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UNOFFICIAL GAME ACCESSORY



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PROJECT P.E.G.A.S.U.S.

Potential Energy Group/ Alternate Sources/ United States



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MARVEL SUPER HEROES™

UNOFFICIAL GAME ACCESSORY

PROJECT P.E.G.A.S.U.S.

By Steve Jolly

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Contained within this file is all the information you need regarding one of the United States' most closely-held secrets. PROJECT P.E.G.A.S.U.S. – a high-tech research facility and on-again, off-again prison for supervillains! Learn what deadly secrets exist at Project P.E.G.A.S.U.S. within the pages of this accessory, designed for use with the MARVEL SUPER HEROES Role-Playing Game. You need the game in order to play.

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Credits:

Design: Steve Jolly

Illustrations: Jeff Grubb and the Marvel Bullpen

Adventure Fold-up Figures: George Henson

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PROJECT P.E.G.A.S.U.S.



Basics

The name is an acronym for **P**otential **E**nergy **G**roup/ **A**lternate **S**ources/ **U**nited **S**tates. It is an advanced research facility sequestered in Athena Mountain in upstate New York. It is chartered and funded by the Department of Energy to explore new energy sources based on renewable resources. However, exploration of the field led to the Project's frequent involvement with the unique power sources present in super-humans.

Although the existence and location of Project: P.E.G.A.S.U.S. is publicly known, the American public is unaware of the full extent of the Project's facilities and activities. The Project appears to consist of two three-story buildings, a cluster of geodesic domes, an observatory, a radio telescope installation, a hangar, a landing strip, and an air control tower, all perched on the level mountaintop of a small mountain in the Catskills. In actuality, the Project extends 24 stories into the mountain, and that is where the high security research and development facilities are located.

It should be noted while the existence of the site is publicly recognized, it is popularly believed to be a minor astronomical research station; the vast underground components were top-secret. Though these remain secret, Norman Osborn's casing of a press conference at the facility coupled with the subsequent battle there between the Absorbing Man and Osborn' and Henry Pym's Avengers

learns have certainly drawn attention to many of P.E.G.A.S.U.S.' secrets.

Construction

From outside, the Project appears to be a modest, mountain-top compound consisting of two three-story administration buildings, adjoining optical and radio observatories, a circle of geodesic domes, and a small airport. Individuals entering P.E.G.A.S.U.S. are subject to holographic, retinal, fingerprint, biomed and engram scanning (IN rank security).

The bulk of the Project's facilities lie underground in the 24- story "Silo" and connecting modules. The Silo is divided into eight levels (A-H), each of which is further divided into three or more floors.

The A-level is the Solar Power Research facility, and is linked with the geodesic solar collection domes on the surface.

The B-Level is the vast communications facility, which not only monitors all activities throughout the immense complex, but also connects the Project with various other research installations throughout the world, as well as the Starcore solar satellite (see next section). In addition, it houses the various electromagnetic research labs.

The C-Level houses the offices and facilities for the security personnel. Besides patrolling the premises, Project security people were once assigned the task of escorting human subjects for energy research to and from the

project. The D-Level is the administration level, and contains the offices for the small human resources division as well as the training facilities.

The E-Level contains the central computer system for the entire Project, which processes and stores all scientific data as well as performing the Project's house-keeping functions. The central computer system is a massive system unrivaled except by the Fantastic Four's own K I-RBE.

The F-Level contains building maintenance storerooms. For undisclosed reasons, the facility maintains a 20-year supply of provisions for its entire staff.

The G-Level houses all life support apparatus for the facility, including air conditioning, heating, and plumbing.

The H-Level contains the breeder reactor which is the major source of power for the entire Project.

Branching off the Silo are twelve subterranean domes. Six serve as housing for the Project's 1,000 full-time staff. These housing domes have had their names change over time to reflect the desires of the residents. The remaining domes serve as specialized research facilities. Over time, the research being conducted in these domes have evolved as the respective technologies evolve.

Individual research domes are dedicated to the following fields:

- cosmic energy
- alien technology
- mystic technology



- advanced robotics & cybernetics
- extra-dimensional research
- superhuman studies
- climate research
- geothermal research
- magnetic and gravity research
- nuclear research

Individual sections of the silo and various compounds are protected both by six-inch titanium walls (IN strength) and force-field generators (RM strength). Each compound is connected to the central core only by the loop and by a direct tunnel, and thus each can easily be sealed from the others in emergencies. Transportation is handled by high speed elevators nicknamed “zoom tubes” and a spiral tunnel known as the Loop. These high speed elevators travel at GD speed.

In the course of its investigations, P.E.G.A.S.U.S. has acquired numerous examples of alien, extradimensional, or super-scientific weapons or equipment. These are, in principle, held only for

