

WELCOME TO

STARK CITY

CAMPAIGN SETTING & CITY BUILDING TOOLSET

Geartown

BOOTLEG EDITION



ICONS
SUPERPOWERED ROLEPLAYING



STARK CITY

GEARTOWN

Contents

Geartown	2
1a) Gerrisburg Port	2
Contact: Frank Bruzak president of American Stevedore's Union #245	3
1b) Pier 47 at the Gerrisburg Docks	3
Krachla, Leader of the Merman Mafia	4
2a) Blackheart's Boulevards	5
Contact: Geartown Grinders and Agent Orange	6
Agent Orange	6
2b) Geoffrey Knightley Memorial Community Center	6
Contact: Frank Stargell	7
3) Abandoned Shipyards	7
Contact: Andrei Khvostov, Leader of the Geartown Grinders	8
4) Apex Theater	8
Auguste Anarch	9
5) MAKO Aquadrome	9
MAKO Commander	10
6a) Acme Telemarketing	11
6b) The Null Realm	11
Jade Empress	12
Sidebar: Hath-zet, Dragon of the Null Realm	12
7) The Crouch and Rush	13
Bastion	13
Sidebar: I Don't Know The Extent Of My Powers	15
8) Little Saigon	15
Contact: Sucheng Chan	16
9) Centennial Hotel and Casino	16
James DeSouza	16
10) Stark Lake Naval Base	17
Contact: Rear admiral Colin "Chesty" Marshall	18
Sample PC section	18
Flux	18
Laughing Boy	18
License	20

Geartown

Theme

Crime-Ridden Seedy Underbelly of Stark City

Scale

Large city neighborhood, approximately 2.2 square miles

Aspects

Economically and Morally Depressed
Poorly Policed
Crime-Ridden

Location

Southeast of Stark City proper, along the shoreline of Stark Lake, a large freshwater body of water that feeds into the Atlantic Ocean

Description: Geartown is the eastern suburb of Stark City. It has been on a downward spiral for several decades. Costumed criminals, supervillains, and everyday thugs run wild in Geartown.

Geartown's original name was Gerrisburg, and it was a thriving port town in the 1800s. Into the 20th century, Gerrisburg flourished: ship-building was a growth industry, the port busily handled freight from all over the world, and the US Navy opened the Port Stark Naval Base just north of the city. In the 1940s, Gerrisburg was incorporated into its larger and expanding neighbor to the west, Stark City. It continued to prosper throughout the 1950s, propelled by the wartime economy and its ship-building industry.

Unfortunately, the ship-building business crashed hard in the 1960s. Gerrisburg crashed with it and never recovered. The empty and rusted shipyards came to symbolize the town, and led to the demeaning nickname "Geartown."

These days, Gerrisburg is a heavily depressed area. The port and accompanying warehouses (which still handle a decent amount of freight) and Port Stark Naval Base are the largest remaining legitimate businesses. The service industry jobs clustered around the naval base are the predominant

employers of Geartown citizens. The tract houses built for the legions of longshoremen and laborers—needed when Geartown was booming—are now the poorest neighborhoods in Stark City.

As the legitimate economy has declined in Geartown, the underworld economy has boomed. Several criminal organizations have staked out turf in the suburb, preying on the citizens' depression and desperation.

The Stark City mob has its base of operations in the Centennial Hotel in Geartown. Additionally, the area is riddled with hidden tunnels that lead into the Catacombs, a testament to Geartown's Prohibition-era history.

1a) Gerrisburg Port

Aspects

Unloading and Transport Terminal
Processes Tons of Freight Weekly
Active Smuggling Operation

Description: The Gerrisburg Port handles approximately 500 tons of freight annually; chiefly imported consumer goods. Rail lines that run into the dockyard enable quick transfer of goods to train and a dispatch center on site handles the same function for over the road trucks.

The port is managed by the Illinois Port Authority. However, Port Authority officials are notoriously ready to turn a blind eye and so the stevedores and longshoremen who work the docks have a very free hand and very little meaningful supervision. This lax atmosphere allows a certain amount of freight to simply 'disappear' at the docks and facilitates a certain amount of smuggling. If the heroes are investigating contraband in Stark City, it's very likely that the trail will lead them to the docks.

Contact: Frank Bruzak president of American Stevedore's Union #245

Aspects

Longshoremen are His Family
Wants to do the Right Thing Even If it's Illegal
Savvy Political Operator

Background: Given the relaxed posture of the Port Authority, Frank Bruzak effectively runs the Gerrisburg Port. His chief priority is taking care of the longshoremen and stevedores who work for him. Unfortunately, while the port is still relatively busy, the volume of freight moving through Gerrisburg has decreased sharply in recent years and there's not enough work to go around. So, while his hands are dirty with smuggling and theft, Frank sees these as indiscretions as necessary to help the men in his union earn a living wage given the tough economy. Despite his association with the Stark City mob and the occasional supervillain, Frank doesn't see himself as a criminal - he sees himself as a friend to the working man.

If he If questioned by the heroes, Frank will avoid saying anything that directly incriminates anyone in his union. He is, however, a man with a conscience and if the public good is at stake he will find a way to provide useful information indirectly or through a third party.

1b) Pier 47 at the Gerrisburg Port

Aspects

Legitimate by Day, Merman Mafia Stronghold by Night
Illegal Drug Market
Patrolled by Merman Thugs After Dark

Description: During the day, Pier 47 is like any other in Gerrisburg Port: a bustling hive of activity as laborers unload freight from cargo ships arriving from around the world.

By night, the laborers leave and the docks are guarded only by a handful of easily bribed security guards. That is when Pier 47 becomes the center of operations for the Merman Mafia in Stark City.

The merman (also called Atlanteans) are bipedal, amphibious humanoids. They descend from a Roman colony in the Atlantic that was flooded in the second century BC. A sorcerer on the colony mutated his fellow citizens with a spell that allowed them to breathe water and survive the catastrophe. Atlantis has existed since, largely avoiding contact with the air-breathing world.

There is a rogue merman colony in Stark Lake, established by exiled criminals from Atlantis (which lies hundreds of miles away in the Atlantic Ocean). The aquatic miscreants covet a slice of the action on dry land, and Pier 47 is their beachhead towards taking some. After dark, gangs of merman haul themselves and their goods out of the drink and set up shop on the pier. They operate a variety of illegal businesses, including fencing stolen goods (particularly smuggled weapons or technology pilfered from Tesla Industrial Park) and selling undersea narcotics to air-breathers.

