand 4/+8, Spot 4/+6 (20 pp)

Feats: Accurate Attack, Attack Finesse, Blind-fight, Dodge, Evasion, Identity Change, Iron Will (14 pp)

Powers: Amazing Save +4 (Fort, Ref, Will) (*Source:* Training; *Cost:* 3; *Total:* 12 pp)

Equipment: Cloak of Mystery (Dimensional Travel +6; *Source:* Mystical; *Extras:* Flight, Immunity +4 (cold, critical hits, starvation, suffocation), Incorporeal, Intimidating Presence, Obscure, Range—Touch, Selective—Partially Incorporeal, Subtle; *Stunts:* Power Immunity; *Flaw:* Device, One Dimension; *Cost* 7+5; *Total* 47 pp)



Maria Gonzales came to the United States as an infant, and when she grew up she worked alongside her mother as a maid in a posh hotel. It was there that she befriended a mysterious gentleman who gave her his card “if you’re ever in New York.” When her mother died after a long struggle with breast cancer, Maria felt at loose ends and decided to give the gentleman’s offer a try. Her life was forever changed.

It turned out that the man she had met was Talisman, a heroic Power who used his sorcerous skills to ward the Earth from menaces magical and mad. Maria found herself employed as his housekeeper and, while it wasn’t exactly the step up she had been hoping for, she was exposed to wondrous events that she would never have had the opportunity to see if she had remained in Detroit. She made more new friends and managed to survive a number of close calls with various demons, necromancers, and knife-wielding Victorians, until she was eventually abducted for sacrifice by an obscure South American cult. Maria found herself in the rather embarrassing position of lying on top of an altar, her only covering a sacred shroud, while her friends battled for her life overhead. To everyone’s surprise, she vanished.

The sacred shroud that covered Maria was, in fact, the Cloak of Mystery, an artifact tied to the bloodline of ancient priests. Maria turned out to be a descendant of this bloodline, and the Cloak reached out to her to forge a mystical connection. To inaugurate her into its powers, the Cloak whisked her away to the dark dimension bound to its warp and weft. To Maria, an eternity seemed to pass, during which she was surrounded by an infinite blackness. Her soul was shivered and her heart frozen. In our reality, only a few moments passed before Talisman rescued Maria from the Cloak, and although she was grateful for the rescue she could not hide her resentment and alienation. The simple housekeeper was gone forever. Now, Maria Gonzales was a Power in her own right.

She broke with her friends and went on her own, eventually forging a new identity as La Nebulosa (the Nebula). Her powers made her an excellent burglar and she began an elegant lifestyle, generally sticking to Central and South America where the Cloak seemed to be strongest. She stayed in five star hotels and negotiated jobs as a woman who controlled her own destiny. It took a cooperative effort on the part of six nations to apprehend her, and even then she was able to plea bargain her way down to a five year sentence in Alcatraz. She took advantage of the prison riot but without the Cloak she was powerless. The artifact had been returned to Talisman, who went missing at the end of 2001. She snuck into his empty mansion and, after a harrowing night fleeing malfunctioning mystical wards, managed to secure her birthright from a hidden closet and escape to stage a comeback.

Appearance: La Nebulosa is a sultry Mexican woman whose curves are tantalizingly concealed by the voluminous cloak which floats around her as if it had a will of its own. The cloak includes a deep hood, partly concealing a black oval mask she wears over her face, complete with painted smile. Black satin opera gloves and hip boots with prominent heels complete her outfit. On the rare occasions when the Cloak of Mystery is pulled aside, Nebulosa is revealed to be wearing a lace-up corset made of soft leather. Her hair is long, black, and silky to the touch. Her voice is a sensual south-of-the-border purr.

La Nebulosa in Play: Nebulosa doesn’t kill; that’s one of the things that distinguishes her from other Power criminals, and because this makes her less of a priority when it comes to law enforcement, she has survived longer than many other villains. When confronted with guards, police, or heroes, her first line of defense is Intimidating Presence. While her aura of fear is not terribly powerful, it is enough to frighten away ordinary people and unnerve many others. From her cloak creeping clouds of inky blackness flow, filling the area with darkness which she can see through easily. Hand to hand combat is inevitable, however, and Nebulosa is protected by her Cloak of Mystery. Anyone who touches her must succeed in a DC 16 Reflex save or fall into the Dark Dimension. She can also make this attack on her own, though she must hit and then the target again is allowed a save. Often she will ready an action to try and throw a foe into her Cloak as they attack her, giving her two chances in rapid succession (once with her readied action, once when they hit her). Whenever she is facing multiple foes, Nebulosa can thin the opposition quickly by using Extra Effort to get the Area Advantage on her Dimensional Travel. This forces everyone within 30 feet to succeed in the save or be sent to the Dark Dimension.

Individuals trapped in the Dark Dimension are overcome with spiritual emptiness and cold. Those with Immunity (cold) remain conscious, but it takes an HP for anyone else to act for just one round. Only powers with a

Mystical source function in the Dark Dimension, which has no geography or orientation, just endless blackness in all directions. No one in the Dark Dimension can suffocate, starve, or age. After about an hour, anything sent to the Dark Dimension by the Cloak of Mystery is summarily ejected, arriving either at the place where they were abducted from or, if she wishes it, popping out of Nebulosa's cloak itself.

Obviously, Nebulosa makes an excellent thief, floating into buildings while Incorporeal, materializing just enough of her hand to lift the object of her desire, and then floating back away. She can store things in the Cloak if necessary. The Subtle Extra means that it is not possible to tell that Nebulosa is Incorporeal just by looking at her, nor is it entirely clear what has happened to people she sends to the Dark Dimension. When bullets fail to harm her, it's hard to say if this is due to a force field of some sort, a natural resilience, or body armor. When attackers strike her, they have no idea that they are risking a trip to another dimension just by touching her. Of course, heroes learn fast, but police and security guards are more clueless, especially when Nebulosa strikes a target far from her usual hunting grounds.

Because of her obvious talents, Nebulosa has been recruited more than once by other Powers in need of minions. She is not averse to such arrangements, provided the terms are clear and she is properly rewarded. On the rare times when she has been caught, she has been quick to turn evidence against her former employers, a trait which endears her to the police. It is rumored that she has even worked for European intelligence services.

Quote: "You fear what you do not understand. Rightly so."

Peekaboo

Peekaboo: PL 10 Villain (158 pp); Init +2; Spd 30 ft; Defense 17 (+4 base, +2 dex, +1 shrinking); BAB +6; Atk +5 melee (+8S strike), +10 ranged (+10S energy blast or DC 20 dazzle, stun or suffocate or +10 telekinesis with grapple); SV Dmg -1, Fort -1, Ref +2, Will +8; Str 6, Dex 14, Con 8, Int 12, Wis 8, Cha 10 (24 pp)

Skills: Bluff 4/+4, Escape Artist 3/+4, Hide 4/+10, Intimidate 2/+2, Move Silently 2/+4, Taunt 4/+4, Spot 5/+4 (12 pp)

Feats: Attack Focus (Tklusion) (2 pp)

Powers: Amazing Save (Will) +9 (*Source:* Psionic Mutation; *Cost:* 1; *Total:* 9 pp), Shrinking +3 (*Source:* He's a kid; *Flaw:* Permanent; *Cost:* 1; *Total:* 3 pp), Tklusion +10 (Custom Power) (*Source:* Psionic Mutation; Tklusions are ultra-real illusions that combine the powers of Telekinesis and Illusion for a base cost of 3 pp; *Extras:* Area x2, Deflection, Energy Blast, Flight, Force Field, Grapple, Shapeable, Subtle; *Stunts:* Dazzle, Strike, Stun, Suffocate; *Flaws:* Peekaboo's powers do not work against people who have seen him with their own eyes in the last 24 hours, Peekaboo cannot use his powers in any way which would prevent him from being seen; *Cost:* 10+8; *Total:* 108 pp) (120 pp)

Peekaboo created by American Pride



Peekaboo is the orphan son of two Power villains believed to be dead. After he was orphaned, the government took him into protective custody. They weren't raising him to be a living weapon, as some might think; they were just trying to teach him the morals and values needed to use his powers responsibly. It didn't work. Even before the mass breakout, Peekaboo had made a habit out of finding his way out of the nursery at Alcatraz and fleeing to San Francisco, where he enjoyed using his powers to play games like Mutant Mushroom Attack, Zombie Attack, Dragon Attack... well, you get the idea. Only eight years old, he used the opportunity of the escape at the prison to go on an extended and unsupervised field trip. The feds are desperate to catch him, and are starting to worry what will happen when he hits puberty and starts coming up with really nasty ways to use his powers.

Appearance: Peekaboo is a rather ordinary child in appearance, but not quite as cute as others of his age and size. While at the prison he was dressed in children's wear purchased by his sitters and nurses, usually something bright and colorful. He has brown hair, dark eyes, and is a little overweight for his age.

Peekaboo in Play: Tklusions are illusions made solid via telekinesis. As such, they are impossible to disbelieve. You don't just *think* you're getting eaten by a movie monster; there are real bite marks there. The illusion of a hill

you're walking over pushes up at you with each step you take, making it as close to real as the real thing. Luckily, this potent combination has a serious flaw: anybody who has laid eyes on Peekaboo within the last 24 hours not only can't see his illusions, but can't be affected by his TK directly or indirectly — indicating this may be some sort of subconscious psionic limitation. The mushroom monster can pick you up and throw you across the street, but once you see Peekaboo, the giant mushroom vanishes from your sight and, even if others still see it, can't do anything to you, even by throwing things. For this reason, Peekaboo cannot use his Tklusions to hide himself, as he's seen himself within the last 24 hours. Let's hope he never decides to try keeping his eyes closed that long.

It's difficult to say what has happened to Peekaboo since the prison break. An eight year old child, regardless of his power level, can't survive on his own for very long. He may have adopted a family whom he controls through terror and psychic threat (perhaps with a cornfield out back). Peekaboo may not be able to use his powers on those who are near him, but those people usually have friends and loved ones that he *can* hurt from afar, and that's enough to get him anything he wants. He may come under the influence of a mastermind who can tap the child's full potential. Perhaps the best option is a mothering figure, a female power villain who can keep Peekaboo happy while using his powers for her own far-sighted goals.

Quote: “And today on PeekTV ... Giant Snowmen Attack!”

PopStarr

Bethany Starr, PopStarr: PL 9 Villain (138 pp); Init +4; Spd 30 ft (run); Defense 24 (+9 base, +5 dex); BAB +4; Atk +5 melee (+1S unarmed strike), +8 ranged (+6S sonic shriek or DC 18 Dazzle); SV Dmg +2, Fort +2, Ref +4, Will +1; Str 12, Dex 20, Con 14, Int 10, Wis 12, Cha 16 (54 pp)

Skills: Acrobatics 4/+9, Balance 4/+9, Bluff 4/+7, Diplomacy 2/+5, Disguise 4/+7, Drive 2/+7, Innuendo 4/+7, Perform (sing) 4/+7, Taunt 4/+8 (16 pp)

Feats: Attractive, Fame (4 pp)

Powers: Dazzle +8 (*Source:* Mutation; *Extra:* Burst; *Stunt:* Extra Sense—Hearing; *Cost:* 3+2; *Cost:* 26 pp), Luck +4 (*Source:* Training; *Cost:* 5; *Total:* 20 pp), Mind Control +6 (*Source:* Mutation; *Extras:* Area x2; *Stunt:* Mental Link; *Flaw:* One Command—Listen to me like a zombie! *Cost:* 3+2; *Total:* 20 pp) (66 pp)

Popstar created by Manitou



A one-hit wonder cast aside when her label picked up a much bigger girl group, Bethany Starr remained convinced she had talent. She didn't, her songs were written for her, and even her vocals were lightly massaged before release. But she felt, and still feels, that if only the world would hear her new songs they'd fall in love with her. Of course, being caught in the center of a pyrotechnics explosion on her last tour didn't help her sanity any, even if she gained uncanny powers from them. PopStarr's crimes range from impulsive theft of pretty items to reasonably well thought out attempts to get her music to an uncaring nation.