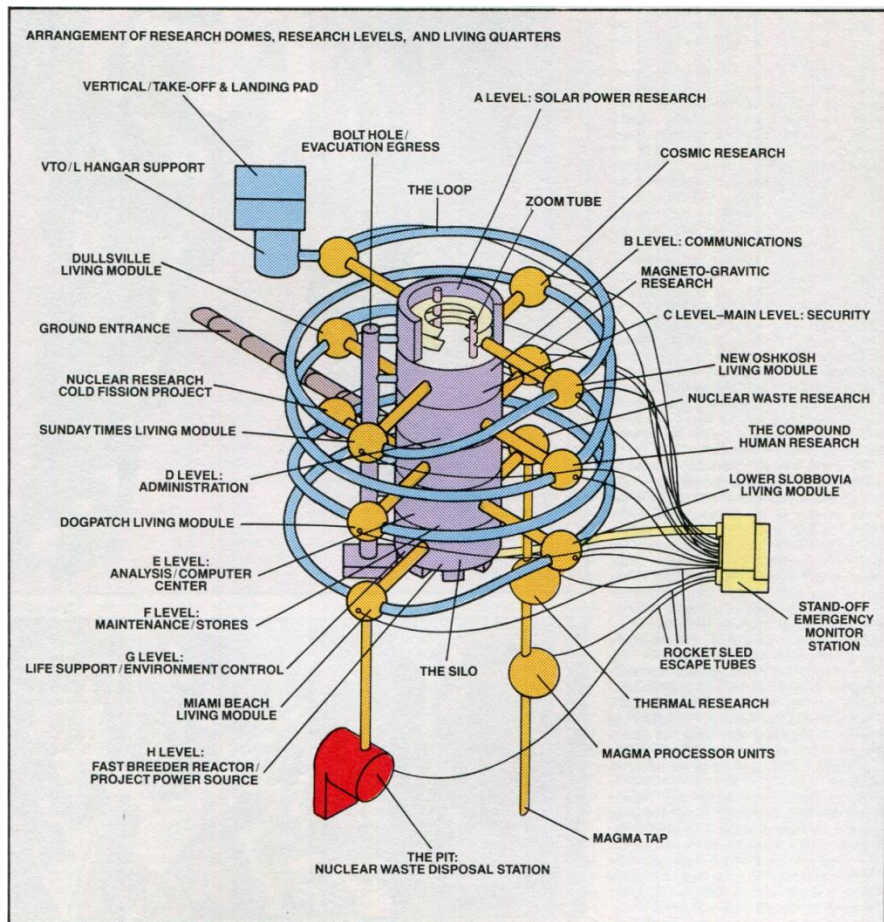
study, though some of them were employed during the Skrull invasion. When not under active study, the most dangerous of these are kept in heavily protected security vaults. Items studied there have included the Serpent Crown, the Cosmic Cube (and Cube shards), Dr. Abner Croft’s Stabilizer, various robots including Brotherhood of Evil simulacra and the Minions, Nth Projectors and dimensional cannons, Narwhal-class sentient hyperspace missiles, and a Negative Zone portal. Project: P.E.G.A.S.U.S. has worked cooperatively on numerous research projects with many governmental and private organizations and individuals, including SHIELD, Stark International, Reed Richards, and the UN’s Starcore space research program, whose telemetry is coordinated out of P.E.G.A.S.U.S.

The Compound

It is the Human Resources Center, nicknamed “the Compound,” that gained the Project its notoriety. Under the guidance of Dr. Henri Sorel, the

Compound undertook the study of superhumans as power sources. Sorel intended to quantify and catalogue the powers of every superhuman in the country. While budgetary restraints kept him from fulfilling his project, he managed to complete extensive studies on the following people and beings:

- Angler
- Atom-Smasher (corpse)
- Kayla Ballantine & the Starbrand
- Biohazard
- Blacklash
- Blackout
- Bres
- Brotherhood of Evil Mutants (robots)
- Captain Hero
- the Cosmic Cube
- Dazzler
- Electro
- Equinox
- Willie Evans
- Fusion
- Giant-Man (Bill Foster)
- Incandescent Man
- Ion
- Jack of Hearts
- Kismet
- Klaw
- Letha
- Moonstone
- Nitro
- Nova (Rider)
- Nuklo
- Poundcakes
- Psigns of the Times
- Quasar (Vaughn)
- Rhino
- Screaming Mimi
- Serpent Crown
- Silas King
- Solarr
- Squadron Supreme of Earth-712 (Arcanna, Dr. Spectrum, Haywire, Hyperion, Power Princess, Shape, Skylark, Whizzer)
- Thundra
- Titania
- Toad
- Tony Stark’s Alpha-Particle Generator
- Vibro
- Vision
- Wundarr (a.k.a. Aquarian)



WIDEAWAKE and other anti-mutant organizations within the government.