They peddle their special brand of Atlantean narcotics to a network of low-level dealers. Holding court in the open like this is hardly the wisest course, but the leader of the merman, known simply as Krachla, is descended from Atlantean royalty—and he likes to posture and make an impression. An extensive security detail guards the pier with lookouts positioned on the roofs of nearby warehouses and buildings.

The Atlantean control a warehouse near the pier, where they stash their paper money, technology, and firearms. They've bribed the head of the Port Authority, and he lets them use spare warehouse space (and even some offices). Atlanteans can be out of the water for a week at a time with no ill effects, so there's a rotating merman security detachment covertly guarding their warehouse.

The Atlantean narcotics are created via a process that involves both magic and technology. While they are addictive and stimulate a pleasant dreamlike

state for mermen, for land-dwelling humans they have a more powerful effect thanks to the differences in the species' metabolisms. They create sheer euphoria in, and are therefore powerfully addictive to, homo sapiens. The mermen call the drug 'Formula 42'. Users refer to it as 'fish sticks' or 'manta'.

Eager to expand his power base, Krachla has been experimenting with the composition for the drug his organization sells, and with the help of his gang's resident sorcerer he has inserted a mutagenic element into the narcotic that will transform air-breathing humans into amphibious mermen. The results have been slow, but several advanced addicts have grown gills and felt an irresistible compulsion to throw themselves into Stark Lake. Most of the junkies could not survive the transformation, but a sizable percentage (around 15 percent) were assimilated into Krachla's merman colony in Stark Lake and have become foot soldiers in his organization.

So far, the Atlanteans' operation has been low profile. Krachla has enforced a strict code of silence on the air-breathing dealers he does business with—even killing one who was only rumored to have been working with the Stark City Police. However, with the introduction of mutagenic elements into the Atlantean narcotics, there will be a rash of addicts being mutated into mermen, with several dying in the process. Given this new development, it is likely that several low level dealers will be shaken and willing to talk to the police (or PCs) about the source of this the dangerous supply of mutagenic drugs.

Krachla, Leader of the Merman Mafia

Abilities

- Prowess 6
- Coordination 4
- Strength 8
- Intellect 4
- Awareness 5
- Willpower 8

- Stamina 16
- Determination *

Specialties

- Mental Resistance
- Underwater Combat Master

Powers

- Aquatic 6
- Animal Control 5 (sea life) (affects all in visual range with no penalty)
- Mental Blast 3
- Life Support 2 (cold, pressure)

Qualities

- Crimelord of the Deep
- The Soggy Godfather
- Exiled Atlantean Mob Boss

Challenges

- Rivals with Stark City Gangs
- Hunted by Merman Authorities and Stark City Police
- Exiled from His People

Background: Krachla was the king of the mafia in Atlantis. He controlled the trade in undersea opiates, the protection rackets, and the illicit black market in surface-world goods. Every gang paid fealty to him, and the city's rulers tolerated his existence with a grudging respect (that was enhanced by regular bribes). He crushed any meaningful opposition years ago and ruled the criminal underworld with an iron fist ... until the day he was betrayed by a trusted lieutenant. His loyal allies had been killed or converted to the traitor's faction, and Krachla barely escaped Atlantis with his life and just a handful of compatriots.

Exiled from his home on pain of death, Krachla and his allies wandered the ocean for months. They eventually found their way out of the Atlantic and into Stark Lake. Once there, they forged a tentative alliance with the terrorist group MAKO and established a settlement alongside their HQ. While the partnership with MAKO has been beneficial, Krachla is sick of merely surviving and wants to establish himself as a player in the criminal underworld and regain some modicum of self-

respect and dignity.

Money is the life-blood of any criminal enterprise—money for bribes, weapons, and supplies. Krachla's mob is no exception to this rule. With their merman currency being worthless on the surface, they launched an aggressive campaign of fundraising. The nighttime market they operate on Pier 47 is just one part of this plan. They have also launched a series of daring heists, focused mainly on robbing poorly armed low-level drug dealers and ill-defended drug houses in the Geartown area to build up their bankroll.

As their war chest grows, Krachla nurses the secret desire that one day he will find something in the surface world that will give him enough of an edge to return to Atlantis and reclaim his rightful spot as the ruler of its criminal underworld. (That's why he encourages his air-breathing customers to bring him whatever they can steal from the tech companies and super-science labs of Tesla Industrial Park.)

Until that day, he continues his quest to carve out his niche in the Stark City criminal underground.

He has avoided hitting banks or other legitimate businesses so far. His desire is to stay as low-key as possible in regard to the city's police and super-powered community for as long as he can.

The time will come when he has to contend with them—but for now he prefers to limit the number of battles he has to fight.

2a) Blackheart's Boulevards

Aspects

Worst Ghetto in Town
Haunted
Plagued by Arsonists

Description: The heart of Geartown is officially named "Gerrisburg Gardens." Almost everyone, however, calls it "Blackheart's Boulevards" or simply "Blackheart's."

The locale is the most poverty-stricken and crime-plagued ghetto in Stark City. The DeSouza mafia runs several operations in the area: protection rackets that prey on the few legitimate business in the area, and a thriving business in illegal drugs.

It's a grim place, dominated by run-down tenements, warehouses, and boarded-up houses with foreclosure notices nailed to the front door.

This area was gutted by the Great Gerrisburg Fire of 1872, which also destroyed the shipyards and the docks before it was contained by firefighters from Stark City and Gerrisburg working in tandem.

After the fire, the rebuilt Gerrisburg Gardens was often referred to as Blackheart's Boulevards because of Colonel Jeremiah Blackstone's alleged role in the fire. Blackstone was a hero of the Civil War who lived in Gerrisburg Gardens with his family. The legend is that Blackstone, in a fit of depression over the death of his wife and only child due to typhoid, set fire to his own house in a suicide attempt that led to the Great Gerrisburg Fire. (Blackstone perished in the fire and is buried in the Gerrisburg cemetery.) After the fire, residents took to referring to him as 'Colonel Blackheart' and to the charred streets of Gerrisburg Gardens as 'Blackheart's Boulevards'. The name stuck.

(The destruction had a silver lining in that it allowed Gerrisburg to rebuild a new, more modern waterfront and shipyards, and thus paved the way for Gerrisburg's prosperity as a trade hub and as a center for ship building in North America.)

According to local legend, Blackstone haunts this part of town and, still mad with grief, tries to burn down his old house. This ghost story probably would have died out years ago. However, Geartown has an unusually high arson rate and some say that Blackstone's ghost, not flesh-and-blood firebugs, might be to blame for these blazes.