When she took over WHYY in Philadelphia (a classical music and news station) and used it to “expand her audience to a whole new generation” she was apprehended and sent to Alcatraz for psychiatric treatment. Starr proved very popular in the prison among the younger inmates and she cut a mournful new single (“Power Prison Blues”) that Vaudeville wrote for her. The riot proved to be fortuitous timing; now that she has escaped she is enjoying the hip aura of the performing artist-criminal and has been seen at several rap clubs in LA. Her old label is reputedly seeking her out, but she is considering forming her own underground “PowerCrime” imprint.

Appearance: Five foot nine of plastic nigh-perfection, Bethany has blonde hair, blue eyes, and the most outrageous ‘performing outfits’ that she can think of (think Vegas Showgirl).

PopStarr in Play: Bethany is not exactly stupid, but her mind isn't a muscle she exercises. When encountered, she's likely to be on a smash and grab. Her usual tactic is to try and overwhelm people with her voice before running for cover. She cannot use her Luck to add directly to her Defense (thanks to stacking limits) but she can use it to add to rolls to Hide, Move Silent, or blend in with the crowd.

To boost PopStarr's PL, give her some Amazing Save, a bit more kick to the Energy Blast, trade in Luck for Protection. She may actually be dangerous.

Quote: "Thank you! I love you all!"

Poseur

Bravery Addams, Poseur: PL 10 Villain (150 pp); Init +4; Spd 30 ft (run), 100 ft (fly); Defense 20 (+6 base, +4 dex); BAB +8; Atk +9 melee (+1S unarmed strike and +10L Energy Field), +12 ranged (+10L Energy Blast and DC 20 Dazzle); SV Dmg +3 (+10 Protection), Fort +3, Ref +4, Will +2; Str 12, Dex 18, Con 16, Int 14, Wis 14, Cha 10 (60 pp)

Skills: Handle Animal 4/+4, Hide 12/+16, Knowledge (Religion) 6/+8, Listen 6+8, Medicine 2/+4, Move Silently 6/+10, Profession (Farmer) 6/+8, Read Lips 4/+6, Spot 6/+8, Swim 2/+3 (27 pp)

Feats: Dodge, Immunity (Fire), Point Blank Shot (6 pp)

Powers: Corrosion +5 (Source: Mutation; Cost: 1; Total: 5 pp), Energy Field +10 (Source: Mutation; Extras: Dazzle, Energy Blast, Flight, Protection, Selective; Stunt: Power Immunity; Cost: 7+2; Total: 72 pp) (77 pp)

Weaknesses: Naive, Vulnerable (mental powers and coercion) (-20 pp)

Poseur created by Manitou



Bravery Addams is the son of an exceedingly devout family which belongs to the Sanctified Church of Ascendant Metaphysics (known to some as SCAM). This cult-like group professes the belief that Powers of all types — good and evil — are divine in nature. Bravery was homeschooled and taught proper values: respect, honor, duty, and a fear of Hell. This last got a lot of attention. The torments of Hell were explained to the Addams son every time he did something wrong. His parents scourged him, but only in his best interests. They taught him all they thought he needed to know to become an upstanding citizen — a penitent man before God and the superheroes.

Then he hit puberty. He was still a good boy, repressing his boiling inner emotions. It was wrong to lust, even over the barely dressed heroines in his holy books. Bravery scourged *himself*, then. Repression is not good for you, though, and one day he just boiled over, becoming one with the flame of his anger. He had become a Power of Fire. His parents were overjoyed, but they soon began to lecture him again. In response, he lit the house on fire, declaring that he would be as the villains were, a scourge on the earth. He even laughed in the proper villainous manner, as scripture said. He declared himself the antichrist, and so many other things, and he flew off to rob banks.

But when Bravery entered the real world, he discovered that it didn't match with what his parents had taught him. His first robbery was foiled by the bank's sprinkler system. He was horrified by the music people listened to, shocked by the clothes people wore. He so desperately wanted to be Bad, but didn't really know how. Nor did he have the guts to hurt anyone, which led to him being arrested in St. Louis and sentenced to a five year term in Alcatraz. By this time, though he had gone through a number of codenames including the Antipower, Hellfire, and the Burning, the press was calling him Poseur.

Bravery was almost happy to go to jail, as he thought it would toughen him up and make him a "hardened criminal." Instead, he was the laughing stock of the prison and had to be placed in solitary in order to protect him from his fellow inmates. The prison riot resulted in a wall of his cell collapsing into the sea, and he stared at this empty hole for long minutes before finally flying in confusion off into the night, bewildered by God's plan. Now an escaped con, Bravery has learned to wear black leather, studs, and chains. He got a tattoo on his back (where he couldn't see it being done) and has grown his hair shockingly long.

Appearance: Remember when Pat Boone dressed up in leather and spikes for his novelty heavy metal album? Poseur is like a younger version of that: Donny Osmond trying to be punk. He exudes such a whitebread aura that it is hard not to smirk when he comes on the scene. He's six feet tall, with sandy brown hair, blue eyes, and perfect teeth. His smile is so dazzling it could be a superhuman power. He's tanned, but still manages to visibly blush a lot.

Poseur in Play: Bravery Addams is comically naive. Actions taken by heroes shock him in their immorality (after all, he was raised to think of them as saints on earth). He will cackle madly, act evil, and then apologize profusely

when he almost hurts someone. The sight of a scantily-clad female Power makes him turn beet red and stammer about whores of Babylon. Many of his skills come from an upbringing in which he hid from people (who didn't offer him any comfort) in favor of the company of animals (who never lectured him). He's really trying to be a villain, but still has no clue what that actually means, beyond laughing maniacally and burning down a few sheds. He's also been browbeaten so long and so well (by his parents, authority figures, and other inmates of the prison) that he has no real defense against mental attacks. In fact, he loses his Will save against any serious coercion, even the mundane sort. He was once scolded out of a criminal acts by a little old woman in Buffalo.

When used in an encounter, Bravery will swoop down in what he thinks is a dramatically appropriate fashion, announce himself by his currently preferred codename (he once actually introduced himself as Poseur, and now practices for an hour before any caper), and then try to be really evil. For Bravery, this means firing his blasts in the vicinity of innocents, but never at them. He might use a stunning attack against a tough-looking hero (using Extra Effort and a VP to do so). He likes to use his Corrosion power to melt safe locks and the like. Once in a blue moon he may use a lethal attack against a hero known for their resilience, but this usually ends the encounter, as he flees at once and feels guilty for days on end. His righteous wrath might actually be roused if he saw harm done to animals, especially dogs or horses.

Quote: "You're facing the LORD OF HELLFIRE here! STOP LAUGHING!"

Primordius

Primordius: PL 15 Villain (225 pp); Init +9; Spd 30 ft (run), 100 ft (elasticity), 30 ft (swim); Defense 22 (+7 base, +5 dex); BAB +9; Atk +14 melee (+19S unarmed strike or +9 grapple), +14 ranged (improvised weapon); SV Dmg +11 (+10 protection), Fort +11, Ref +9, Will +1; Str 20, Dex 20, Con 20, Int 14, Wis 12, Cha 8 (75 pp)

Skills: Bluff 6/+8, Climb 4/+13, Hide 4/+13, Intimidate 6/+13, Listen 4/+5, Move Silently 6/+15, Spot 4/+5, Taunt 6/+13 (20 pp)

Feats: All-Around Sight, Ambidexterity, Amphibious, Durability, Great Fortitude, Human Shield (Primordius retains his Dodge bonus when he is grappling someone and gets a +4 defense bonus against foes he is not grappling), Immunities (aging, disease, exhaustion, starvation), Improved Pin, Instant Stand, Rapid Strike, Startle, Toughness (30 pp)

Powers: Alternate Form +10 (semisolid) (*Source:* Mutation; *Extras:* Regeneration, Regrowth; *Stunts:* Extra Limb; *Flaw:* Permanent; *Cost:* 6; *Total:* 62 pp), Super-Charisma +8 (*Source:* Mutation; *Flaw:* Not animals or blood relations; *Cost:* 1; *Total:* 8 pp), Super-Strength +4 (*Source:* Mutation; *Extras:* Super-Constitution, Super-Dexterity; *Cost:* 10; *Total:* 40 pp) (110 pp)

Weakness: Disturbing (-10 pp)

Primordius created by Gail Windsor



In the late 1980s Prince Primeval, the oldest human being on Earth and the self-proclaimed master of the race, became obsessed with fatherhood. While his offspring numbered in the millions, it had been thousands of years since he had sired children directly. Moreover, none of his many children had lived up to what he saw as their potential. Therefore, he decided to shape a child in his own image. As charismatic and powerful as Primeval was, he was no genius, and he could not overcome the technical challenges involved without help. He made contact with the recluse known as the G-Nome, whose manipulation of human genetics had already earned him a reputation as a diabolical genius. The dwarfish bio-engineer leapt at the chance to work with Primeval's alien-altered DNA.

Over the next several months the cloned body grew, and all indications were that the project would be a tremendous success. But on the fateful day when the tube was opened and Prince Primeval's genetic twin emerged from the birthing fluid, it soon became clear that something had gone terribly wrong. The clone's genetic structure was not stable. It possessed Primeval's instinctive ability to command the human race, but it possessed none of his actual humanity. The clone was an amorphous blob of bio-ooze animated by madness. There was a brief but vicious struggle in the lab before the shape-shifting creature found a drain and slid to the sea. Primeval was disgusted with the resulting creature and blamed the G-Nome for the failure, cutting all ties to the scientist and refusing to work

with him again. Soon after, the Prince discovered his descendant Primeva, whose sycophantic behavior seemed to satisfy his desire to be a father.

In the years to come Primordius — as the creature came to call himself — surfaced to battle Powers and work mischief. Imprinted with Primeval's deep-rooted belief in his own superiority to all of mankind, Primordius came to enjoy the fear his shapeless mass caused in ordinary people. He began to kill, not for meat or for defense, but out of sheer pleasure. Primordius's existence and activities came to the attention of Tribe Prime, descendants of Primeval who revered the Prince as a social revolutionary and philosopher. The Tribe monitored Primordius's movements, respecting him as the son of their king and seeing his murderous wanderings as a mysterious statement on life's true meaning. On a handful of occasions father and son came face to face; Primeval always disdained Primordius as a failed experiment and refused to acknowledge the clone as his son, a demonstration of filial love which Primordius craved. The clone was jealous of the affection lavished on Primeva, but for her part the "Princess Primeval" showed her kin only callous disregard.

In 1999 John King of the Saturn V succeeded in locking Primordius's unstable cells in a silicon matrix, petrifying him. The Kings turned the resulting block of organic stone over to the authorities, where it was moved to a holding facility at Alcatraz should the effect ever wear off. The ACLU filed the obligatory complaint against cruel and unusual punishment, but there was little enthusiasm for defending the rights of a vat-grown psychotic. When a riot broke out at the prison, structural damage to the facility opened a wall in Primordius's "cell" and the petrified mass slid into the ocean. Despite a thorough search by divers, Primordius has not been found, and prison officials have been forced to consider him a possible escapee.