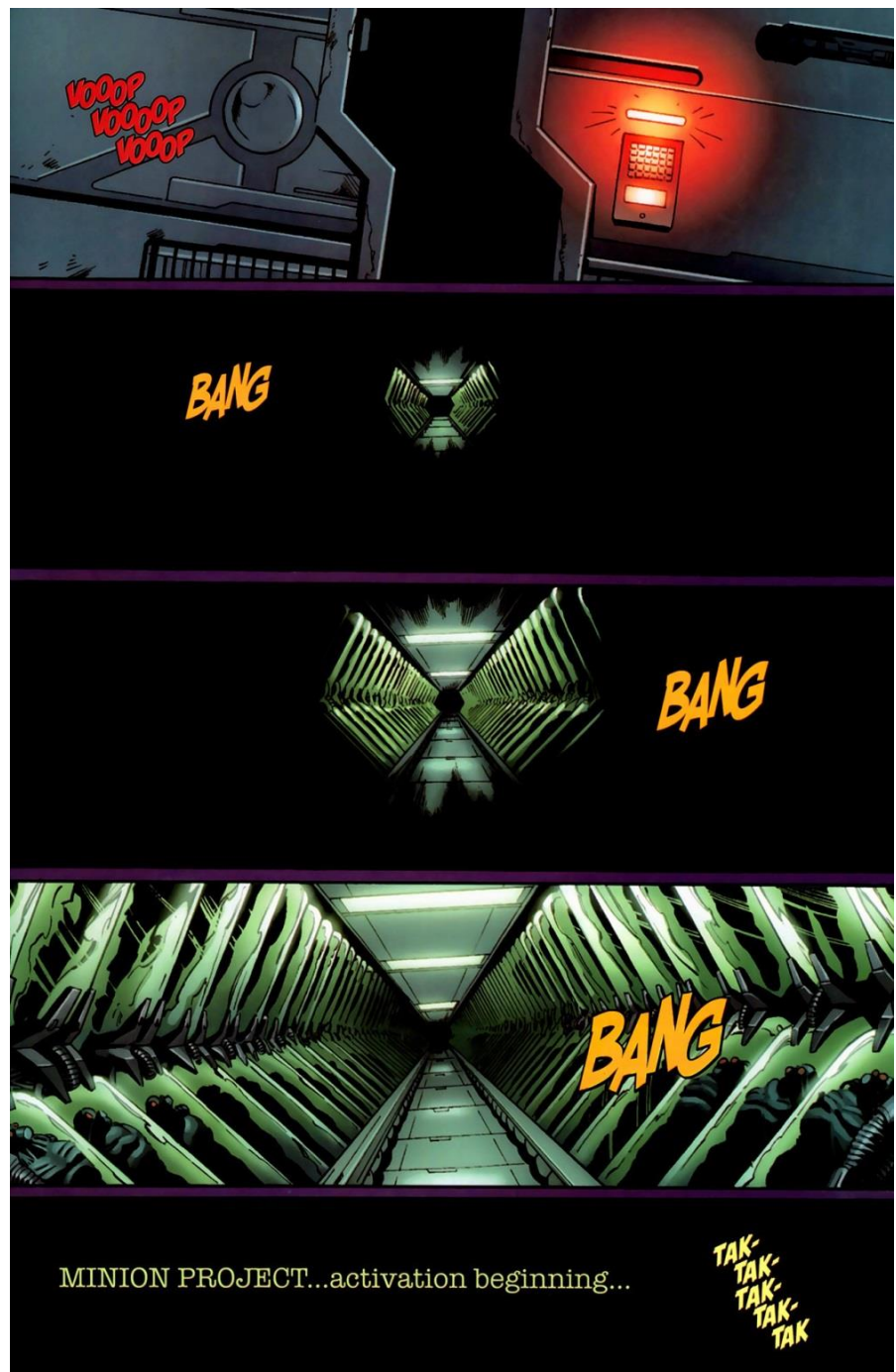
The research was not always done with the subject's consent, especially if the subject was a supervillain. This denial of subjects' rights, as well as several battles involving superhumans, eventually prompted the government to close down the Compound and transfer the research to other facilities.

A second alternate energy research and development facility in Texas, Project AESOP, led by the Osborn-appointed Milton Horak, conducts research into extra-dimensional energies and travel; Ape X (Roy Reyna) was briefly held against his will there. Also known to exist is a P.E.G.A.S.U.S. Institute for the testing young super-powered individuals, but it is unclear if this is associated with Project: P.E.G.A.S.U.S. or not; Feeva (Katherine Hahn) was once tested there.

History

The facility, once an orphanage where headmistress Miranda Minerva (an alias of the Olympic goddess of wisdom Athena) tested highly intelligent children, predates the Great Depression. Immediately after World War II, the institution was used for atomic research; superhuman heroes Whizzer (Robert Frank) and then-pregnant Miss America (Madeline Frank) were employed there as security. A nuclear accident caused the deformation of their soon-to-be-born son Robert Frank Jr. and led to their departures, but the facility continued operating through the forthcoming decades.

The alien Blastaar was brought there for study, but after his inert body was stolen by Professor Paxton Pentecost, the compound was reconstructed as a secure government site focused on the study of alternate energy resources. The Department of Energy was given control, while a SHIELD group headed by the Falcon (Sam Wilson) was brought in to oversee security. Research was conducted throughout construction, which lasted several years. An enormous underground facility was built, with individual compounds dedicated to the study of various energy forms. In addition, confinement facilities were created for the study of super-powered criminal prisoners. The



facility was at that point named Project: P.E.G.A.S.U.S.

Despite the project's top-secret nature, news of it leaked through circles of power and the Roxxon energy corporation decided P.E.G.A.S.U.S.' work was a threat. They hired physicist Thomas Lightner to infiltrate the facility, with an eye to using their dimensional-transporting Nth Projectors to banish P.E.G.A.S.U.S. to another dimension. As the facility opened, super heroes like Captain America (Steve Rogers),

Quasar (Wendell Vaughn) and the Thing (Ben Grimm) were brought in for security and super-powered criminals like Klaw, Solarr, Nuklo and Wundarr were sent there for study and treatment. Soon after P.E.G.A.S.U.S.' official opening, Roxxon employed Thundra and the Grapplers (Letha, Poundcakes, Screaming Mimi, Titania/Davida DeVito) and a robotic Deathlok to destroy P.E.G.A.S.U.S., culminating in Dr. Lightner's transformation into the Nth Man and his



defeat at the hands of P.E.G.A.S.U.S.' superhuman defenders. Shortly thereafter, P.E.G.A.S.U.S.' Security Director Quasar teamed with the Thing to uncover Roxxon's involvement and shut down their interdimensional program, though they were never able to prove anything.