Contact: Geartown Dragons and Agent Orange

The Geartown Dragons are a violent and nihilistic street gang. While they are involved in minor drug dealing and larceny, at heart the dragons are just thrill-seekers with arsonist tendencies. While some gangs are driven by money or power, the Dragons simply fight or burn buildings for the joy of destruction. In the eyes of most of the other organized criminals and supervillains of Stark City, this makes the Dragons small-time hoods.

They could not care less.

This short-term thinking doesn't keep the gang from making some money from their good times. The Dragons will take contracts from business owners, other gangs, the mob, or even supervillains to target specific buildings throughout Stark City. The gang members have even become skilled enough with arson to include some sizable improvised explosive devices in their repertoire. The firebombing and subsequent implosion of the historic Paragon office building in the Silver District on October 30 of last year was rumored to be the Dragons' work.

Devil's Night (October 30) is the Dragons' party of the year. They fan out across the city, competing to see which gang member can set the most fires, torch the largest building, or burn the most prominent landmark to the ground. For example, on Devil's Night of 2009, the Dragons were blamed for the attempted arson of Gerrisburg General Hospital.

Agent Orange (aka Chris Rolfe) is the Dragons' leader. He's a teenaged mutant with limited elemental control abilities. While the run-of-the-mill gang members have to use matches and lighters to start fires, Agent Orange has the ability to create and control fire from his fingertips. He used his powers to take control of the Dragons, and is trying to use the gang to build up his reputation and break into the big league of supervillains.

For a Geartown Dragon gang member, use the Thug stock character from *ICONS*.

Agent Orange

Abilities

Prowess 4
Coordination 4
Strength 4
Intellect 4
Awareness 5
Willpower 5

Stamina 9
Determination *

Specialties

Martial Arts

Powers

Elemental Control 5 (Fire)
Creating

Qualities

Leader of the Geartown Dragons
Wants to Use the Dragons to Make a Name for Himself

Challenges

Easily Distracted

2b) Geoffrey Knightley Memorial Community Center

Aspects

Bright Spot of Hope
Always Crowded
Imperiled

Description: The Geoffrey Knightly Memorial Community Center (named for a former Stark City mayor) is a bright spot of hope in Geartown. It offers after-school homework assistance and mentoring, outreach programs for at-risk youth and single mothers, job placement services as well as health education and a well-stocked food bank.

The 'Knightly' (as most Geartown residents call it) has been serving the community for nearly two decades. In an age of declining government

services, the community center was able to help the people of Geartown because it's largely funded through private donations. (Being located in the ultra-low-rent area of Blackheart's Boulevards has also helped.) Unfortunately it is now in danger of being shut down.

With the economic downtown, donations have dried up. Acme Telemarketing wants to buy the building that houses the Knightly and turn it into the second call-center in Geartown. Acme has made a very generous offer to the city (who owns the deed to the property.) Mayor Ullman has been fighting it, but with the Knightly a year behind on rent and Acme Telemarketing offering twice the value of the building, it will be hard to refuse for long...

Contact: Frank Stargell

Aspects

Retired Vigilante
Well-Connected

Background: The center is run by Frank Stargell who was previously a street-fighting vigilante known as the Red Wasp. Tired of the hero game, Frank hung up his mask and took over as director of the Knightly. In his words he's 'fighting the causes of crime instead of just socking guys in the jaw.' Thanks to his time as a crime-fighter, Stargell is a well connected man in Stark City and has many friends in upper society and city hall. He's been able to leverage these connections to keep the community center running, but lately the money has dried up.

Stargell may turn to the heroes for help in keeping the Knightly open. He suggests that they could help him with fund-raising (as the Sentinels are well respected in Stark City.) He may also ask them to investigate Julie Chen, the head of Acme Telemarketing. Something is 'off' about her. He can't put his finger on it - but his instincts as a former crime-fighter tell him that she's up to no

3) Abandoned Shipyards

Aspects

Home to the Grinders
Site of Late-Night Dance Parties
Rusty, Dangerous, and Dilapidated

Description: Closed since the 1960s, the once-proud Gerrisburg shipyards (located a few miles south of the Gerrisburg Port Authority) are now a collection of crumbling concrete dry docks, rusting industrial equipment, and slowly collapsing buildings that are heavily overgrown with weeds and trees.

The rusting cranes silhouetted against the sky have become the symbol of Gerrisburg, inspiring its nickname of "Geartown."

In spite of its abandoned appearance, the shipyards are far from deserted. A collection of suburban skate punks, street kids, and runaways who call themselves the Geartown Grinders hang out in the ruins—and some even make their home there.

The Grinders host raucous late-night dance parties in the shipyards, dragging in gas-powered generators to supply electricity for their speakers, lights, and audio equipment. The parties draw a large and diverse crowd from across the city. The revels are always loud and frequently run into the early morning, but the underpaid security guards who patrol the shipyards are easily bribed. While the local police will occasionally close down one of the Grinders' parties, they generally feel they have better things to worry about.

The Grinders do engage in illegal activities (scavenging from dumpsters, selling stolen cars to chop shops, shoplifting, stealing freight from the piers and fencing it), but the gang's activities, so far, are largely nonviolent. The proceeds are used to provide for the entire group (and fund their late night parties.) They've even built some rudimentary shelters, a half-pipe in the old shipyards, and a community garden.

The Grinders look out for each other. They vigorously defend their encampment in the shipyards and have been able to keep the mafia and various street gangs from Geartown at bay.

Because of their scavenging across the city and because of the large crowds that are drawn to their raves, the Grinders are one of the best-informed groups about what's going on in Geartown or Stark City at large. A savvy vigilante or cop can learn a lot of background information on just about anyone by cultivating a contact in the gang. The information does come at a price, of course. Fortunately, the Grinders are often willing deal in barter rather than cash.

Contact: Andrei Khvostov, Leader of the Geartown Grinders

Aspects

Idealist
Resourceful
Can't Look Weak

Background: The Grinders' leader, Andrei Khvostov (a runaway son of Geartown-based Russian immigrants), who goes by "AK," sees the Grinders as more of a collective or commune than a street gang. However, his younger brother and second-in-command, Sergei Khvostov, thinks his brother is a dreamer and has been covertly moving the Grinders in more profitable and criminal directions. He's been quietly selling drugs (including the new Atlantean narcotics) at the parties the Grinders host in the shipyards and has groups of Grinders engaging in more strong-arm robbery operations (which he's kept secret from Andrei).