Appearance: When walking the streets, Primordius conceals his unsettling features under a hat and long coat. He cannot tolerate close or restrictive clothing, and prefers a humanoid shape that resembles his father. He has no hair or nails and his body has a smoothness about it which seems unnatural to the casual eye. His eyes are dark brown and his smile is fiendish, insinuating and evil. At a moment's notice he can become an inhuman monster, his arms shifting to grasping tentacles while his head and legs melt with the rest of his body into a disgusting heap of flesh.

Primordius in Play: Primordius can adopt a human shape, but in truth his body is wholly composed of an organic sludge which can melt instantly into a roughly cone-shaped mass of grasping pseudopods. While he has a face, that face can be duplicated anywhere on his body, and when he wishes he can flow quickly through the air by reaching out, grasping something with a limb, and then moving the rest of his body to the new locale. With a body at times both fluid and solid, he is virtually impossible to restrain, highly resilient to harm, and ruthlessly strong.

Like Primeval and his daughter, Primordius naturally taps into a genetic obedience which has been hard-wired into all of humanity. Only other descendants of Prince Primeval are immune to this power (as they were meant to form the ruling caste for the human race). This includes one out of about every six human beings. Aliens, robots, and supernatural incarnations are unaffected by the "Power Primeval."

In battle, Primordius prefers to strike by surprise, usually by pretending to be a normal person until his target is close enough for a grapple. When there are no other heroes around he likes to play with his prey, sometimes even letting them go so he can come after them again later. He uses VP and Extra Effort to simulate the properties of his amorphous form (Shapeshift and Growth being especially common). Because of his Primeval DNA patterns, he can neither become an exact duplicate of another person nor alter his African skin color.

Primordius has found a home with various masterminds over the years, especially those who are willing to pander to his odd psychology. The G-Nome considered him a triumph, a miracle of artificial life. Primordius's desire to impress his father has led to him participating in several schemes, usually to learn that he has been set up as the fall guy or scapegoat. While Primordius is very powerful, he's not good at seeing through the fast talk and exaggerated claims of masterminds who just want to use him for terrifying muscle.

Now that Prince Primeval is dead, Primordius may try to take his father's place. This would prompt him to return to the Prime Nation in Africa, where he is revered as an inscrutable force of nature.

Quote: "My father was the first of his kind, the first of his race! And I ... I am the first of mine."

Psy-Lord

Reginald Mentas, Psy-Lord: PL 15 Villain (225 pp); Init +0; Spd 30 ft (run); Def 15 (+5 base); BAB +5; +5 melee (+0S unarmed strike or +10 disintegration), +5 ranged (+15S energy blast or DC 25 Telekinesis), +10 mental (DC 20 telepathy or possession); SV Dmg +0 (+10 force field); Fort +0; Ref +0; Will +5 (+15 mental protection); Str 10, Dex 10, Con 10, Int 14, Wis 20, Cha 18 (47 pp)

Skills: Concentration 8/+13, Taunt 8/+12, Sense Motive 8/+13, Intimidate 8/+12, Profession (psychoanalyst) 8/+13 (20 pp)

Feats: Power Immunity, Psychic Awareness, True Sight, Immunity (aging) (8 pp)

Powers: Possession +10 (*Source:* Psionic; *Extras:* ESP, Illusion, Memory Alteration, Mind Control, Telepathy; *Flaw:* Mind Transfer; *Cost* 7; *Total:* 70 pp), Telekinesis +15 (*Source:* Psionic; *Extras:* Force Field (Disintegration), Flight, Energy Blast, Mental Protection; *Cost* 6; *Total:* 90 pp) (160 pp)

Weakness: Quirk—Meglomania (-10 pp)

Psy-Lord created by China Star



Reginald Mentas joined the psychology profession after many years in school, following in his father's footsteps. He didn't really have a choice and he always resented his parents for pressuring him into his career. So bitter was Reginald that he even resented his high society clients and their petty problems. His career was boring and uneventful until he was called in to evaluate a power criminal. After much time listening to the man, Reginald realized that he could use his position of trust to subvert his patients, swaying them into giving him money and power. However, good things were not meant to last. Reginald's behavior was discovered by the police and while trying to evade them he stumbled into the path of a truck carrying toxic waste.

Broken and bruised, Reginald was taken to the hospital and he healed slowly. But he soon found that he could do things with his mind — things he could not do before. Over the next few months, as he healed, Reginald honed his skills, subtly manipulating doctors and nurses. So far no one suspected that Reginald had psychic gifts, so he was transferred to a mundane prison while awaiting trial. He didn't stop his experimenting. No, he instigated several fights and subtly manipulated other prisoners. When it came time for his trial, Reginald had learned enough that he could manipulate the jury in both quiet and subtle ways.

He almost got away with it, but a routine scan for powers in the court room revealed his true nature. The trial was suspended and Reginald's case was transferred to a new courtroom with proper power restraint facilities. He was convicted on several counts of coercion as well as assault performed by people under his influence. Enraged by his failure, Reginald simmered in his psychic holding cell at Alcatraz and was one of the first to seize the opportunity to revenge himself on his captors during the breakout. In prison, he had already decided on a secret identity as Psy-Lord, and the first thing he did once he had regained his liberty was to construct a new life for himself.

Mentas is now living under a false name, moving from one town to another after he has had his fun with the local residents. It's only a matter of time before he targets a Power for his telepathic predations.

Appearance: Reginald Mentas is an average looking man, of average height and weight. He has brown hair and a steep widow's peak to mark his receding hairline. His eyes are brown and a little green, hinting at hazel. His appearance is classic, with a square jaw, Roman nose, thin lips, and the beginnings of wrinkles. He dresses in typical business attire: brown loafers, tan slacks, a tan jacket, white shirt, and his favorite red tie. Nothing out of the ordinary here!

Psy-Lord in Play: Reginald is an ego-maniac, and he finds joy in torturing people and subverting them to his will. There is nothing he enjoys more in life than seeing the mighty stumble and fall. A slick psychoanalyst, his personality is calm yet slightly greasy. He prefers to prey on individuals and work slowly. When he is safe at home he will venture into a person's mind using his ESP and Telepathy, possessing them and altering their memories to cover his tracks. Often the victim wakes up with no recollection of the terrible crimes he or she has performed, with the police already knocking on the door. Reginald likes to use people up and then discard them.

There are times, however, when Psy-Lord is forced into the open, or to flee to safety. He first protects himself with his Force Field, which can shatter any object that touches him. He then mentally dominates a strong or versatile Power using Mind Control. Telekinesis can usually force an exit route while he uses Illusion to provide cover or a distraction. Reginald is extremely versatile, far more powerful than his subtle predatory way would suggest. In effect, he has the powers of a mastermind, but the mentality of a power criminal much lower on the totem pole.

If working from afar through ESP or a Possessed host, Reginald can spend VP and Extra Effort to cover his tracks with the Subtle Extra or to use other Will effects like Paralysis or Mental Blast. When confronted in his lair, however, he's much more likely to focus on escape — spending VP for a bonus to Defense or for Extras like Invisibility or Grapple. He might even be able to use Extra Effort to *permanently* transfer his mind into the body of an innocent, allowing him to stage his own death.

Quote: “Now, now, my dear. You won’t remember a thing in a moment...”

Scissor Man

Willard Holens, the Scissor Man: PL 12 (191 pp); Init +5; Spd 30 ft.; Def 23 (+5 dex, +8 base); BAB +9; Atk +15 melee (+10L penetrating x3 scissors or DC 20 Strength Drain or DC 20 Dazzle or +3S unarmed strike), +14 ranged (improvised weapon); SV Dmg +5/+19 (Evasion), Fort +3, Ref +19, Will +5; Str 16, Dex 20, Con 16, Int 20, Wis 20, Cha 15 (90 pp)

Skills: Craft (Clothing) 5/+10, Escape Artist 8/+13, Hide 5/+10, Intimidate 8/+10, Knowledge (Fashion) 6/+11, Listen 8/+13, Move Silently 8/+13, Profession (Tailor) 10/+15, Search 8/+13, Sense Motive 8/+13, Sleight of Hand 8/+13 (41 pp)

Feats: Attack Focus (Scissors), Attack Finesse, Dodge, Evasion, Immunity (exhaustion, suffocation), Into Thin Air (when killed, the Scissor Man’s body is never recovered by heroes), Lightning Reflexes, Penetrating Attack x3 (Scissors), Power Attack, Rapid Strike, Startle, Toughness, Villainous Surge (32 pp)

Powers: Amazing Save +12 (Reflex) (Source: Mystical; Cost: 1; Total: 12 pp), Drain +10 (Strength) “Muscle Snip” (Source: Training; Flaw: Device; Cost: 1; Total: 10 pp), Dazzle +10 “Blood In the Eyes” (Source: Training; Flaw: Device, Range—Touch; Cost: 1-1; Total: 9 pp) (31 pp)

Equipment: Scissors (+7 Lethal Weapon; Cost: 1; Total: 7 pp) (7 pp)

Weakness: Disturbing (-10)

Scissor Man created by Eros



Willard Holens was born into a middle class family of little note. As he grew up, Willard was ‘the runt’ that would hang around the older boys. Most of his social interaction in his early age consisted of enduring the taunts of children who made fun of his height and otherwise girlish appearance. As an adult, Willard went into business as a tailor; most of his work was altering other people’s clothing. He, however, felt that he was more of a craftsman; he wanted to make his mark on the world. Try after try Willard designed clothing, but he couldn’t seem to come up with the ‘next thing’ that would allow him to break into the fashion industry. Desire became obsession and eventually Willard came to the conclusion it wasn’t his designs that were flawed, it was the world around him. The people just didn’t fit his clothing. They needed to be altered. Somewhere, something heard his unvoiced desires to shape the world. That something granted Willard powers beyond those of normal men, twisting his appearance and his mind. He became the mad tailor, the Scissor Man.

The Scissor Man surfaced a number of times along the West Coast and while he was always eventually defeated, it was never without a tragic cost in lives. A dark angel watched over him, and his body was never recovered despite suffering a number of rather gruesome deaths. At last, however, he suffered one defeat too many and whatever guiding hand it was that protected the Scissor Man withdrew its power, leaving poor Willard Holens confused and alone. The tailor was put on trial and swiftly convicted. While undeniably insane, and apparently bereft of powers, the best researchers into his unique condition were based at the Alcatraz power prison, so he was incarcerated there. He found work making adjustments to the clothing of the warden and his personal staff.

When the prison break occurred, the black anger and bloodlust in Holens reawoke, and he slaughtered the Warden with a pair of scissors. This act regained for him the favor of whatever agent first transformed him, and

Willard was once again transformed into the Scissor Man. Few guards had the courage to stand in his way as he made his escape.

Appearance: The Scissor Man is nearly seven feet tall, but his skeletal frame seems more suited to someone with a lesser height. The one thing that no one would deny is that he dresses well. All the clothes that the Scissor Man wears are custom made and fit as if he was born to wear them. His face looks more like an abstraction of the human norm than a real face: his small eyes are sunk back into his skull and his nose is a little too long to be normal. This, in addition to his general physique, gives him a vaguely disturbing presence.

Scissor Man in Play: The Scissor Man is no ordinary mad tailor. The dark force which answered his unspoken prayer have made him more than human. His scissors can shear through solid steel and his reflexes are remarkable. His most dangerous attacks, however, may be those which rely on his incredible skill with scissors. He can perform his “muscle snip” and “blood in the eyes” attacks with any slashing or cutting instrument. Only his personal pair of favorite shears deals +7 damage, though he can apply his Penetrating Attack feat to any pair of scissors no matter how mundane. Note that Willard’s Penetrating Attack puts him far over the damage ranks his PL would normally allow. That is part of what makes the Scissor Man so scary.