Not long thereafter, the Thing left the Serpent Crown at P.E.G.A.S.U.S. and it took control of virtually every staff member to use P.E.G.A.S.U.S.' dimensional cannons to summon the Elder God Set. While the Thing, Dr. Stephen Strange, Scarlet Witch (Wanda Maximoff) and Spider-Man (Peter Parker) stopped Set and freed P.E.G.A.S.U.S., Quasar felt he'd failed

as security director and resigned. After an AIM breach of P.E.G.A.S.U.S. ended with the Cosmic Cube gaining consciousness and departing, a new security director (Michael O'Brien, the Guardsman) was appointed. The Guardsman served when Lava Men invaded after their underground home was disrupted by the Project's geothermal taps (months later, those Lava Men tunnels were used by the Fantastic Four to access the Mole Man's underworld) and during a subsequent escape attempt by Blackout (Marcus Daniels), Moonstone (Karla Sofen), Electro (Max Dillon) and Rhino (Aleksei Sytsevich); the Avengers came to his and the Project's

aid in both cases. During this period, Captain Hero (seemingly young hero Bobby Wright, but actually the Super-Skrull/Kl'rt) was studied, as was the Fomorian Bres, while the Incandescent Man was created through an electrical accident. Despite their major disruptions, P.E.G.A.S.U.S. gained a reputation as a resource for the Avengers and government-backed heroes - the Avengers would seek the Project's help in tracking the alien Beyonder; the recovering Vision was studied there to ensure his health and safety; and efforts were made to cure the Rhino there. However security flaws remained present and government employee Douglas Carmody once used his influence to steal P.E.G.A.S.U.S. technology and become the Bogyman. When Tony Stark brought his Alpha-Particle Generator to the Project for refining, he witnessed young mutant Willie Evans being tested; despite Iron Man (Stark)'s attempts to control the situation, Evans' powers went out of control and he destroyed parts of the facility before wiping out the town of Pottersville, five miles away, in a suicidal fit. In light of Evans' death and several earlier disasters (Bres had once killed six guards; Dazzler/Alison Blaire and other subjects had ruined multiple expensive projects), officials decided to stop holding super-criminals at Project: P.E.G.A.S.U.S. and moved most of them to the Vault in Colorado's Rocky Mountains. To enhance security, multiple copies of O'Brien's Guardsman suit were created and used to outfit guards, although O'Brien left the





organization and was replaced by the Blue Shield as security director.

Early in Blue Shield's tenure, the Omnivore, a creature evolved from elements of Iron Man (James Rhodes)'s armor brought back from the Beyonder's Battleworld, killed more than a dozen security staff and damaged the facility before it was defeated by Quasar; in the aftermath, Shield resigned and voluntarily became a test subject. He was replaced by Firebolt (Cameron Leonard), who was secretly a Roxxon agent. The Blue Shield eventually saw through Firebolt's deception and the Roxxon

agent was incinerated when they fought; Blue Shield was then rehired at his old position.

Near this time, Earth-712's Squadron Supreme became stranded on Earth-616 and, on Quasar's advice, took up residence in an empty P.E.G.A.S.U.S. compound which had formerly housed super-criminals. After the team's brief capture by the Over-Mind, they agreed to serve as security and research assistants at P.E.G.A.S.U.S. This was partially due to Squadron member Arcanna's hope that her lost infant son Benjamin would eventually be found in the bowels of

P.E.G.A.S.U.S. due to some complex interactions with the former Nth Man, Thomas Lightner; however, this never came to pass. The Squadron's constant presence played a part in officials' decision to again accept criminals for study, though these were now limited solely to extraterrestrial and extradimensional subjects. During the Kree-Shi'ar War, P.E.G.A.S.U.S. served as a detention camp for prisoners of war, resulting in an infiltration by members of the Shi'ar Imperial Guard and their battling the Avengers there.

At this time, Project Director Wilburn resigned, to be replaced by Andrew Kappelhoff. The facility studied extra-dimensionals like the Angler or the Starbrand sigil, and after an attack by the alien Geometer, P.E.G.A.S.U.S. researchers created a global monitoring system capable of detecting dimensional gates anywhere on the planet; this system subsequently alerted officials to a series of gateways opening from Earth-93060 (the Ultraverse).

Not long afterward, the Squadron finally returned to their own universe, leaving P.E.G.A.S.U.S. for good. While energy and alien research continued, one of P.E.G.A.S.U.S.' most successful projects was begun by Dr. Henri Sorel and headed by Dr. Jason Rivera: a database of super-humans and their energies, covering both Earth and other known dimensions. Combined with their global monitoring system, this database was used to create an Avengers holomap status board, since apparently destroyed when that team was briefly disassembled and their headquarters demolished.

Following a successful break-in by the Whirlwind (David Cannon) and other low-level criminals which freed Biohazard (Fletcher Traynor), the Blue Shield left P.E.G.A.S.U.S. and Darkhawk (Chris Powell) became Security Director; Project Director Kappelhoff also left and was replaced by Director Gruenwald. Darkhawk led the defense of P.E.G.A.S.U.S. when Skrulls attacked during their invasion of Earth and disabled the Guardsmen armors won by P.E.G.A.S.U.S.' security staff. Nova (Richard Rider) aided in its defense and between their efforts, the return of Quasar and an army of Minion robots created by Dr. Evelyn Necker, the Skrulls were driven off; in the aftermath, Project: P.E.G.A.S.U.S. served as a base for the newly recreated Nova Corps and their

Worldmind, which was hosted in P.E.G.A.S.U.S. computers and in the Minion systems. The Nova Corps remained for a short period helping to restore P.E.G.A.S.U.S., but they soon departed and Darkhawk left as well, for personal reasons.

HAMMER, under Norman Osborn's command, then took over P.E.G.A.S.U.S., firing Dr. Gruenwald, Dr. Necker and the entire P.E.G.A.S.U.S. administration. Under HAMMER, super-powered subjects were tested against their wills; the Absorbing Man (Crusher Creel) was examined at P.E.G.A.S.U.S. before escaping (with Loki's covert aid) and absorbing the powers of Cosmic Cube shards held there. Creel was soon defeated by the combined forces of Osborn's "dark" Avengers and Henry Pym's Mighty Avengers. However, the discovery of the reality-threatening Fault in Shi'ar space soon forced the return of Dr. Gruenwald to leadership of the facility; P.E.G.A.S.U.S. then worked with Quasar, Nova and Star-Lord (Peter Quill)'s Guardians of the Galaxy in investigating the Fault.