Sergei has recently been talking with representatives from the Atlantean Mafia about a partnership. His brother would never go for it, but Sergei thinks the time may have come for him to challenge Andrei for leadership.

Both Andrei and Seregei Khostov have the same stats as the Henchman stock character from *ICONS*. For average members of the Geartown Grinders, use the Thug stock character.

Using the Grinders

The Grinders can be useful as a street-level threat,

as an information source, or as foot soldiers for the Altantean mafia (after Sergei supplants Andrei as leader, that is).

4) Apex Theater

Aspects

Abandoned Stage and Movie Theater
Base for the Anarch Gang
Tinderbox

Description: Designed in the art deco style, the Apex Theater opened in 1935 with seating for 2,000 people. Over its history, it hosted a variety of attractions from vaudeville and live stage shows to film. It thrived for three decades but closed in the late 1960s as Gerrisburg began its slump.

The windows are boarded up and the crumbling facade still advertises Jason and the Argonauts, the last movie to ever play at the Apex.

However, the interior hints at past glories. Relics such as the massive glass chandelier and grand piano are still intact in the lobby. Some seats are still in place. A faded fresco on the east wall of the main lobby shows a pastoral Italian villa scene.

The Apex is now the secret base for the August Anarch, a bizarre criminal who has a vendetta against the Stark City mob and has decided to begin his war of vengeance in Geartown. Never seen without trademark white clown makeup (the "auguste" is a variety of circus clown that favors white face makeup) the gang's leader is melodramatic but very capable. His attacks against the mob suggest an insider's knowledge of their operations, and he seems to have a genius for tactics and logistics.

He has a group of henchmen who are easily identified by their similar white face paint. Collectively, they're known simply as the Anarchs.

The Anarchs boldly contest the mafia's territory by mugging the mob's drug dealers and mounting hit-and-run robbery attacks on mafia gambling dens; additionally, they have made at least one assassination attempt on the head of the mob in

Stark City, James DeSouza.

The burgeoning street war between the Geartown mob and the Anarchs has involved several daylight drive-bys and shootouts on the streets. It's only a matter of time until civilians are harmed in the crossfire.

The mafia has been frustrated, so far, in their attempts to locate a base of operations for the Anarchs, and have devoted a lot of manpower to the search.

Auguste Anarch

Abilities

Prowess 4
Coordination 3
Strength 5
Intellect 6
Awareness 3
Willpower 3

Stamina 8
Determination *

Specialties

Deception Expert
Drive Expert
Leadership
Martial Arts Expert
Performance (Acting) Expert
Stealth
Sleight of Hand Master

Powers

Wizardry (Gadgets) 4
Blast - Acid-Squirting Flower
Paralysis - Electric Joy Buzzer
Strike Device 4 - Cane

Qualities

"Stop me if you've heard this one."
Carving Out His Turf

Challenges

Hates the Stark City Mafia (It's Mutual)
Hunted by the Stark City Police
Driven

Using the Anarchs

- After an Anarch drive-by ends in the deaths of several civilians, the families of the victims might contact the PCs and ask them to track down the Anarchs and end their reign of terror.
- The mob could offer a large cash bounty for the Auguste Anarch, resulting in a flood of supervillains and mercenaries flooding into Geartown to try to claim it. The PCs might be called in by the police to help keep the peace.

5) MAKO Aquadrome

Aspects

Hidden and Well Guarded
Nerve Center for MAKO's Operations
Allied Atlantean Encampment Nearby
Self Destruct Device

Description: MAKO (Make Anarchy Kill Oppression) is an aquatic based terrorist organization dedicated to the destruction of all national governments and creation of a global regime (under their control) that would forge a just and environmentally sustainable path for the human race.

Although their goals are lofty, MAKO's tactics are ruthless and violent. The group stages terrorist attacks on governmental and industrial targets throughout the world - often with significant loss of life and collateral damage. To the MAKO Commander, these are 'unfortunate but acceptable losses' in his glorious revolution.

The MAKO Aquadrome is a sub-aquatic fortress HQ on the bottom of Stark Lake. It is the nerve center for MAKO's global operations. It contains vehicle service and refueling bays, munitions depot, science labs, holding cells, communications center and throne room (for MAKO Commander.)

It's hidden by a camouflage screen (based on Atlantean tech) that keeps it hidden from radar and visual detection.

The MAKO Commander has offered shelter to the Atlantean criminal Krachla and his retinue. They live in a special settlement MAKO helped them

construct alongside the barracks. It's been a mutually beneficial partnership so far (with MAKO providing food and shelter for the exiles and the Atlanteans helping MAKO tweak and improve their technology.) Krachla and the MAKO Commander have been discussing grander plans for their collaboration.

MAKO Commander

Real Name: Dr. Randall Thornton, Ph.D.

Abilities

Prowess 3
Coordination 4
Strength 3
Intellect 5
Awareness 3
Willpower 5

Stamina 8
Determination *

Specialties

Drive
Leadership Expert
Nature Expert - Underwater Environments
Pilot
Science Master (Oceanography)
Underwater Combat Expert

Powers

Life Support Device 3 (Cold, Breathing, Pressure) - MAKO Shark Armor
Invulnerability Device 5 - MAKO Shark Armor
Aquatic Device 3 - MAKO Shark Armor
Blast Device 7 (Blasting) - Wave Energy Trident
•Explosion

Qualities

Identity : Professor of Oceanography turned Anarchist and Eco-terrorist.
Motivation : Reclaim the planet from those who would destroy it.
Epithet : Supreme Leader of MAKO
Catchphrase : Drown you fools in your ignorance and greed!
Connections : Krachla and the Stark City Atlanteans

Challenges

Enemy : All land-dwelling civilizations
Enemy : The Atlanteans
Personal : Egotistical, Paranoid and Fanatical

Background: Professor Randall Thornton of Stark City University was one of the first in the nation to speak out about greenhouse gases, global warming and the dangers of melting polar ice caps and rising ocean levels. Powerful corporate sponsors put pressure on SCU to silence Thornton, and a concerted effort was made to discredit him. In a last-ditch effort to save his reputation and position, Thornton embarked on a six-month scientific expedition to the Arctic Circle with his wife and young daughter to prove once and for all his theories on greenhouse gas-induced global warming and their impact on rising ocean levels.

Early reports suggesting that Professor Thornton's research indeed supported the validity of his claims reached the ears of executives at the Archon Energy Corporation, a company notorious for its poor environmental record. They hired a team of mercenaries to ambush Thornton's vessel and destroy his findings. The raid got out of hand, gunfire was exchanged, and the ship caught fire and sank.