Before violence erupts, the Scissor Man is quite happy to talk with people about clothing and the hardships of being a tailor: no one notices you, your work is not appreciated, and so on. But he never lifts his voice above a whisper, and in the heat of combat he doesn’t make a sound other than the snapping of his scissors. He prefers to hide and attack people from surprise. Strong looking heroes are quick to have their muscles snipped by the mad tailor in order to weaken them for the final battle. Agile heroes are met by his startling gaze before they feel the bite of his shears. In a one-on-one battle, Scissor Man prefers to blind his enemies by snipping above their eyes and allowing the blood to flow down their face while he carries on a whispered conversation with them.

The Scissor Man is likely to use his VP to avoid getting hit, especially if facing multiple heroes at once. He can use his Villainous Surge three times each day before spending additional VP to activate it, but this is a good way to manage an escape from battle. He may also spend VP and Extra Effort to perform new “special moves” based on his scissors. He might cut a hero’s armor away (Disintegrate), cut uniforms so that they slow down the hero and impede movement (Snare), open a vein (Fatigue) or slice at tendons and nerves (Slow or Paralysis). Heroes with Incorporeal learn that his mystical nature allows him to use Extra Effort to add the Ghost Touch Extra to any of his powers.

Quote: “I promise, with a little altering you’ll look perfect in this.”

Singularity

Lydiaa Jeffries, Singularity: PL 15 Villain (235 pp); Init +2; Spd 30 ft (run), 120 ft (fly), Mach 320 (super-flight); Defense 17 (+5 base, +2 dex); BAB +7; Atk +11 melee (+18S unarmed strike), +9 ranged (+10L plasma eyebeams); SV Dmg +21, Fort +19, Ref +2, Will +3 (+6 mental protection); Str 18, Dex 14, Con 20, Int 14, Wis 16, Cha 14 (67 pp)

Skills: Intimidate 7/+9, Knowledge (Geography) 4/+6, Knowledge (Tactics) 5/+7, Language +5 (Arabic, Chinese, Japanese, Russian, Spanish), Profession (Paramilitary) 4/+7, Sense Motive 6/+9, Spot 6/+9, Survival 3/+6 (20 pp)

Feats: All Out Attack, Darkvision, Dodge, Durability, Expertise, Power Attack, Rapid Strike, Toughness, Villainous Surge (18 pp)

Powers: Energy Blast +10 (*Source:* Mutation; *Flaws:* Restricted—Night only; *Cost:* 1; *Total:* 10 pp), Flight +12 (*Source:* Mutation; *Extras:* Super Flight; *Flaws:* Restricted—Night only; *Cost:* 2; *Total:* 24 pp), Mental Protection +6 (*Source:* Super Science; *Flaws:* Device (nerve collar); *Cost:* 1; *Total:* 6 pp), Super-Strength +14 (*Source:* Mutation; *Extras:* Super-Constitution; *Flaws:* Restricted—Night only; *Stunts:* Lifting x3; *Cost:* 6+6; *Total:* 90 pp) (130 pp)

Singularity created by Eclipse I



Lydia Jeffries would have led the life of a standard American army brat save for a single factor: her father. Colonel Alan Jeffries was something of a genius on a purely human scale, but this didn't stop him from excelling at creative sociopathy in a very mad scientist fashion. With several doctorates in paranormal physics and Power biology under his belt, he was put in charge of hush-hush projects designed to increase human potential through forced mutation. Of course, even those over his head would have stopped at going straight from animal to human testing at the speed he did, and none of them would have selected their own 13-year old daughter.

It was unclear later whether it was Lydia's genetic makeup or some error in the calculations that made the process unrepeatable, but no further experiments took place. The devices used to irradiate her had barely had a chance to cool down when the army, tipped off by a disturbed laboratory assistant, came to shut things down and make off with the goods. With the commands of the colonel, her father, ringing in her ears, the girl tore apart the strike force, set the facilities burning with eyebeams of blindingly hot plasma, and whisked Dr. Jeffries off into the night.

Traumatic, to be sure — but it could have been said that the shock of the excruciating process had momentarily unhinged her had the case ever hit a courtroom. Surely she would have been taken away from her sire and allowed to remain under the protective custody of his estranged wife, her mother. Alas, this was never to be. Not only was enhancement of the human species a mandate for Col. Jeffries, but he also insisted on control over the moral imperatives of his subjects. By snapping the first of several nerve collars onto Lydia's neck mere hours after her escape, he made sure that the shadow within her psyche stayed in the forefront (and also that she would not harm him).

Alan was angered to find out later that morning that direct sunlight robbed Lydia of her powers. The methodology of the project postulated that the subject would draw power from a sort of internal fusion (just like a star); when the sun was in the sky this ability was somehow sent into dormancy. At night the girl was incredibly strong and durable, could fly faster than any jet, and project beams of death from those glowing eyes. At any other time ... typical. Undaunted by this, Jeffries set out to complete his mission. Years of intensive training followed, and Lydia grew into a woman who knew more about taking out military bases with her bare hands than general social interaction. She grew accustomed to the nerve collar, and even came to like it, becoming a cool and efficient force to be reckoned with. The control circuits in the collar made sure that even if she circumnavigated the globe in small hops to stay ahead of the dawn, she'd always return to her father and his secret underground fortress. At least, after eight years that was what he and his small staff had come to think. Until the night of her 21st birthday, that is. Nothing remains of the site, or its inhabitants.

Free to do whatever she pleased (but a bit short of ideas), Lydia decided to continue the path the colonel had laid out for her. Mercenary work seemed to be what she was best at; she could stay under the radar of the world's greatest heroes, travel the globe, make use of the language sleepers she'd suffered through, and crack a few skulls when the pressure built up. Her great power brought her to the attention of the great criminal masterminds, where she felt like she fit in. After all, most of them were male authority figures (Count Urizen, Prince Primeval) with a female lieutenant (Couronne, Primeva). She ended up falling in with the Warden, whose tactical mind was good at thinking up strategies that minimized Singularity's power limitations. When criminal organizations like the Hateful Eight and Tyrannical Ten formed, Lydia came along. She had a habit of provoking rivalries with other aggressive women in the team, but her muscle and general utility ensured she enjoyed a long leash.

Jail was hard on Lydia. Without her nerve collar, she struggled with guilt and remorse for the first time. She was in many ways a model prisoner, and was even allowed on escorted day trips into San Francisco when her powers were dormant. By night, however, the rising tide of her great power would overwhelm any compassion she might have for her fellow man. She began to fracture into two personalities, and in desperation psychiatrists agreed to re-install a nerve collar for limited periods during the day, while at the same time intensifying treatment. The prison break came at night and a clever inmate saw to Singularity's release. She went directly to the medical wing, where she forced her doctor to fasten the nerve collar around her neck before she crushed his skull.

Her current whereabouts are unknown.

Appearance: Singularity wears a black sleeveless bodysuit broken by a field of starlight. The material is quite tough, a measure intended not to protect her from harm, but rather to endure her many collisions with walls, vehicles, and resilient Powers. She wears no insignia, just flexible tall black boots, long gloves (to avoid fingerprints) and a sash mask.

Singularity in Play: Singularity could be accused of being the archetypal Flying Brick. Years of paramilitary training have given her a number of feats that should be used to full effect: the bob-and-weave (Expertise) mixed with the jab (Rapid Strike) and uppercut (All Out Power Attack for -3 defense, +3 damage) in beautiful boxing

etiquette. She prefers to zip into a situation at just under Mach 1, deliver her payload of pain, then depart under the cover of darkness. Lydia has a remarkable ability to focus on one target at a time, grounding them into paste (behind her back, her allies say that victims of her wrath have been ‘Singled Out’). If need be, she can seek out the nearest massive object (she can lift almost 20 kilotons as a heavy load) and cause a distraction with it, usually involving innocent civilians who were too stupid to get out of the way. Her eyebeams are also quite useful for setting things on fire that *must* be put out quickly. Singularity knows that heroes are stuck with morals and other signs of weakness, and she will use that to full effect. She’s not out to actually kill folks (unless that’s the assignment from her employer) but she’s not going to shed any tears for them either. She’ll do whatever it takes to quickly deal with any Powers between her and her mission. Little does that better than screaming children in a burning bus.

Lydia uses her VP to negate stunning effects and for the occasional Shockwave or Thunderclap Extra. If facing a hero who just won’t go down, she might be tempted to increase her Super Strength by +2, but it’s not recommended by the little voice inside her head. Instead, she plays it safe and defensive, saving her last VP to double her flight speed for the getaway. Remember, all it takes to render her powerless is direct sunlight.

Her greatest weakness, however, may be the nerve collar itself. Except for her brief time in prison, the collar has been around her neck in one form or another for twelve years, and she has come to rely on it. The spinal stem connections have kept her head safe from a number of mental intruders in the past, and a lack of morality means never having to say you’re sorry. However, when the collar is removed the sudden crush of morality hits her hard. Deep inside, Singularity hates that part of her which displays compassion, sympathy, and restraint. She considers Lydia to be a simpering, cowardly, whiner. But this side of her personality is surprisingly strong, and Lydia’s righteousness is bolstered by every evil deed Singularity performs. In effect, each side of the woman’s personality is urging the other on to greater and greater extremes, and it is impossible to guess what form the resulting confrontation will take.

Quote: “Hear that? That’s the sound of an ocean liner docking with the Golden Gate Bridge. Better go help them tie up, hero. I’ll be seeing you soon enough.”

Skunk

Edwin Nasel, the Skunk: PL 10 Villain (150 pp); Init +2; Spd 30 ft (run), 60 ft (tunnel); Defense 23 (+5 base, +8 dex); BAB +7; Atk +9 melee (+11L claws), +15 ranged; SV Dmg +1 (+6 armor), Fort +1, Ref +8, Will +0; Str 12, Dex 14, Con 12, Int 19, Wis 10, Cha 10. (48 pp)

Skills: Disable Device 2/+8, Gather Information 3/+3, Handle Animal 4/+4, Profession (Vet) 6/+6, Medicine 2/+3, Repair 2/+8, Science (Zoology) 2/+8, Craft (armor) 2/+8, Computers 2/+8, Spot 3/+3 (14 pp)

Powers: Super-Intelligence +2 (*Source:* Training; *Cost:* 2; *Total:* 4 pp) (4 pp)

Feats: Attack Focus (claws) (2 pp)

Equipment: Skunk Suit (Armor +6; *Extras:* Super-Strength, Super-Dexterity, Claws +4, Tunneling; *Flaws:* Super-Dexterity does not add to skills; *Cost:* 8+4; *Total:* 52 pp), Skunk Gun (Dazzle +10; *Extras:* Area, Shapeable, Stunning, Suffocate; *Flaws:* Device, Linked—the Skunk’s Stun, Dazzle, and Suffocate Effects all go off at once, Smell only—the dazzle affects only the target’s sense of smell and anyone who does not breathe or who holds their breath is immune; *Cost:* 3; *Total:* 30 pp) (84 pp)

The Skunk created by American Pride



Your typical kinda-bright-but-morally-corrupt type, Edwin Nasel had always enjoyed his twin loves: Zoology and sketching diagrams of armored suits. When he realized he was getting paid bumpkis to work at the local Veterinary Hospital, he combined the two pursuits to create the ultimate mobile incapacitating armor: The Skunk. He had a long career performing crime for kicks and money, fighting to show the world just how dangerous skunks can be. Sometimes he found himself hired as a mercenary by masterminds looking for muscle. He cooperated with other second-string Power criminals like himself to orchestrate big heists, but the money never seemed to last as long as he thought it would. He often worked alone, since his burrowing skills and area-effect weaponry made it difficult for allies to get too close.