Project Starcore

While "Project Starcore" is a name informally used for the entire STARCORE directive, Project Starcore is also a name more specifically used for a research facility built on the rim of



the crater which holds the Blue Area of the Moon. Following the placement of a Kree outpost in the moon's Blue Area (as part of an attack on Earth) and its subsequent defeat by the Avengers, SHIELD's xenobiology division and STARCORE took joint custody of the area and the Supreme Intelligence, who was confined there. STARCORE and SHIELD were subsequently given scientific and military control of the Blue Area by the UN; it is unclear if STARCORE had access to the Supreme Intelligence or if he was strictly a military prisoner. Construction of the actual permanent facility there began not long before Rick Jones and the Avengers visited the Intelligence; scientists in the still-under-construction facility were witness to a battle between Ronan and Iron Man and the Fantastic Four, a battle which briefly left the station without life support until Iron Man rescued them.

STARCORE

STARCORE (also known as "Project Starcore") is a UN directorate: an ongoing project intended to enhance the scientific study of space for the advancement and protection of Earth and its dwellers. One of its early projects was Starcore One, a satellite intended for closeup study of our star; Starcore One was built in Earth orbit and then moved into solar orbit near Mercury. After years of service, Starcore One was destroyed during Galactic Storm. In the past few years, Stark Industries built Starcore Command as a satellite control facility in Los Angeles, California; much of STARCORE communications was previously routed through a STARCORE telemetry module at Project: P.E.G.A.S.U.S..

More recently, STARCORE built Project Starcore, a research facility in the Blue Area of the Moon (security for the facility is handled by SHIELD), and Starcore Station, a new solar-orbit station for study of the sun, replacing Starcore One. They also recommissioned a space station abandoned by the High Evolutionary, but this station was destroyed by the Neo before it ever became operational.

The STARCORE logo (a stylized star) can be seen in the image of Starcore One just below, on the upper right end of the ship. Beyond Corbeau, STARCORE employees not more specifically associated with a base or station elsewhere have included Clancy and Reese, who were piloting a STARCORE Lear jet which barely escaped inadvertent destruction at the hands of Eric the Red.



Starcore One

Starcore One was a United Nations sponsored orbiting laboratory satellite, designed by Dr. Peter Corbeau, who was subsequently appointed Director of the operational station. It was the Earth's first orbiting solar reactor (otherwise known as a hydrogen-helium reactor). It could amplify solar energy immensely and transfer it to Earth via a powerful beam. It has been manned by a multiracial and multinational crew, including both male and female scientists. From Earth, Corbeau and his team monitored the satellite via a laser-beam transviewer. Starcore One had its own space shuttle (launched from Cape Canaveral), known as Starcore Eagle-One, which was used to resupply and restaff the station until the shuttle crashed in Jamaica Bay. Starcore One held a well-protected Starcore lifepod for use in emergencies.

Starcore Eagle-One

Control: Ty **Speed:** Sh Z
Body: Rm **Protection:** Rm
Maintains life-support for up to 20 people for one month.

Starcore Lifepod

Control: Pr **Speed:** Mn
Body: Rm **Protection:** Rm
Maintains life-support for up to 20 people for two months.

After construction, Starcore One was moved to a solar orbit just outside Mercury. Corbeau used Starcore One to drain energy from the sun and cure the Hulk, though this temporarily destabilized the sun, nearly causing it to go nova. It subsequently detected the arrival of a space fleet brought to



Earth's system by Thanos, though Starcore was unable to aid the Avengers in locating several Avengers who Thanos had kidnapped off-planet.

Following this, it detected the emergence of Sentinels from solar orbit and monitored what were later revealed to be attempts by the Sentinels to create solar flares which would sterilize the Earth. Starcore One staff were the first to detect an invasion by yet another Thanos-backed fleet, monitored an intense solar flare which threatened Dr. Corbeau's shuttle, detected universal "flickers" caused by the M'kraan Crystal, and detected the comings and goings of the Dark Phoenix.

Eventually Starcore One's orbit began deteriorating, and all humans were removed from the station, leaving it completely automated.

After it detected "signs of what appeared to be some sort of extra-

dimensional siphon" tapping the Earth's sun, Reed Richards routed "counter-phase" energy from an Earth satellite through Starcore One in an effort to close the siphon. Though the siphon closed, it had the side effect of drawing the merged extra-dimensionals Umbra and Jaguur onto the station; not long thereafter they beamed themselves to Earth.

The orbital decay was corrected and the station was restaffed with a rotating permanent crew of seven. This crew would later detect solar instabilities caused by a Shi'ar wormhole just before those instabilities destroyed the station (its staff surviving in the lifepod until being rescued by the Avengers).

Besides Peter Corbeau, Starcore One staff included Colonel Mikhail Kutuzov (a Russian sensor specialist), Alexander Hilary (male American mission commander), Dmitri



(cosmonaut), and Talia Kruma (see Project P.E.G.A.S.U.S. staff), among others.

Starcore Command

Following the destruction of Starcore One, Dr. Corbeau arranged UN funding for new STARCORE satellites, and the initial contract was given to Stark Enterprises (with Henry Peter Gyrich appointed as a UN liaison to the project). Anticipating the contract, Stark had a control facility, Starcore Command, built in Los Angeles before he even officially got the contract. From Starcore Station, Corbeau contacted Earth via "UNCom" but it is unclear if this is an abbreviation for Starcore Command (Starcore being a UN project), or is merely a name for the communications network.