Professor Thornton alone managed to survive the attack on his research vessel. He was rescued by a mysterious race of aquatic humans known as the Atlanteans who took him to their undersea kingdom and nursed him back to health. Broken and embittered by the loss of his family, Thornton tried to convince the Atlanteans of the danger the surface-dwelling humans presented to the entire planet and the need to strike first before it was too late, but his call to arms fell on deaf ears.

During his recovery, Thornton studied his rescuers' way of life and became convinced that humanity's future lied in building underwater communities to escape the self-induced destruction on the surface world. He was particularly fascinated with how the Atlanteans met their energy needs with their advanced science that pulled limitless energy from the tides. Not wishing their technology and other secrets to get into the hands of the surface dwellers

(especially one so bent on revenge and destruction) the Atlanteans informed Thornton he would never be allowed to leave their kingdom.

Thornton planned his escape and, when the time was right, he fled the undersea kingdom with samples of their technology and other secrets. Once back on the surface world, he contacted extremist environmental groups and proposed a bold new vision. Using the Atlantean technology, they would build underwater bases and raise an army to oppose those governments and corporations that continued to destroy the planet with their greed. MAKO (Make Anarchy Kill Oppression) was born and Randall Thornton established himself as its Supreme Leader.

In the 25 years that have passed since Dr. Thornton's research vessel was destroyed and his family killed, MAKO has built several undersea facilities based on Atlantean technology and energy sources around the globe starting with a prototype base built on the floor of Stark Lake near Stark City. As the MAKO Commander, Thornton has raised a small army of loyal followers and developed weapons and vehicles based on Atlantean designs, including his own personal MAKO Shark Flying Submarine.

6a) Acme Telemarketing

Aspects

Dull Cubicle Farm
Constant Din of Phone Calls
Crushingly Low Employee Morale

Description: Located in the 1st and 2nd floors of the aging Smythe building near the heart of Geartown, Acme telemarketing is a boiler room telemarketing operation that pays employees substandard wages to cold call perspective customers directly out of the phone book and attempt to sell them anything from coupon books to window treatments.

Acme is run by the amazingly foul-tempered Julie Chen. She seems to hate her business and resent her employees – often firing them summarily for being a minute late or for taking unauthorized restroom breaks. Ms. Chen has become something of a legend in Stark City for her short fuse and readiness to hurl abuse and invective at employees.

Unfortunately, all complaints to the appropriate government agencies tend to go uninvestigated as no one wants to have to shut down one of the handful of stable employers in Geartown.

However, far from being just another backroom telemarketing office run by a dictatorial head-case, Acme is the front for a much more sinister operation – the Null Realm.

6b) The Null Realm

Aspects

Secret Pocket Dimension
Resembles a storybook image of medieval China
Evil Sorceress' Stronghold
There's a Dragon in the Pond

Description: The locked basement of the Smythe Building contains a wall-sized shimmering blue doorway that is a portal to the Null Realm – the personal pocket dimension of the sorceress who calls herself the Jade Empress.

The Null Realm is a timeless white void, in which, hanging like a green marble, is a tiny planetoid (approximately 50 square acres) which contains a small (empty) village, a pond, several small farms and a modest castle complex. The castle is patrolled by the Jade Empress' costumed minions and her lizardmen retainers.

The physics of the Null Realm have been tailored to the Empress' desires and do not conform to the laws of nature. For example, even though the planetoid is tiny, it has earth normal level of gravity. Also, you fly off the planetoid into the white nothingness of the Null Realm, you will find yourself flying back towards the planetoid within a few minutes. The only way in or out is the portal in the castle that leads to the Smythe Building. (The portal does give up a detectable aura of mystic energy and agitated tachyon particles - this is a possible way for heroes to discover the Null Realm.)

In the pond is Hath-zet, an ancient dragon that the Jade Empress battled and bound to her will centuries ago. Hath-zet has been sleeping in the pond since their battle – but an incautious

interloper could accidentally awaken him. The Empress might use Hath-Zet as a show of strength when battling other criminals or as a last resort when she's under attack from vigilantes. (Her enchantment over him allows her to teleport him in and out of the Null Realm at will.) The dragon is her slave only because of her mind control spells. If her hold on him was broken - he would certainly seek revenge.

Jade Empress

Real Name: Julie Chen

Origin: Birthright

Abilities

Prowess 4
Coordination 6
Strength 4
Intellect 6
Awareness 3
Willpower 6

Stamina 10
Determination 2

Specialties

Martial Arts Master
Occult Master

Powers

Immortality
Wizardry 6

- Blast
- Dimension Travel
- Mind Control

Qualities

Motivated by Wealth, Power, and Infamy
Alliance with Subterranean Lizardmen Kingdom

Challenges

Enemy : Dr Kronos
A Walking Anachronism
Confused by the Modern World

Background: Julie Chen, the owner and president of Acme Telemarketing is actually the Jade Empress. The telemarketing business is merely her first step towards rebuilding her fortune and business empire

Hath-zet - Dragon of the Null Realm

Abilities

Prowess 3
Coordination 3
Strength 9
Intellect 3
Awareness 3
Willpower 3

Stamina 12
Determination *

Specialties

Occult Expert

Powers

Growth 9 - 60 feet tall, Resistance (Damage) 9,
Defense -3, Permanent
Dimension Travel 2 - can move in and out of the Null Realm
Flight 2 - Wings

Qualities

Ancient Dragon
Catchphrase : Rawwwwr!
Innate Magical Abilities (Dimensional Travel)

Challenges

Enemy : Jade Empress
Weakness : Particularly vulnerable to psychic attack or mental control (+2 on such attacks)
Weakness: Reptile Biology (vulnerable to cold attacks (Cold based attacks ignore Damage Resistance)
Bound by the Jade Empress to the pond he sleeps in. If the surface of the water is broken - the containment spell is broken

in the 21st Century.

The Jade Empress is a seemingly immortal sorceress. The first reference to her appears in ancient historical records dating back to the Xia Dynasty in China (circa 2100 BC). In the late 19th century she was defeated by the heroic wizards of the White Lotus Society and fled China, settling in

the modest-sized Chinatown of Gerrisburg. (Chinatown's former population has long since disappeared into the suburbs as Gerrisburg declined in the 1960s and 70s.) In the 1920s and 30s she had carved out a niche for herself in the criminal underground – seizing a portion of the opium trade from the other Chinese gangs. She ran several blocks of Chinatown. Between her magic, her small army of thugs and her personal lizardman bodyguards, she was a formidable presence.