While Edwin spent several years behind bars, he was constantly underestimated and always able to come up with an escape plan. The last time, however, authorities seemed to have learned their lesson and he was placed in special security in a deep level of Alcatraz. The prison riot gave him the opportunity he needed to slip from his cell, but he never would have made it off the island if he hadn't fallen in with a gang of other inmates. They were able to get him to the weapons lab where his armor was kept for study, and the other weapons in the lab enabled the crooks to seize a helicopter and get a flight inland.

Since his liberation, Edwin has been trying to make contact with his young son, the only thing from his former life that he truly misses. Repeated phone calls have only been able to determine that his son is in the hospital for an unrevealed reason; the father cannot expose his family relation without exposing his identity. The Skunk thus finds himself in a difficult position, in need of more wealth and resources so that he can get closer to his son without getting caught. And a criminal in need is a criminal in search of a job.

Appearance: Edwin is a skinny man who would be of average height if he didn't hunch forward all the time. He keeps his dark hair short to better fit into the Skunk helmet. The armor itself is rigid metal, well articulated, and black, with a series of glowing light panels down the back which make up the obligatory white streak. Retractable claws from the fingers make the Skunk extremely deadly, and when he strains his muscles the sound of servos can be heard under the metal skin.

The Skunk in Play: The Skunk's motif may seem silly, but this diminutive armored menace is no laughing matter. His armor makes him strong, fast, and tough. His gun can immobilize many targets at once; note that because the Stun, Suffocate and Dazzle all affect the target at the same time. Few heroes will survive such an attack unscathed, and fewer still will be following the Skunk when he chooses to tunnel his way to safety after a caper is through. In short, he may smell, but this is one rodent who sure doesn't stink.

Like other armored wonders, the Skunk's greatest weakness is his reliance on hardware; disintegration or clever planning on the part of heroes can find Edwin with nothing but his boxer shorts and a couple ranks of Super-Intelligence. In these situations, he's not above surrendering, especially if he thinks he has something federal prosecutors might want. Edwin spends VP to keep from getting hit, to use Extra Effort and raise the PL of his Skunk Gun attack, or to add +2 ranks to his Tunnel. This would allow him to burrow through solid rock, which has a hardness of 8. Without that, he is limited to dense earth, which is fairly hard to come by in urban areas.

What Edwin does not know is that his son's deteriorating medical condition stems from the chemicals Edwin used to arm his Skunk gun. Exposure over several years have caused nerve damage to the boy, and doctors are helpless.

Quote: "What's black and white and red all over? Me, wearing your guts for garters."

Timeangle

Dr. Ray Eugene, Timeangle: PL 9 Villain (135 pp); Init +8; Spd 60 ft. (run), 218 mph (super-sprint); Defense 23 (+5 base, +5 dex, +3 super-speed); BAB +4; Atk +9 melee (+5S unarmed strike), +9 ranged (improvised weapon); SV Dmg +5, Fort +5, Ref +13, Will +10; Str 20, Dex 20, Con 20, Int 20, Wis 20, Cha 20 (82 pp)

Skills: Bluff 10/+15, Computers 2/+7, Perform (oratory) 1/+6, Science (Timeangle theory) 10/+15, Taunt 1/+6 (12 pp)

Powers: Amazing Save +5 (Reflex, Will; Source: Super-Science; Cost: 2; Total: 10 pp), Drain +8 (Source: Super-Science; Extra: Ranged; Flaw: One Attribute—Int, Verbal—a target who cannot hear and understand Timeangle is immune to his Drain; Cost: 1; Total: 8 pp), Precognition +3 (Source: Super-Science; Extras: Postcognition; Flaw: Only 8 hours backwards or forwards, Only his own actions; Cost: 3; Total: 9 pp), Super-Speed +3 (Source: Super-Science; Extras: Incorporeal, Regeneration; Cost: 8; Total: 24 pp) (61 pp)

Weakness: Disturbing, Quirk (-20 pp)

Timeangle created by Myrmidon



Doctor Ray Eugene is master of the THREE-CORNERED TIMEANGLE day, in which Morning, Noon and Night each rotate through 24 hours together to create a 72 hour THREE-CORNERED day. His theories have not so much been ridiculed as outright ignored, which has only fed his anger at the establishment for EDUCATING STUPIDITY and BANNING students from TIMEANGLE debate! He's not sure at which point he found that his TIMEANGLE theories gave him superpowers, but he's not really surprised it happened. After all, he represents a POWER ABOVE GOD. No stupid 1-cornered God can stand before the power of the TIMEANGLE.

Dr. Eugene can now operate at three times the speed of a mortal man, and he has the ability to access the three corners of his life: Boy, Man and Ancient. This is not a triplication power; rather, he can access all these corners simultaneously via the TIMEANGLE. Thus, he has the vitality of youth, the courage of maturity, and the wisdom of old age, simultaneously. Because he can access three days at once, he has superhuman speed, as well as a limited ability to see into the past and future. His version of logical debate is so mind-numbing that it can reduce even the smartest super-genius to idiocy.

As TIMEANGLE, Dr. Eugene seeks to make the world a better place and save us from ourselves. However, as this tends to involve haranguing people for being EDUCATED STUPID and physically attacking scientists and academicians, he tends to be considered a villain. He has been jailed several times, but always escaped until his psychiatrist realized that Ray could only be contained by a three-cornered room. A special cell was prepared for him in Alcatraz, where he stewed for several years. The prison riot damaged his cell, throwing off the geometry that kept him imprisoned.

Appearance: Looking at Timeangle is unsettling, because he truly does live a three-cornered life: three ages all at once (then he opens his mouth and you long for when he was just disturbing in appearance). He is a young man with a great physique, a beer belly, and withered limbs. His full head of jet black hair is gray, white, and almost gone. He projects an aura of elderly wisdom and youthful vigor. Normally he wears a t-shirt and jeans, a three piece suit with tie, and a comfortable sweater. Because he wants people to take him seriously, he doesn't wear a costume or mask like some of those powered freaks.

Timeangle in Play: Timeangle believes he is above God and that everyone else is EDUCATED STUPID. He has a fanatical belief in his own theories and that the scientific and educational establishments are out to get him. This paranoia is represented by his Quirk. The Disturbing Weakness represents the additional fact that he is a raving loon. Eugene's tactics are shaped by his arrogance and his drive to save his opponents from what he considers to be educational brainwashing. He will pick one person who seems redeemable and harangue them at length until they accept the manifest truth of his theories (or fall unconscious, which usually comes first). He will defend himself against other opponents as necessary, but keeps his ability to vibrate into intangibility secret until he needs it to escape. When faced with too many foes, he will use Extra Effort and a VP to acquire the Area Effect Extra on his Drain. Despite his arrogance, Timeangle is not about to tangle with known heroes of high power level, and will run away from such conflicts (sometimes after aiming a Drain on a single target, just to try his luck). He will pass through a mere one-cornered wall as soon as he thinks he's not being watched.

Convinced of his own brilliance and that the academic establishment is evil, stupid and out to get him, Timeangle spends more time haranguing people for being too EDUCATED STUPID to understand his theories than actually explaining these theories. He will retreat when necessary, but will forever fulminate about how STUPID AND EVIL his enemies are. He will also use his webpage to rant and rave against people on his List.

Quote: "Time is triangular!"

Tin Man

The Tin Man: PL 16 Construct (240 pp); Init +3; Spd 40 ft (run); Defense 20 (+8 base, +3 dex, -1 size); BAB +12; Atk +16 melee (+25L axe or +19S unarmed strike), +14 ranged (improvised weapon); SV Dmg +7 (+14 protection), Fort +0, Ref +3, Will +5; Str 20, Dex 16, Con —, Int 14, Wis 12, Cha 12 (76 pp)

Skills: Computers 4/+6, Hide 0/-1, Intimidate 10/+11, Pilot 4/+7, Repair 6/+8, Spot 4/+5, Taunt 6/+7 (17 pp)

Feats: All-Around Sight, Ambidexterity, Attack Focus (axe), Blind-fight, Blind-sight, Darkvision, Durability, Immunity (aging, cold, disease, exhaustion, heat, poison, radiation, starvation, suffocation), Power Attack, Quick Draw, Radio Broadcast, Radio Hearing, See Invisibility, Takedown Attack, True Sight, Ultra-Hearing (48 pp)

Powers: Absorption +6 (energy—healing) (*Source:* Super-Science; *Flaw:* One Energy Type—Electrical; *Cost:* 2; *Total:* 12 pp), Growth +4 (*Source:* Super-Science; *Cost:* 6; *Total:* 24 pp), Super-Strength +10 (*Source:* Super-Science; *Extras:* Protection; *Cost:* 5; *Total:* 50 pp) (86 pp)

Equipment: Axe (+6 Lethal Weapon; *Cost:* 1; *Total:* 6 pp) (6 pp)

Special: Tin Man has a base hardness of 7 (7 pp)

The Tin Man created by Gail Windsor



The Tin Man was originally created for one purpose: to battle Sentinel to a stand-still. The artificial intelligence known as Go2 did not intend his creation to actually defeat the hero but only to stall him long enough for the cunning mastermind to enact his plan. Unfortunately, the Tin Man did his job too well. After leaving Sentinel for dead, the machine fled from civilization, unsure of purpose. Eventually it wandered north over the border with Canada, where it was adopted by a logging camp happy to have the help of a tireless axe-wielding android.

In the company of these rough and tumble men, the Tin Man gained a personality of his own. While he would never lose the contempt for Power heroes that was the core of Go2's programming, he became far more than a mere machine. He learned the ways of human culture, mastered a lexicon of swear words, and even developed a cynical sense of humor. When the logging camp was bought out by a larger corporation the tension led to a fracas in which the Tin Man destroyed several high-tech machines intended to replace human workers. This brought him to the attention of Powers once more, and his idyllic life was over.

In the years since, the Tin Man has drifted from one mastermind to another, seldom being out of employment for long. He doesn't work for money, but instead for a sense of home and purpose, as well as the technological support that his mechanical body requires. He briefly served on a hero team in the mid 80s, but it was a poor fit. The Tin Man is a nearly perfect weapon designed to battle and defeat heroes; he has neither the patience nor the inclination to "play nice" for the cameras. He has been destroyed on at least one occasion but was rebuilt, this time out of an energy-absorbing metal that made him nigh invulnerable. The federal government recognized his rights as a sentient being when, rather than destroying him, he was tried for Power crime and sentenced to a twenty year term in Alcatraz. While judged to be extremely dangerous, his usefulness to the Chain Gang program could not be ignored. He was offered a full pardon if he agreed to defend New York against an armored column. After blunting the invasion and destroying dozens of tanks, he became the target of orbital bombardment. His fate is unknown.

Appearance: The Tin Man could never be mistaken for an ordinary human being. Standing some twelve feet in height, he is made entirely of gleaming metal. His torso is vastly oversized, leading from a relatively skinny waist to enormous shoulders and arms a yard in diameter. No simple robot, the Tin Man has a very human face of morphing metal, complete with eyes, nose, and snarling grimace. When it is not clamped to his back, he carries his axe in one hand or rests it over his shoulder. The Tin Man moves with fluidity and precision, and though the groaning of the floorboards or the shaking of concrete testifies to his great weight, it doesn't seem to slow him down in the slightest.