Starcore Station

Following Starcore One's destruction, Starcore Station (also known as Starcore Research Station) took its place in solar orbit. This is another UN (STARCORE) manned station, built in Earth orbit and intended for solar study. During its construction, Binary, Phoenix, and Bishop attempted to resuscitate the power systems of the unfinished core, but a Shi'ar intervention resulted in every system on board shorting out. While on board, Binary and the X-Men (Rogue, Cyclops, Beast, Phoenix, Bishop) warned off Earth fighter pilots who attempted to attack the Silver Surfer. The damage was subsequently repaired and the ship was moved to a solar orbit. Once in its proper place, its sensors detected an incursion by a Shi'ar ship and later an alien "cage" which was placed around our solar system, but as the station was designed for solar study they were able

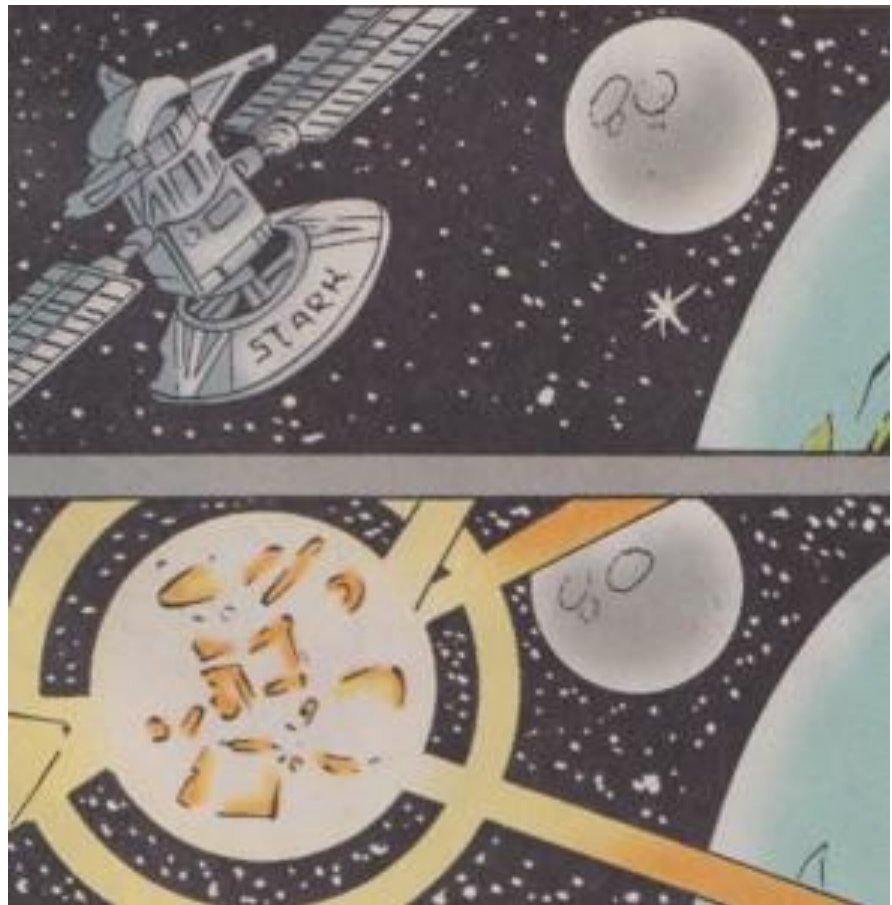
to determine nothing more about that cage.

While under construction, Starcore Station's staff included Dr. Barnes and three unidentified others. In solar orbit, Starcore carried Corbeau and at least six unidentified staffers.