However her luck ran out in 1932 when, during a battle with the mystical vigilante Doctor Kronos she was apparently blasted into the ether by a powerful spell. However, the Empress was not destroyed by Kronos' attack. Kronos feared he was losing the fight and, in a fit of panic, released a massive surge of choral energy which flung her forward in time (along with all of her accompanying henchmen) 90 years.

Annoyed at her predicament, but unable to undo Kronos' magic, the Empress has set about to establishing herself as a force to be feared in modern day Stark City. She purchased the Smythe building as a base of operations using and anchored her personal pocket dimension (the Null Realm) to its basement.

In addition to her loyal lizardmen henchmen (from a subterranean Sauranoid kingdom) she has recruited a handful of minor thugs from Geartown to do her bidding. Her lizard man minions are usually dressed in loincloths and carry swords or spears. Her human foot soldiers are generally dressed in green costumes with a ninja motif. They carry swords and handguns.

She holds a grudge against Doctor Kronos. She has agents out searching for him (or his descendants). Her grudge extends to mystical vigilantes in general for whom she reserves a special obsession and disdain.

Using the Jade Empress

- The Jade Empress is an ancient sorceress thrust into the modern setting of Stark City. She's a woman out of time and she knows it. In an effort to catch up

with the times, she has her minions kidnapping scientists from Tesla Park to school her in the "magic" of the modern world. PC's investigating the rash of abductions may follow her minions back to Acme Telemarketing.

- The Jade Empress will soon seek to expand her empire. She'll attempt to take over drug operations from the other criminal enterprises in Stark City. As the gang war escalates, she might even employ her dragon as a show of supreme force. The PCs would likely be alerted to defend the city from the rampaging dragon.

7) The Crouch and Rush

Aspects

Run down dive

Illegal Gambling in the Basement

Cheapest drinks in town

Lots of bar fights on a nightly basis

Description: The Crouch and Rush (often called simply the C&R) is a famous dive bar in Gerrisburg.. Owner Dominic Nocenti's great-grandfather opened the C&R establishment in 1887 (the name is a tribute to then heavyweight champion John L. Sullivan's boxing style) and catered to longshoreman and seamen. Since then the bar has become a famous Stark City landmark and is emblematic of the plight of Geartown. Once a solid working class bar, the C&R is now a down at the heels dive bar that hosts an illegal numbers game in the basement and is periodically used as a resupply point by the DeSouza mob for their drug operations in Geartown.

Jim Carbone is the main bartender and occasional bouncer at the C&R.

Bastion

Real Name: Jim Carbone

Abilities

Prowess 5

Coordination 3

Strength 9

Intellect 2

Awareness 3

Willpower 5

Stamina 14

Determination 2

Specialties

Construction Expert

Drive Expert (Heavy Equipment Vehicles)

Streetwise Expert

Powers

Ability Increase (Strength)

Elemental Control 7 (Magnetic)

- Attacking
- Defending
- Moving

Flight 3 - Magnetic Control

Qualities

Identity : Hero at Heart and a Diamond in the Rough

Connections : Reginald Coakley, CEO of Maniacal, Inc.

Connections : Stark City Mafia

Catchphrase : Might as well be me...

Challenges

Weakness : Doesn't know the full extent of his powers

Social : Seen as a supervillain by Stark City law enforcement, the media and other superheroes

Background: Jim Carbone is a former mafia thug (now reformed) who now works as a bouncer and bartender at the Crouch and Rush. Jim uses his work-days shifts to gather intel on the criminal underground. Unbeknownst to just about everyone, away from the bar, Carbone is the vigilante Bastion. He acts on the information he gathers during his work days to harass the organized crime operations of Stark City.

Jim wasn't always a do-gooder. His need for redemption drives him to pursue his current, risky double life.

Jim Carbone was an average construction worker from a blue collar neighborhood in Geartown who would have been content just punching the clock and watching the Frontiersmen baseball game over a few beers after work. As a teen, he ran with a gang

of street toughs from Little Sicily, all trying to imitate their fathers and uncles who were low-level thugs in the DeSouza Mafia (back when they were still the underdogs), or henchmen for colorful supervillains. While Jim could be intimidating when he wanted to be, he was never really any good at it and very quickly found himself behind bars for some very petty crimes.

Jim wasn't necessarily a bad guy, but if not for some family ties, his criminal record would have made it impossible for him to find such a lucrative job in construction after serving his time. He enjoyed the honest day's work and became very adept at operating heavy equipment vehicles on large construction projects throughout Stark City.

While doing some demo work on the Platinum Coast a few years back, his backhoe hit something large and heavy beneath the surface. When Jim left the cab to investigate, he only found a football-sized stone festooned with small blue-green crystals. Surely it was too small to cause an issue for his backhoe, but he jumped in the hole nonetheless to clear the object out. When he touched the object, he was knocked unconscious by a blinding surge of energy. For a moment, it seemed that the backhoe would fall upon him, but he was able to wake and reach up at the last moment to push the heavy machine out of the hole bare-handed. The odd stone had disappeared entirely.

Over the next few months, Jim learned more details about his new-found abilities. He could control metals and ores like a magnet. It was raw power, and it allowed him to do cool things like fly, but he was far from precise in its use. His greatest ability was his massive strength, but he has yet to find the upper limits of this power. When Jim discovered his powers, his uncles hooked him up with some enforcer gigs for small time supervillains. He was soon wearing a mask and robbing banks, roughing people up, even using his magnetism powers for safe cracking. Jim didn't really want to hurt anyone and wrestled with his guilt, but he liked the money he was making. When a bank job went really bad (with a murderous supervillain who was planning to sacrifice the hostages) Jim had no choice but to step in, putting himself in the way of a villain's plans and

saving the hostages.

Jim's decision to do walk away from a life of crime left him out of a job and cut off from his immediate family; branded a coward. Jim Carbone realized though that for once in his life his destiny was his own to control and decided from that moment on he would only use his abilities to help others in need and not for his own personal gain. Following this epiphany, Jim adopted the mantle of Bastion to take the fight against crime to the streets of Stark City. And while the new heroic identity has helped him put some of his sins behind him, past reputations are a hard thing to live down.

Only one other man in Stark City could sympathize with Bastion's plight. Reginald Coakley, a former supervillain known as Mr. Mayhem who turned his life around and now owns one of Tesla Industry Park's leading tech firms, reached out to Bastion and offered to be a mentor and help him understand and control his powers. Working with Jim Carbone in his private laboratory, Coakley developed a pair of metallic boots and armbands that allow Bastion greater control of his magnetic field-induced flight capabilities. Coakley is very curious to learn more about the mysterious artifact that granted Bastion his powers, deducing it to be ancient and perhaps even extraterrestrial in origin, but Jim remembers very little about his brief encounter with the strange football-shaped device and doesn't know its current location.