The Tin Man in Play: As a construct, the Tin Man is immune to anything that requires a Fort save except for powers which affect objects. Growth gives him a reach of 10 feet, Large size, Super-Strength, Immovability and Protection +4. This has raised his damage bonus higher than a PL 16 would normally permit, but the higher values have been retained; the Tin Man is an extremely dangerous foe and the only sure way to defeat him is to avoid

melee combat. His resistance against electrical attacks is also higher than his PL would allow; this has been retained as a little-used defense against a specific attack form.

Use the Tin Man as either a very powerful thug or as the lieutenant to a mastermind, especially one who doesn't have much power on his own. The Tin Man is an amenable ally, insisting only on easy access to maintenance facilities and a Master Plan that doesn't suck. Brute force and a sharp axe allows him to keep lesser villains in line, and since he's going to be the biggest target on the battlefield anyway he may as well get the perks that go along with the job. The Tin Man has many other qualities that endear him to employers, including an advanced package of sensors that allow him to track invisible foes and penetrate most illusions. These are abilities that thug villains seldom have, and the Tin Man often finds himself acting as something of a mobile command and control center. Of course, he also makes an excellent guard for any doomsday device and with his relative invulnerability he can pose a threat to even a large number of experienced heroes.

What the Tin Man really needs is a purpose, but its possible his programming simply doesn't allow him one. Built to defeat a hero that hasn't been seen in years, the Tin Man may be doomed to remain an anachronism.

Quote: "Oh. The oil can joke. You know, I've never heard that before."

Untouchable

Franco Spirare, the Untouchable: PL 11 (166 pp); Init +6; Spd 30 ft. (run), 30 ft (float); Defense 17 (+5 base, +2 Dex); BAB +7; Atk +8 melee (+11S phase attack) or +9 or +7/+7 or +5/+5/+5 ranged (+5L ghost touch energy blast); SV Dmg +3, Fort +3, Ref +2, Will +11, Str 12, Dex 14, Con 16, Int 12, Wis 18, Cha 13 (56 pp)

Skills: Intimidate 14/+15, Knowledge (Streetwise) 3/+4, Sense Motive 5/+9 (11 pp)

Feats: Improved Initiative, Indomitable Will, Infamy, Iron Will, Multishot, Point Blank Shot, Rapid Shot, Startle (16 pp)

Powers: Amazing Save +5 (Will) (*Source:* Mystical; *Cost:* 1; *Total:* 5 pp), Energy Blast +5 (*Source:* Mystical; *Extras:* Autofire, Ghost Touch; *Cost:* 4; *Total:* 20), Incorporeal +11 (*Source:* Mystical; *Extras:* Float +3, Ghost Touch, Immunity (Aging, Cold, Critical Hits, Disease, Electricity, Exhaustion, Fire, Poison, Pressure, Starvation, Suffocation), Invisibility, Phase Attack; *Flaw:* Permanent; *Cost:* 5+3; *Total:* 58) (83 pp)



The Untouchable created by the Hanged Man



Franco Spirare was one of the most feared gunmen of the Prohibition. A second generation Italian-American in the employ of Alphonse Capone's bootlegging organization, Franco was believed to have been one of the shooters in the Valentine's Day massacre. Like many loyal mobsters, he spent time in federal prison while keeping his mouth shut. In time he was released from Alcatraz. But just as he was poised to elevate his status in Big Al's company, he was cornered by a band of G-Men in one of Chicago's speakeasies and met his end. Convinced that rival mobsters had betrayed his location to the Feds, he made a vow to find revenge on those who had snitched on him — then walked out into a blaze of gunfire.

While Franco's body was broken by the torrent of lead, his vow and his lust for blood lived on beyond the grave. Rising from his tomb as the spectral Untouchable, he began to haunt the gangsters he suspected of giving him up to the law. Equipped with his phantasmal Tommy gun, he left a trail of horrified and dead mafiosi and cops in his wake before the masked avenger known as the Secret confronted him and revealed the truth behind Spirare's death: Franco had clumsily dropped a matchbook from his favorite speakeasy at one of his crime scenes, and it was this clue that had led the G-Men to ambush him. The ghost was at last laid to rest.

Or so it seemed.

Knowing of the ghostly gunman's special skills, the mystical mafioso known as the Golden Don has summoned Franco from beyond to once more serve the mob. Binding Spirare with sinister magic to his organization, the Don has used the Untouchable as a nigh-unstoppable hitman. Once more, gangland has learned to fear the phantom torpedo in slouch hat and trenchcoat.

Appearance: The Untouchable is a translucent figure of a tall, broad-shouldered man in a long wool overcoat and slouching gray fedora. He typically has an ectoplasm toothpick or cigarette between his teeth, jangling around as he speaks in his raspy, snarled fashion. His slate eyes often glint with spectral power. If he is harmed in some fashion, his spectral form grows more and more ragged, displaying the bullet holes that killed him in life.

The Untouchable in Play: The Untouchable really doesn't want to go back to where he was before the Golden Don brought him back from the afterlife. He doesn't remember much about this place, but it was certainly less pleasant than his current assignment. While he has some contempt for the new-fangled ways of 21st century made men, he definitely prefers it to the alternative and the Don is one of the most traditional of mob bosses. Franco would like to finagle some way to break free of his current "contract" and be free to wander the world, causing havoc and perhaps establishing his own criminal band. For his part, the Don recognizes a useful lieutenant when he sees one, and lavishes the Untouchable with whatever perks a long-dead button man might want.

In more specific terms, the Untouchable talks and acts like a Cagney movie crossed with a ghost story. He makes liberal use of the words "see," "youse," and other '20s and '30s era gangster slang (check <http://www.miskatonic.org/slang.html> for some useful gangster slang).

The Untouchable's typical technique is rather simple: he closes with a target and then opens fire with his ectoplasmic Tommy gun. Being Incorporeal obviously simplifies his defensive considerations, and he rarely makes any pretense of taking cover. If faced with a foe who is too well protected to be shot, he'll try and utilize Phase Attack to bypass their defenses. He is not above using Ghost Touch to manipulate the environment around a foe to his own advantage. Startle helps compensate for the relatively low stopping power of his Tommy gun.

Quote: "I already been on ice, see? Here's a little taste for you mugs."

Vaudeville

Charles Gambol, Vaudeville: PL 11 Villain (165 pp); Init +3; Spd 30 ft. (run); Defense 20 (+7 base, +3 Dex); BAB +6; Atk +6 melee (+0S unarmed strike) or +9 ranged (improvised weapon); SV Dmg +0/+5 Evasion, Fort +0, Ref +5, Will +14; Str 10, Dex 16, Con 10, Int 18, Wis 18, Cha 18 (62 pp)

Feats: Dodge, Evasion, Headquarters, Inspire, Iron Will, Leadership, Lightning Reflexes, Minions, Motif (Vaudeville has a +1 bonus on attacks, saves, skill checks and Defense when he is performing a crime with a theatrical theme), Surprise Strike, Villain's Luck (Vaudeville has one more VP than usual) (22 pp)

Skills: Bluff 5/+17, Craft (gags) 1/+13, Craft (traps) 1/+13, Demolitions 1/+13, Disguise 1/+13, Intimidate 1/+13, Knowledge (Theater) 1/+13, Perform (Comedy) 2/+14, Sense Motive 1/+13, Sleight of Hand 1/+13, Taunt 5/+17 (10 pp)

Powers: Gadgets +11 (*Cost 1; Total 11 pp*), Luck +5 (*Source: Training; Extra: Jinx; Cost 6; Total 30 pp*), Super-Charisma +8 (*Source: Training; Extras: Super-Intelligence, Super-Wisdom; Cost 5; Total 40 pp*) (81 pp)

Weakness: Quirk—Dramatic (-10 pp)

Vaudeville created by the Hanged Man



Charles Arnold Gambol was born in Brooklyn, the second of three children to a drama critic and his actress wife. Charles grew up surrounded by the arts and theater, constantly going out to shows and sneaking backstage. It was decided early on that Charlie would follow in his parents' footsteps, and he displayed a thespian's skill even in school plays. Unfortunately, instead of pursuing the classical forms of drama, Charlie changed his mind halfway through drama school and dropped out to become a comedian; a career he was sure would pay better.

In response to this seeming betrayal, his strict father disowned Charlie, forcing him to seek his way on his own. As it turned out, while Charlie was a great actor, he was a pretty lousy comedian. The end result was constant disgrace and humiliation in a string of low-rent comedy clubs, strip joints, and scummy dives around Atlantic City. Charlie began to accrue debts, the most dangerous of these being the sums he'd lost in gambling. He then made the further mistake of getting the "help" of Vinnie the Fish, a local loan shark. When Charlie couldn't get a gig and kept losing money, Vinnie's legbreakers paid him a visit, dragging the hapless comic to an abandoned boardwalk carnival to fit him for some cement shoes. With nothing to give them, he was a doomed man.

As they began to close in on him to prepare him for his execution, though, Charlie found himself inspired by the old vaudeville and carnie placards hanging around the walls. He began a song and dance routine that soon had his would-be killers in stitches. To his amazement, one of the goons dropped a gun at his feet in his spasms of laughter. Joining the thugs in their laughter, Charlie snapped up the gun and shot the mobsters — over and over and over. His mind broken by the sick irony of it all, he then set out to pay Vinnie the Fish a visit. The body of the loan shark was found by police the next day, dangling from a giant fishing pole, a rusty hook driven through his face. The note attached to the reel of the giant pole bore a childlike scrawl: “Compliments of Vaudeville.”

The mad criminal Vaudeville haunted the East Coast of the United States for years, going on criminal ‘tours’ with the Vagabonds, his gang of sycophants and madmen. When he wasn’t staging shows for his minions in abandoned carnivals and music halls, the crazed villain engaged in theft, murder, and extortion, often with a theatrical and comedic theme to his acts. He proved amazingly good at escaping from mental institutions and asylums, so much so that he was eventually locked up in Alcatraz. There, he staged cafeteria dinner shows and the occasional Peekaboo Children’s Theater. But there’s not much to laugh at in prison, so he naturally jumped at the chance to escape.

Vaudeville in Play: Vaudeville is a laughing madman in the tradition of the Joker or Madcap. His motives are often conflicting and his demeanor nonsensical, but as he might paraphrase Hamlet, “There’s a method to my madness.” He can be incredibly cunning if the need drives him, allowing him to pull a fast one on even the sharpest heroes. While he has made a life of crime the way he pays the bills, the real joy of Vaudeville’s life is performance. He is inherently theatrical in his manner, jumping easily from Elizabethan monologues to bawdy music-hall songs. He will never, never pass up a chance to be dramatic — even if by so doing he risks his own life or the lives of innocents. Anything and everything is worth it in the name of art.

Clearly, Vaudeville is not constructed to be a front line combatant. He is instead a mastermind, utilizing the muscle of minions or hired villain Powers to do the heavy lifting while he works out the mad plot. He stands in the background, railing about whatever mad scheme he has, letting his goon squads slow the heroes down or lure them into a deathtrap. He is perfectly willing to use his apparent fragility to get Powers to underestimate him, though. If he is cornered and forced to protect himself, he will produce a convenient gag-Gadget to distract, disable, or otherwise delay the hero, bounding away stage left. He can also count on his uncanny Luck to aid his evading of pursuit, utilizing Jinx to cause heroes to trip up or simply lose track of him. The combination of Taunt and Surprise Strike can prove damaging even to well-armed heroes.