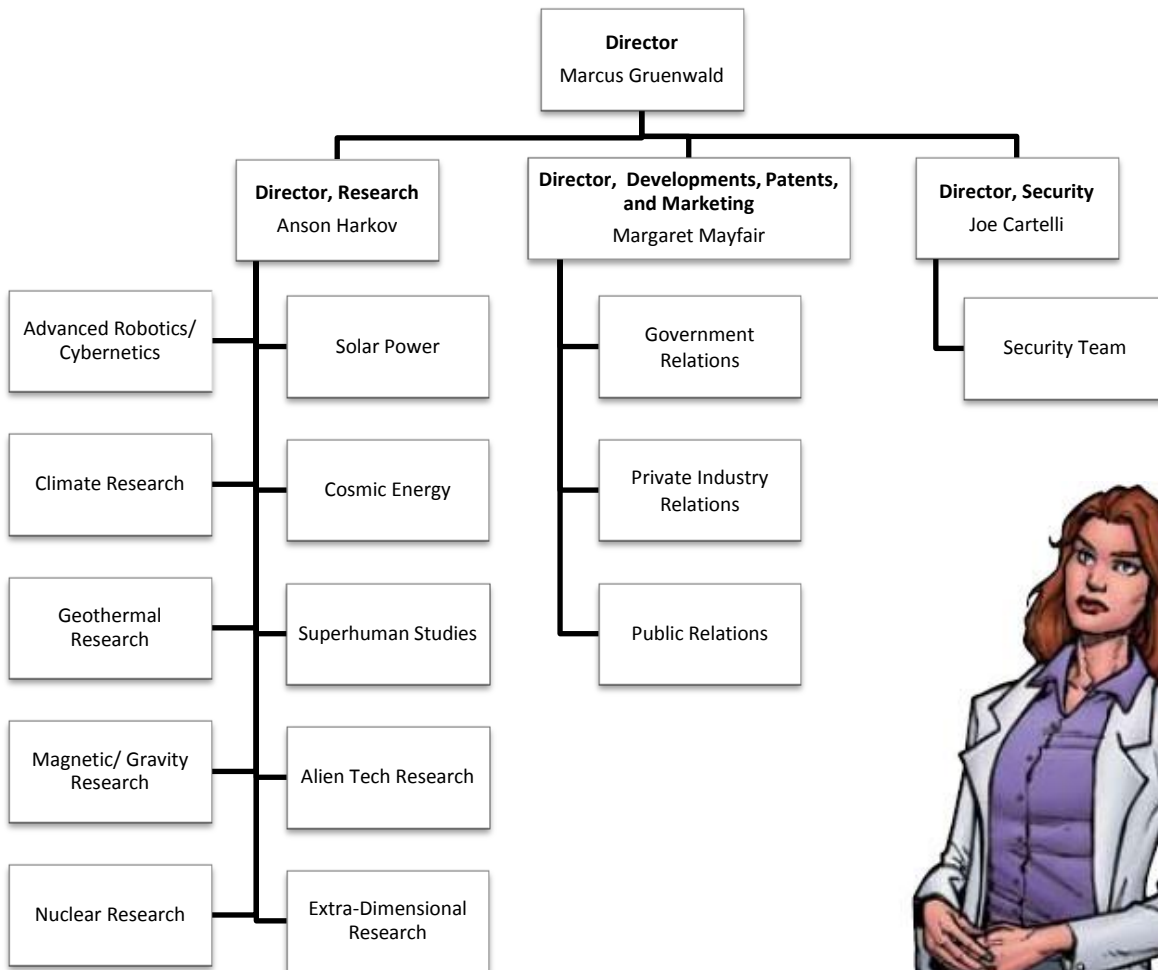
Stark's Starcore Station

Tony Stark, influenced by Immortus, built a chronographic weapon which would expose all life on Earth to chronographic radiation, destroying it. Though the device was located beneath Force Works' southern

California headquarters, the trigger device for the weapon was in space, on a Starcore Station that Stark Enterprises had built with its own and STARCORE's money (beginning construction even before receiving STARCORE approval). Force Works uncovered this plot, and War Machine (Jim Rhodes) invaded the Starcore Station and violently destroyed it when he detonated Dirge's suit of warwear within it. Unlike the other STARCORE satellites, this one was armed with a variety of defensive weapons, including very lethal lasers.



Project P.E.G.A.S.U.S. Organization



Traditionally, PROJECT: P.E.G.A.S.U.S. has been led by one overall Project Director (also known as the Administrator), with three departmental directors below them: Development, Patents, and Marketing (long held by Dr. Margaret Mayfair); Research (Dr. Anson Harkov); and Security (this position been held by several individuals); and numerous sub-departmental heads below them in turn.



Past and present Project P.E.G.A.S.U.S. staff members include:



Marcus Gruenwald
Director, Project P.E.G.A.S.U.S.

Talents: Business, Leadership

Background: Director Gruenwald is the head of the Project P.E.G.A.S.U.S. energy research facility. He was present when the Avengers battled the forces of Sin for possession of a mystical hammer at the Project and has also assisted Nova.



Evelyn Necker
Head of Robotics

Talents: Robotics, Espionage

Background: Doctor Evelyn Necker is a spy of A.I.M. who infiltrated Project P.E.G.A.S.U.S. as the head of robotics.

During the Secret Invasion, the Project P.E.G.A.S.U.S. Facility was

attacked by Skrulls. The initial assault was repelled by the security chief, Darkhawk. When Nova arrived to help his brother, Robbie, he met his boss, Dr. Necker. Dr. Necker was able to download the Xandarian Worldmind from Nova and use it to open a quantum flask which contained the incorporeal Quasar.

After the attack, Project P.E.G.A.S.U.S. served as a base of operations for the new Nova Corps. During that time, Richard Rider and Dr. Necker began a relationship.

When the Xandarian Worldmind took Richard's powers and H.A.M.M.E.R. closed down Project P.E.G.A.S.U.S., Eve drove Richard to an unused A.I.M. base, where she attempted to drag up any resources to heal his decaying body. However, Richard noticed a beekeeper uniform and refused to be any lab rat. Eve assured him that she genuinely wanted to save his life and presented to him the quantum flask that Quasar was originally contained in, which could heal him. Instead, Rider passed up the chance and destroyed the flask. Appearing out of nowhere, Wendell Vaughn arrived with the Quantum Bands transforming Richard into the new Quasar and saving his life.

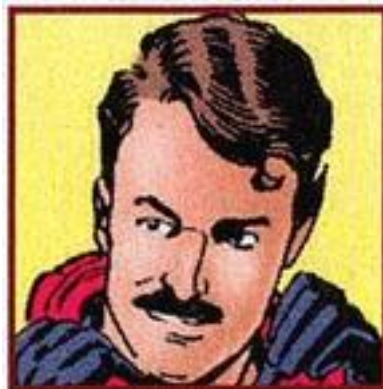


Talia Kruma
Engineer

Talents: Engineering, Architecture

Background: Talia Kruma was a brilliant engineer, architect and designer, and a member of the Whiz Kids, a group of scientists working for Bill Foster at Stark International in Los Angeles. She

was a very private person, an enigma even to her friends, which was due to her feeling guilt over her lover Neil's death. Talia was a member of the Avengers Support Crew for a time as a resident scientist, as well as an engineer on the Starcore orbital research station.



Jason Rivera
Scientist, Superhuman Studies Department

Talents: Biology, Engineering

Background: Dr. Jason Rivera is a specialist in Bio-engineering, with his research in ionic energy. He worked with the Superhuman Studies Department at Project P.E.G.A.S.U.S., but later quit and currently works for Damage Control, Inc.



Myron Wilburn
Director (former)

Talents: Architecture, Administration

Background: Myron Wilburn was one of the architectural consultants for P.E.G.A.S.U.S., and is the general administrative director.