Bastion is a hero, but one that constantly questions himself. Many of the officers of the Stark City Police Department and much of the hero community, Bastion is an mysterious masked vigilante with an uncomfortable resemblance to a wanted super-powered felon. However, to those he has helped, he treads on the side of the angels.

Thanks to his reputation as a tough guy, Jim was able to get a job working as a bartender and bouncer at the C&R. Jim be a useful ally to any hero needing to learn more about organized crime in Stark City.

I Don't Know the Full Extent of My Powers

As a weakness, a character may not know or understand the full extent of their powers, and when this challenge is compelled by the GM (who must award the character a point of Determination for doing so), all their powers function with a -2 penalty to power level for the duration of the scene. Note that the character might not be able to use the power at all if the power level is reduced below 1. To use their powers at full capacity and avoid the -2 penalty, the character must spend a point of Determination to refuse the compel. This challenge usually applies to innate powers only, but devices and vehicles may also apply if the character doesn't fully understand how they operate. Only new characters just starting out can take this challenge at character creation, but later on it may be dropped or replaced when it becomes no longer relevant.

8) Little Saigon

Aspects

Vietnamese Enclave in Geartown
Cloistered Immigrant Community
Plagued by Crime and Loansharks

Description: Little Saigon is a 4 block section of Blackstone's Boulevards that is home to a community of Vietnamese families, most of whom settled in Stark City at the close of the Vietnam War.

Although mainly residential, Little Saigon has a few businesses: an import/export shop specializing in Asian goods, an internet cafe that hosts midnight LAN parties and a handful of restaurants specializing in Asian cuisine (particularly Pho (pronounced 'fuh') a popular Vietnamese soup.

Unfortunately, due to the light policing and the isolated nature of the immigrant community, the DeSouza mob preys on Little Saigon heavily with loan sharks and 'protection' rackets.

Contact: Sucheng Chan

Aspects

Family Man
Blackmail Victim

Background: Sucheng Chan is a Vietnamese man in his mid 60s who runs the Chan Import Shop – which specializes in curios and souvenirs from Vietnam, China and other Asian countries.

Chan is a grandfather and a respected figure in Little Saigon. He's also being exploited by the DeSouza mob who strongarm him into using his import/export business to transport drugs into Stark City. Chan feels trapped as the mob has threatened to harm his family if he doesn't cooperate.

A hero who is investigating the mob in Stark City would find a willing ally in Chan – as long as they can provide protection for his large extended family from mob retribution.

9) Centennial Hotel and Casino

Aspects

Rundown Hotel and Casino
Stark City Mafia HQ
Top Notch Security System
Secret Entrance to Catacombs

Description: The Centennial is a grand hotel from the 19th century. It's also the one building in that part of the city that survived the Great Gerrisbug Fire of 1872. Thanks to infusions of mob cash, the Centennial has escaped the blight that has struck the rest of Geartown. Uniformed bellhops and hotel staff cater to wealthy guests' needs while a lavish casino in the lobby of the Centennial provides entertainment. Although its exterior is run down and its glory is definitely tarnished, its interior is well-maintained and luxurious. Also, because it's the largest legal gambling operation in a 3 state area and draws sizable crowds of both tourists and high rollers.

The Centennial Hotel is the HQ for the mafia in Geartown. The 8th floor of the Centennial is the

permanent base of operations of James DeSouza, the godfather of the Stark City mafia, who also has a controlling interest in the hotel and casino. The Centennial has a secret exit in the basement that provides for a quick escape if necessary. The secret exit is opened by tripping a hidden switch on a brick wall and leads to a tunnel system that was used by bootleggers during Prohibition. It links up with the Catacombs under Stark City allowing for multiple escape routes.

James DeSouza

Abilities

Prowess 4
Coordination 7
Strength 7
Intellect 4
Awareness 4
Willpower 5

Stamina 12
Determination *

Specialties

Deception Master
Martial Arts
Stealth
Athletics
Area Expert - Geartown

Powers

Ability Increase (Coordination, Strength) - Bionic Enhancement
Blast Device 4 (Shooting) - Handgun

Qualities

Epithet : Head of the Geartown Mafia
Motivation : Maintain Control of Stark City
Catchphrase : "Tea time is over, gents!"

Challenges

Enemy : Vigilantes of Stark City
Social : Always Trying to Prove Himself

Background: DeSouza had his strength and dexterity enhanced via black-market bionics to make him a more formidable presence. He felt he needed the edge, especially in a city that has its share of super-powered heroes and villains. His primary goal is to

eliminate any competition in the Geartown area – starting with the Anarchs who have been meddling with his operations.

A cunning and ambitious man, He has been the head of the mafia since a bloody 1992 takeover in which his family took over most of the profitable rackets (drugs, racketeering, illegal gambling houses, the dock workers union) that had previously belonged to the Marinelli family. He still expects and fears retaliation from Dominick Marinelli, who has been hiding out in the Catacombs. He worries the Auguste Anarch might be a relative of Marinelli's. He has increased security at the Centennial and at all times has a large force of thugs and hardened mafia enforcers at his beck and call.

While he frets about retaliations from the Marinelli's he historically has not concerned himself overly with the thing blue line of Stark City since he owns most every cop in Geartown. He is rumored to be responsible for the Black Friday attack that decimated the upper leadership of the Stark City Police Department after a thorough fraud investigation was launched into his many front businesses.

DeSouza maintains cordial relations with several supervillains in Stark City and across the country. He prefers to use out-of-towners for any high profile work in Stark City, but he's got several mid-level metahumans on payroll in case of emergencies. He's also been augmented himself to have enhanced strength and dexterity.

DeSouza loves to gamble on professional sports but only as long as he is sure he can win. According to various sports reporters, he is suspected of paying off the referees in the North American Basketball League in order to give the Stark City Sparks an advantage in the post season for the last several seasons.

A legendary womanizer, DeSouza has a string of ex-wives and girlfriends. His lieutenants worry that his numerous resentful and neglected children will prove easy information sources for the police (or the Marinellis) but so far, this hasn't happened.