Vaudeville’s Leadership usually hovers around 29, depending on how recent his last defeat is and how many of his own minions he has killed in the name of “realistic stage fencing.” With almost 250 minions at his disposal, Vaudeville can be a challenge for an GM and it may be simpler to limit him to smaller numbers. (Limiting him to his minions of PL 2 or higher entitles him to a healthy 45 man mob.) The Cultist stats from *Crooks!* serve admirably as the supporting cast of Vaudeville’s acting company, while the usual Thug and Elite Thug stats from the *Mutants & Masterminds* rules fill out the roster of walk-ons and stage hands. All will be costumed in period style, though their weapons are still brutally efficient.

It is only a matter of time before Vaudeville teams up with that other well-known thespian villain, Yorick. This could take the form of a deadly rivalry, in which each comedian tries to one-up the other in alternating crimes, or the two could work together to cast a comedic opera performed entirely by Powers. Naturally, one or two heroes would be perfect as the starring roles.

Appearance: Vaudeville is a man of medium build and height. He is almost always in heavy stage makeup of the kind used by vaudeville performers at the turn of the century; white powder, red dabs on nose and cheeks, and red lips. He is typically in the traditional showman’s outfit of straw hat, red pinstriped suit and cane. He tends to conceal his gag-Gadgets in his hat or the cane, but other props and costumes may be called upon if he’s adopting a specific persona.

Quote: “Ah, yes! The roar of the greasepaint! The smell of the crowd!”

Warden

Albert Bellevue, the Warden: PL 16 Villain (252 pp); Init +3; Spd 30 ft (run); Defense 23 (+10 base, +3 dex); BAB +10; Atk +13 or +11/+11 melee (+11S unarmed strike), +13 ranged (DC 20 Snare and Strength Drain); SV Dmg +5 (Armor +8), Fort +5, Ref +11, Will +7; Str 16, Dex 16, Con 20, Int 20, Wis 20, Cha 12 (94 pp)

Skills: Computers 4/+12, Craft (Armor) 4/+12, Craft (Cybernetics) 4/+12, Craft (Electronics) 4/+12, Craft (Engineering) 4/+12, Craft (Mechanic) 4/+12, Craft (Robotics) 4/+12, Craft (Weapon Systems) 4/+12, Demolitions 4/+12, Disable Device 5/+13, Intimidation 4/+5, Knowledge (Powers) 5/+13, Knowledge (Tactics) 4/+12, Listen 2/+7, Open Lock 8/+16, Search 4/+12, Spot 2/+7 (35 pp)

Feats: Assessment, Chokehold, Connected (use the Warden's Intimidate instead of Diplomacy), Evaluate, Expertise, Headquarters, Improved Disarm, Improved Grapple, Indomitable Will, Infamy, Iron Will, Rapid Strike, Wealth x2 (28 pp)

Powers: Super-Intelligence +3 (*Source:* Training; *Cost* 2; *Total:* 6 pp) (6 pp)

Equipment: Jailer Armor (Armor +8; *Source:* Super Science, *Extras:* Immunity (Critical Hits, Disease, Poison, Pressure, Suffocation, Heat, Cold, Electricity), Super-Dexterity, Super-Strength; *Stunts:* Darkvision, Penetration Vision, Radio Broadcast, Radio Hearing, See Invisibility; *Cost* 8+5; *Total:* 69 pp), Negation Net Launcher (Snare +10; *Source:* Super Science; *Extras:* Area, Drain—Strength; *Flaws:* Device, Uses—4 per day; *Cost* 1; *Total:* 10 pp), Gadgets +10 (*Source:* Super-Science; *Cost* 1; *Total:* 10 pp) (89 pp)



The Warden created by the Junkyard Dragon



The Warden, who now answers to no other name, was born Albert Bellevue. Once upon a time he was considered a genius, and his work was the future of law enforcement and correctional institutions everywhere. Driven by a deeply-felt need for social order, he invented various devices still in use by Power-fighting law enforcement branches throughout the United States. He was the driving force behind the project that developed the power-neutralizers that can be seen at Power containment facilities across the country, a project that left him with a great reputation and bankroll. Thus it was that when he asked for funding to build a prison specifically designed to hold Power criminals in Nevada, he was granted it without argument.

The politicians who financed him would come to regret that decision.

When the Albert Bellevue Correctional Institution came online to great fanfare in the law enforcement community, dozens of powered criminals were sent there for incarceration—which is when the second purpose of the prison was revealed. They were assigned the task of ‘working on the reactor’ that was part of the jail, a reactor that within days began producing enough power to out-perform all the non-nuclear plants in the state. While state politicians celebrated the energy surplus (signing lucrative deals with their electricity-starved neighbor, California), a small group of mystery men decided to investigate the information blackout surrounding the prison.

Infiltrating the Institution, they discovered a horrific truth – the inmates were being used as bio-electric batteries for the reactor, used up until they died and then disposed of. The super-science of the reactor converted their powers into energy for the state. When this was exposed, the Institution was swiftly shut down – but they never found Bellevue to arrest him. He had fled, along with much of his technology, and gone on the lam; he became convinced that the *heroes* were at fault for disturbing the public order. Without them there wouldn't be so many Power-villains, and society would be able to deal with those which did exist quietly and out of the public eye. Crafting a suit of powered armor for himself, as well as an arsenal of high-tech weaponry and restraints, he began his crusade: to capture every costumed Power-hero on the planet, and imprison him or her in a prison of the Warden's own devising.

In the years since, Bellevue has run afoul of many heroes, trapping them in deathtrap-prisons or capturing their loved ones as bait or forced accomplices, and has even worked with many other Power villains to supply them with technology or take captives off their hands. He was a member of the Hateful Eight, designing prisons to contain the organization's enemies, and since he was never on the front line of battle he managed to escape capture. When his former allies banded together as the Tyrannical Ten he supervised the construction of a massive Gulag and the

imprisonment of a half-dozen famous Powers. To his surprise, they managed not only to escape but to track him to his shielded command center, where he was apprehended. Being in prison was very educational for the Warden. He took no small satisfaction in the fact that many of his innovations were still in use (see Couronne).

Although confined to Alcatraz prison, Bellevue was soon approached by agents of the federal government. There was concern in Washington that the nation was too dependent on Powers. What would happen if the brightly costumed champions of justice were to one day decide the federal government was superfluous? The government needed to be prepared. Unable to conceal a smirk of satisfaction, Albert Bellevue agreed to work with the government to develop the Siegfried Protocols, a set of contingency plans intended to immobilize (but not kill) every prominent Power in America. In exchange, his sentence was reduced and he was afforded a number of luxuries, not the least of which was a fully stocked workshop. When the Chain Gang program was begun, giving inmates a chance for amnesty if they fought off an invader from another dimension, Bellevue didn't even look up from his work. The Protocols were too important.

Much to the Warden's disappointment, there was a mass breakout at Alcatraz and his lab was destroyed. He knew that his government handlers had access to his nearly-complete work on the Protocols, but he considers a war between Washington and Powers to be a good thing. He did make another copy of the Protocols, however, and take it with him into the night. Now circulating among the Power-criminal underground, the Warden has leveraged his vast store of intelligence data on American Powers into a new suit of armor, new weapons, and an expansive headquarters. Although he continues to be in sporadic contact with the federal government, he is also one of the most dangerous villains in the world today.

Appearance: Albert Bellevue, outside of his armor, is a large man, hulking in size and well over six feet. His scalp is clean-shaven and he bears a full salt-and-pepper beard, though no mustache. He has a very sharp sense of style, though he tends to be fairly standoffish.

The Warden, on the other hand, is seven feet of high-tech power armor painted pitch black, with white chains wrapped about it for intimidation's sake. The helmet is grated like the bars of a cell, with black plastic reflecting the face of any onlooker. The negation net gun – a large rifle – is slung across his back, while various other gadgets and devices are accessible either as a part of the armor itself or in hidden compartments.

The Warden in Play: Unlike many villains, the Warden isn't the sort to just show up in the street and start swinging. He's too smart for that, and he knows that he can easily be overcome by powered individuals working together. If he knows ahead of time that he's going to come into conflict with one or more heroes, he does his homework, researching everything he can about their abilities, weaknesses, and allies. Using this data, he will construct weapons which capitalize on the vulnerabilities of his enemies, and choose a battle site which minimizes the talents of his foes. Instead of involving himself in a battle between Powers, the Warden will observe his target throughout the fight and then ambush the chosen victim when the poor fellow is on his way home. His negation net gun, grappling skills, and various gadgets give him a good chance of capturing many heroes at once if he can get the drop on them, and he uses Assessment to figure out what a hero's worst saving throw is before choosing a tactic. If the Warden finds himself at a disadvantage, he can use his Gadgets to add a +10 Force Field to his defenses, boosting his effective Protection as high as stacking limits permit. He can then use this window of invulnerability to escape through one of several pre-arranged routes.

The Warden can be used in many different sorts of plotlines. He could target a famous hero group and decide they need to be captured, building a deathtrap prison to drop them into. He could start capturing NPC Powers known to a character, leading the hero into a rescue mission. Another villain could capture a PC and then hand the captive over to the Warden — who then uses the hostage to lead more heroes into a trap. For a larger-scale plot, he could openly reveal his prison-headquarters, heavily defended and in international waters. The doors to this Gulag are open for powered criminals from any nation on Earth, but the inmates are also sure to be abused and eventually killed. Could even America, with its ever-increasing population of convicts and detainees, afford to ignore the Warden's "final solution"?

Intelligence and tactical planning are key to the Warden. He's not going to just come in swinging without a plan, and is likely to retreat if taken off-guard. He is a villain in the mold of Doctor Doom — a mastermind with far-reaching goals — not a thug in the style of Cain Marko.

Quote: "For the good of society, I pronounce this sentence: life in prison."

Weathervein

James Marsten, the Weathervein: PL 12 Villain (165 pp + special); Init +3; Spd 30 ft (run), 120 ft (fly), 436 mph (super flight); Defense 21 (+8 base, +3 Dex); BAB +6; Atk +7 melee (+1S unarmed strike), +9 ranged (+12L lightning bolt, +12S air blast, or Will DC 22 slow); SV Dmg +7, Fort +2, Ref +8, Will +7; Str 13, Dex 16, Con 14, Int 13, Wis 10, Cha 14 (54 pp)

Skills: Concentration 6/+6, Gather Information 4/+6, Intimidate 4/+6, Sense Motive 6/+6, Survival 6/+6 (13 pp)

Feats: Aerial Combat, Iron Will, Power Attack, Power Immunity, Psychic Awareness (10 pp)

Powers: Amazing Save +5 (Dmg, Ref, Will) (*Source:* Training, *Cost:* 3, *Total:* 15 pp), Weather Control +12 (*Source:* Mutation; *Extras:* ESP +6, Fog, Flight, Lightning, Super-Flight +3; *Stunts:* Elemental Blast (Air), Slow; *Cost:* 5+13; *Total:* 73 pp) (88 pp)

Special: Marsten can temporarily increase his powers at the cost of his physical health. Every round, he may add 1 rank to his Weather Control; this inflicts 1 Lethal Hit on him. Marsten does not make a damage save for this Hit; he cannot be killed, stunned, or incapacitated by it, but it makes it harder for him to make any other damage saves he may be forced to roll. The increase in power lasts for one scene. The Lethal Hits cannot be healed until the scene is over, at which point they heal normally. Note that when Weathervein's weather control ranks increase, he violates the rule of PL limits.

Weathervein created by Gail Windsor



James Marsten broke onto the Power crime scene decades ago as a young and impulsive villain anxious to use his natural-born control over the weather to secure all the luxuries the world could offer. He encountered a number of different heroes, though seldom battled the same one twice. He was often hired to serve as muscle in one hastily-assembled team or another, but his life changed forever when Prince Primeval, the self-proclaimed master of humanity, hired a team of scientists to boost Marsten's weather control talent. By plugging Weathervein into a room-sized amplifier, Primeval was able to take complete control of the world's weather patterns and hold the Earth hostage.