10) Stark Lake Naval Station Aspects

US Navy's Boot Camp
City Unto Itself
Naval Super-Soldier Program Based Here
Target of intermittent MAKO raids

Description: Stark Lake Naval Station (SLNS) is the home of the United States Navy's only boot camp. It accommodates 35,000 recruits a year with roughly 4,000 recruits billeted there on any given day. It also contains several advanced schools that train recruits in such diverse areas as SCUBA, firefighting, advanced electronics, turbine repair, ship hull maintenance and medical care. The US Navy's top secret super-soldier program (Project: Thunderstrike) is also based at SLNS. Additionally, the Navy has relocated its power armor development program (Project: Wayland) to SLNS in order to foster cooperation with certain companies in Tesla Park (such as A.R.E.S. Labs.)

SLNS has over 200 buildings and 20 miles of road located on 500 acres just south of Gerrisburg. The SLNS also has its own hospital, fire department and police force. SLNS has also been the target of several MAKO raids in recent years. MAKO battle pods have strafed SLNS 4 times in the last 24 months. Naval security forces narrowly repulsed an all-out assault during the summer of 2012. There has been tremendous political pressure to close down SLNS due to these attacks on the facility by the terrorist group MAKO. The base commander-in-charge, Rear Admiral Colin "Chesty" Marshall, has tremendous pull on Capitol Hill and the Pentagon and so far has killed any attempts to relocate the training center to the East or West Coast.

After the US Navy made contact with Atlantis recently, a secret diplomatic exchange program was established and a cadre of Atlantean soldiers was dispatched to the SLNS. They are assisting the Navy in their efforts to locate MAKO's base in Stark Lake (as well investigating reports of a rogue merman colony). The normally bombastic Marshall is very diplomatic when dealing with the Atlanteans.

Contact: Rear Admiral Colin "Chesty" Marshall

Aspects

Fighting Admiral
Diplomatic When He Has To Be

Background: Colin Marshall sees himself on a personal mission to shape the future of the US Navy.

As a veteran of 5 wars, he blanches at the idea of relocating the boot camp as a response to MAKO's attacks on his facility. He's increased the budget for the security force and successfully campaigned to have the Navy's top secret super-soldier program (Project: Thunderstrike) relocated to SLNS to provide additional meta-human protection. He personally oversees the education of Thunderstrike recruits and designs combat scenarios to test each recruits unique powers.

Sample PC Section

Flux

Real Name: Daniel Nguyen
Origin: Transformed

Abilities

Prowess 4
Coordination 4
Strength 4
Intellect 3
Awareness 3
Willpower 3

Stamina 7
Determination 1

Specialties

Art
Language (Vietnamese)
Wrestling

Powers

Transformation 6 - Tell: all forms retain the same color as Flux's original form
Growth 2

Stretching 4
Invulnerability 4
Life Support 1 (Breathing)

Qualities

Identity- High School Kid

Challenges

Man or Monster? (frequently confused as a monster)
Ordinary form
Inexperienced (new to being a superhero)

Background: Flux is a shape-changing hero who defends Little Saigon.

As Daniel Nuyen he's a college student at Stark City University. There, while working late one night to earn extra credit cataloging a cache of artifacts that had been forgotten in the basement of the Anthropology Building, he encountered a mysterious ivory orb that fused with his body upon touch.

After a brief but chaotic episode in which he panicked while learning to control his new-found shape-changing abilities (and was required to escape from the police who had been called by concerned onlookers) Daniel learned to control his powers and set out to defend his neighborhood from the gangs and mobsters who terrorized it.

Laughing Boy

Origin: Transformed

Abilities

Prowess 7
Coordination 7
Strength 7
Intellect 3
Awareness 4
Willpower 3

Stamina 10
Determination 1

Specialties

Streetwise – Stark City Environs
Performance (Comedy)

Powers

Super-Speed 3

Blast 3 (Shooting) Multicolored 'Sparklers' Blast

Affliction 5 – Disorienting Lights from 'Sparklers'

Qualities

Catchphrase: “ He Who Laughs Last, Wins!”

Connections: Club Owners in Geartown

Identity: Harvey Simms, Comedian

Motivation: Clean Up Geartown

Challenges

Enemy: Auguste Anarch

Personal: Suffers from Manic Episodes

Social: (GEARTOWN) Doesn't Trust Others

Personal: (GEARTOWN) Money Problems

Background: Working class factory worker Harvey Simms needed a way out of Geartown, Harvey's job wasn't paying nearly well enough for one person to survive, so he tried his hand at comedy.

Simms was successful, but one fateful night, Auguste Anarch made a move on the Midnite Supper Club – a small venue for all kinds of variety acts the night Harvey was to perform. The gangster ordered his men to kill 'Laughing Boy' and make off with the money when Simms mocked his clown costume. Simms managed to flee the gangsters, but was struck by a car and flung into a sluice duct for a chemical plant's runoff.

Harvey emerged from the sewers with strange abilities, and a hunger for vengeance against Acme/ Auguste Anarch.

Open Game License

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses

and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered

Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc.

Fudge System Reference Document, Copyright 2005, Grey Ghost Press, Inc.; Authors Steffan O'Sullivan and Ann Dupuis, with additional material by Peter Bonney, Deird'Re Brooks, Reimer Behrends, Shawn Garbett, Steven Hammond, Ed Heil, Bernard Hsiung, Sedge Lewis, Gordon McCormick, Kent Matthewson, Peter Mikelsons, Anthony Roberson, Andy Skinner, Stephan Szabo, John Ughrin, Dmitri Zagidulin.

FATE (Fantastic Adventures in Tabletop Entertainment),

Copyright 2003 by Evil Hat Productions LLC; Authors Robert Donoghue and Fred Hicks.

Spirit of the Century, Copyright 2006, Evil Hat Productions

LLC. Authors Robert Donoghue, Fred Hicks, and Leonard Balsera.

Icons, Copyright 2010, Steve Kenson, published exclusively by Adamant Entertainment in partnership with Cubicle Seven Entertainment, Ltd.

Museum Mayhem, Copyright 2011 Vigilance Press; Authors Mike Lafferty and Daniel Gallant.

Improbable Tales 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 Copyright 2012 Fainting Goat Games. Author Mike Lafferty.

Stark City Campaign setting, Silver District, Catacombs, Gear Town Copyright 2013 Fainting Goat Games/ Stark City Games

The following is designated as Product Identity, in accordance with Section 1(e) of the Open Game License, Version 1.0a: All Characters and their associated descriptions, backgrounds, and related information

ICONS and associated marks and logos are trademarks of Steve Kenson and Ad Infinitum Adventures, and are used under license.

Stasmic font by Typodermic fonts.