The amplifier stimulated a part of Marsten's brain, a unique cluster which allowed James to control the weather. The chemicals and radiation also prompted the growth of a cancerous tumor, a truth Primeval kept hidden from his erstwhile ally. Heroic Powers tracked Primeval to his lair and battled to destroy the machine, but it was not enough. Weathervein now had enough power to blackmail the world even without a machine, and it seemed that Primeval had won. But John King of the Saturn V revealed the existence of the tumor to Marsten, who avenged himself against Primeval by destroying the villain's secret lair and flying off.

In the years that followed Marsten adopted a new lifestyle. He drifted from one town to the next, lingering in seedy bars and picking fights. While he occasionally agreed to work for one boss or another, the arrangements were always short term and involved cash on the barrel. He was finally arrested on a drunk and disorderly charge in Austin. When his identity was discovered, he endured a quick trial and was incarcerated in Alcatraz. There he learned that his tumor was inoperable. While his death was a certainty, he could prolong his life by avoiding the use of his powers.

His secret dread confirmed, Marsten lingered silently in his jail cell until the prison break. At first he showed no interest in helping the other convicts escape, but taunts provoked a fistfight which Marsten handily won. Flush with victory, James threw caution to the winds and ripped the Rock open with lightning and thunder. He threw down a half-dozen helicopters and blew a platoon of soldiers into the Bay before finally carrying a gang of inmates to safety and vanishing.

Appearance: Weathervein is a very tall, lanky individual with a weather-beaten appearance. He is old before his time, his long and lean arms criss-crossed with pale white scars and the signs of a life struggling against the elements. His hair is white, shoulder-length and fine, while his eyes are gray. Under ordinary circumstances, the vein in his temple is all but indistinguishable, but as his powers begin to grow it pulses and throbs with blue fluid, bulging from his skull. Soon his brow is beaded with sweat and his eyes are bloodshot; his hands begin to shake and his posture hunches over as he struggles against the pain. Marsten dresses in casual street clothing that would not

look out of place at a biker bar: worn jeans with leather chaps, a vest or open jacket that exposes his whipcord torso, sunglasses and a chain loose about his neck.

Weathervein in Play: Marsten can use his powers to fly on the wind, lash out with deadly lightning, or call on blinding sheets of rain, sleet, or fog. His senses extend through any weather pattern he summons and controls, so that he can sense out to twelve miles by concentrating (this is a bit less than the 20 mile range ESP +6 would normally allow). When Marsten brings a downpour of rain on a single target, he can deprive that hero of solid footing and perception, greatly hindering him in combat. (With Extra Effort, Weathervein can use this Slow attack in an area, one of his favorite tactics.) With Power Attack he can raise his lightning bolts to truly devastating levels, while Power Immunity allows him to see through his own Fog. Weathervein is likely to use his VP to increase his Defense, to avoid Stun effects, or to add additional weather-related Extras. He doesn't need to use Extra Effort to raise his power ranks, since he can do that naturally.

But what makes Marsten stand out from other villains is not his weather control abilities. He is a dying man, torn between a desire to keep on living and an utter conviction that his powers are the only thing he really has going for him. He drowns his bitterness in liquor and dumb violence, acts which inevitably attract the attention of law enforcement. Marsten will never go to prison again, and there's no facility that can hold him once his powers begin to escalate. (There is no upper limit on the ranks of his Weather Control, so eventually he will get enough lightning to break free.) Even drugs might not be able to restrain him once his brain is flush with the fury of the storm. There's no happy ending for Marsten, but in his desperation he will leap at virtually any hope of keeping both his life and his powers. As his death nears, he may turn to New Age religion, drugs, or Power masterminds.

Quote: "Gimme a fucking break, kid."

Zyxtl

Zyxtl: PL 10 (150 pp); Init -3; Spd 0 ft. (run), 50 ft. (fly); Defense 16 (+5 base, -3 Dex, +4 size); BAB +8; Atk +13 mental (DC 20 penetrating mind control); SV Dmg -1, Fort -1, Ref -3, Will +7 (+10 mental protection); Str 1, Dex 4, Con 8, Int 18, Wis 20, Cha 14 (39 pp)

Skills: Concentration 4/+9, Diplomacy 2/+4, Handle Animal 6/+8, Hide 0/+5, Science (psychology) 4/+8, Science (zoology) 6/+10, Sense Motive 10/+15 (16 pp)

Feats: Indomitable Will, Iron Will, Penetrating Attack, Photographic Memory (8 pp)

Powers: Flight +5 (*Source:* Alien; *Flaws:* Restricted—wings; *Cost:* 1; *Total:* 5 pp), Mind Control +10 (*Source:* Alien; *Extras:* Drain—Wisdom, Mental, Mental Protection, Slow Recovery x3, Telepathy; *Flaws:* Limited—one Type, Restricted—Touch; *Stunts:* Mental Link; *Cost:* 7+2; *Total:* 72 pp), Shrinking +10 (*Source:* Alien; *Extras:* Duplication, Mental Link; *Flaws:* Permanent; *Cost:* 3; *Total:* 30 pp) (107 pp)

Weaknesses: Disabled, Disturbing(-20 pp)



Zyxtl created by Phase



Zyxtl's species is native to a remote dimension. Their appearance is rather innocuous if unpleasant: a five inch long, sickly pale, flat slug with wings. Despite being not much to look at, slow, ungainly, and with no limbs, they are the most evolved species on their planet. They are also parasites.

Every member of the species finds an appropriate host to attach itself to, even if only a temporary one. Sinking hundreds of fine cilia into the host, it suppresses the host's willpower, then mentally moves in and takes over. The cilia filter the host's blood for nutrients the parasite cannot get on its own. The creatures can move to a new host at any time if they encounter one more suitable (such as one with manipulatory appendages). Finding a new host is a simple matter since each parasite can, through a process similar to fission, reproduce itself many times over. (The race has three sexes, however, and true breeding requires the involvement of all three.)

Zyxtl was just a normal member of his species, minding his own business, when his dimension came under observation from a laboratory operating in Alcatraz prison. The machine was designed to reach across the dimensional barrier and bring a sample back for study ... it got Zyxtl. Unfortunately, a massive flood of dimensional

energy over-loaded the machine and caused a tremendous explosion, wrecking the lab and causing a momentary power loss that forced prison operators to tap the energy grid of nearby San Francisco. Ordinarily, this would have kept all the inmates safely contained, but another power criminal with agents on the outside (see Binary) seized the opportunity to make the power loss more serious. Predictably, the inmate population of the prison immediately broke from their restraining devices and a general riot ensued. Zyxtl flew around in the wreckage of the prison for several hours before he settled on his first host, a paramedic from the city. By the time scientists realized what had happened, he was all but untraceable.

Adjusting to and exploring a whole new dimension was something Zyxtl never dreamed of, but he is very aware of the potential. Humans make excellent hosts and some have abilities beyond anything his race has ever encountered. If he can bring others of his species here, they will be able to reach heights never dreamed possible and Zyxtl will become the most famous and honored member of his people.

Appearance: Every member of Zyxtl's species (the name of which is not yet known to human scientists) is a five inch long tapeworm, pasty in coloration, with wings. Physically, they are nearly helpless, only able to fly slowly along till they encounter a host to take over. Without a host, they are unable to survive for long; they must filter blood to live. Fortunately for them, they are smart, small, and hard to spot when attached to a host.

Zyxtl in Play: Zyxtl isn't exactly a villain. He's a stranger in a strange land who is used to taking advantage of other species to advance his own. That is the natural course of things on his planet. His goal is to find a way to open a dimensional portal to his home and lead his people to Earth. Humans will be the best host species his race has ever encountered. Humans not only have hands that can build things, but many even have powers. He is not a cruel master, but he definitely considers himself superior to anything on our planet. When finding a new host, he will first get in close — preferably without being seen — and start draining Wisdom. Once that is accomplished, he'll attach himself to the host and take mental control. Telepathy will be used to rummage through the memories of the host to discover what talents and abilities are available, as well as to enable Zyxtl to act 'normal' in encounters with other people. Since Wisdom Drained by Zyxtl only recovers at one point every day, and by then he is attached and ready to drain again, the only way to rescue a victim is to drive off the parasite itself. If the host has powers, this is easier said than done.

Just in case the prospect of being mentally dominated by an alien slug was not frightening enough, Zyxtl can divide his cells to grow up to ten additional creatures with all of his own powers. Although these organisms are mere Minions, and so very easy to destroy once caught, this allows him to dominate almost a dozen people at once and communicate through Mental Link over almost any distance. All he needs to do is find someone with a connection to dimensional science and he is well on his way to assembling a team of technicians, all of whom are mind controlled by Zyxtl or his duplicates. One or two scientists may be left on their own, especially if they have knowledge which is too technical for the alien to understand, but rooting out this staging area could be exceedingly difficult. Zyxtl's methods make him useful to heroes of any power level, since he can possess other heroes or villains which conveniently make appropriate PL challenges for the heroes. He has a high "replay value," possessing different hosts each time, always requiring different tactics to defeat. A small invasion by his native race could overrun a small town or a single large office building. He could take over an entire team of heroes or villains, forcing players to fight their dominated friends. He might even become the tool of another mastermind; someone like the Warden would have all sorts of nefarious uses for a race of mind-controlling slugs.

Zyxtl is no master tactician. His first strategy will be to mind control Powers whom he can use to defend his project. If this doesn't seem to work, he'll flee, using his duplicates to mind control hapless civilians who throw themselves recklessly at the heroes. To save these innocent people, the heroes will have to abandon their pursuit of the alien ... at least for now.

Quote: "My name will never be forgotten once my people arrive."

Appendix I: Villains by Icon

Mastermind: Aisuko, Nietzsche, Vaudeville, Warden, White Dwarf, Zyxtl

Lieutenant: Aristotle, Binary, Couronne, Demolisher, Kierkegaard, Moe Mentum, Nova, Singularity, Tin Man, Untouchable, Voltaire, White Dwarf, Woolf

Rogue: Aisuko, Beanie Baby Lady, Binary, Couronne, Entity, Eve’N Steven, Foo Fighter, Infection, Mourner, Mysterious Mime, La Nebulosa, Neutron, Peekaboo, Primordius, Psy-Lord, Scissorman, Skunk, Timeangle, Weathervein

Thug: Crane, Crowbar, DeciBelle, Dozer, Eunuch, Eve’N Steven, Infection, Jack Knife, Lifter, Moe Mentum, La Nebulosa, Neutron, Popstarr, Poseur, Primordius, Pulsar, Red Giant, Skunk, Weathervein, Wrecking Ball

Appendix II: Villains by Power Level

PL 7

Crane
Crowbar
Demolisher
Dozer
Lifter
Wrecking Ball

PL 8

The Beanie Baby Lady
Voltaire

PL 9

PopStarr
Timeangle
Woolf

PL 10

Aristotle
Eve’N Steven
Kierkegaard
Mysterious Mime
La Nebulosa
Pulsar
Peekaboo
Poseur
Skunk
Zyxtl

PL 11

Binary
Eunuch
Foo Fighter
Red Giant
Untouchable
Vaudeville

PL 12

Jack Knife
Moe Mentum
Scissor Man
Weathervein
White Dwarf

PL 13

DeciBelle
Infection

PL 14

Neutron
Nova

PL 15

Entity
Nietzsche
Primordius
Psy-Lord
Singularity

PL 16

Aisuko
Couronne
Tin Man
Warden

PL 18

Mourner