Wilburn greeted the Thing when he came to P.E.G.A.S.U.S. as security, and witnessed the Thing and Quasar's tussle when Grimm mistook Quasar for the Crusader. He participated in security disruptions following Deathlok's and the Grappler's invasions, considered evacuating P.E.G.A.S.U.S. during the Nth Man's fight, and was present when the Thing and Aquarian left P.E.G.A.S.U.S.. Wilburn was later knocked unconscious by the exploding Nitro after being legally forced to free him.

Wilburn was one of those who fell under the Serpent Crown's control; he became high acolyte of the Crowns. After being freed by Dr. Strange, the Scarlet Witch, Spider-Man, and the Thing, Wilburn unhappily accepted Quasar's resignation. He was present when AIM assaulted P.E.G.A.S.U.S. to steal the Cosmic Cube, and also hired the Guardsman to replace Quasar.

When the government wanted reality altering Willie Evans confined and tested, Wilburn reluctantly agreed, and prevented Iron Man from interfering. However, Evans eventually woke up and escaped; Wilburn was seriously injured when parts of P.E.G.A.S.U.S. collapsed during that escape.

Later, Wilburn oversaw P.E.G.A.S.U.S.' evacuation during the Omnivore's attack, and accepted Blue Shield's resignation as security director thereafter. Not long thereafter, Wilburn approved Quasar's request to house the Squadron Supreme at Project: P.E.G.A.S.U.S.

Several weeks later, Wilburn was confronted by Quasar, who blamed Wilburn for difficulties relating to the examinations of the Angler and Kayla Ballantine. Wilburn eventually resigned, to be replaced by Andrew Kappelhoff and then in turn by a Director Gruenwald.



Anson Harkov
Director, Research

Talents: Biology, Engineering

Background: Dr. Anson Harkov leads the various research departments, and reports to the overall Director.



Dr. Slevin Clark,
Researcher, Cosmic Ray
Research Unit

Talents: Physics

Background: Upon discovering that the infinitely powerful Beyonder was at large, Black Knight and Hercules visited Project: P.E.G.A.S.U.S.. While there, they met with Doctor Clark of the Cosmic Ray Research Unit and explained their situation. As Clark and the two Avengers spoke of how they could track the Beyonder's energy readings, the Beyonder himself appeared and commented on the marvelous devices, asking if he could flip some switches. Hercules immediately grabbed the Beyonder,

who blew a gaping hole in the Catskills housing the facility. Black Knight soon confronted the Beyonder, ordering Dr. Clark to leave, which he quickly did.



Dr. Andrew Kappelhoff
Director, PROJECT
P.E.G.A.S.U.S.

Talents: Administration, Physics

Background: Dr. Kappelhoff was the Project Administrator when the Avengers visited to confront the Squadron Supreme there. He has since been replaced by Director Gruenwald.



Dr. Margaret Mayfair, Director
of Developments, Patents,
and Marketing

Talents: Business, Administration

Background: Dr. Margaret Mayfair is the Project's head of development, patents, and marketing. She is also their liaison to private industry.



**Henri Sorel,
Director, The Compound**

Talents: Biology

Background: Henri Sorel was a research physicist with World Health and director of Project Damocles, an international effort to find a cure for radiation poisoning. When he was approached by goons working for Harold Meachum who offered him money in exchange for full rights to the cure, he refused and was severely beaten. He was knocked into radioactive isotopes and became an inhuman being capable of generating nuclear blasts, calling himself Radion.

Looking for help in controlling the radiation, he sought the assistance of the Puppet Master and helped him against in a fight pitting Thor against the Fantastic Four.

He next appeared in London, destroying an airplane coming in from the US that carried Iron Fist and Misty Knight as passengers, in an attempt to blackmail the British government into giving him nuclear materials he needed.

During a fight with Iron Fist, he was knocked into an anti-radiation transformer he had himself developed and was drained of his power. He returned to his human form and went on to work on Project: P.E.G.A.S.U.S. under his civilian identity.



**Jeannine O'Connell,
Psychotherapist**

Talents: Psychology

Background: Jeannine O'Connell is a psychotherapist at Project: P.E.G.A.S.U.S. She has extensive training in child psychology.

Jeannine was Wundarr's therapist, treating him before and after his exposure to the Cosmic Cube, and befriending the Thing when he came on board as security. She played poker with Grimm, Quasar, Bill Foster, and others. When Quasar was wounded battling Solarr and Klaw she helped care for him; she and Wilburn discussed the futility of evacuating P.E.G.A.S.U.S. while the heroes battled the Nth Man; and she was present when Aquarian (the transformed Wundarr) left P.E.G.A.S.U.S.. She later attended a Christmas party at the Baxter Building with Quasar, reuniting with the Aquarian there. At that party, Quasar introduced her as his fiancée, though apparently the engagement didn't last.

Jeannine was present when Dr. Sorel conducted a test on Blue Shield which went awry. She soon deduced that only Firebolt could have been responsible, and after Blue Shield defeated Firebolt, Jeannine convinced Blue Shield to reassume his prior duties as security director.



**Dr. Pons Indenbaum,
Cosmic Radiation Expert**

Talents: Physics

Background: Dr. Indenbaum is a longtime P.E.G.A.S.U.S. veteran with a background in cosmic radiation. He has spent the last five years in human research.

Indenbaum conducted a fruitless study of Kayla Ballantine and the Starbrand. Two days later, Indenbaum was conducting a passive study of Kismet's cocoon when the Enclave stole it.



**Todd Meeker,
Recruiter, Human Resources
Department**

Talents: None

Background: Todd Meeker is a recruiter for Project P.E.G.A.S.U.S., and recruits scientists and other experts for their research.



**Dr. Thomas Lightner,
Cosmic Energy Researcher
(secretly in the pay of Roxxon
Oil's Nth Command)**

Talents: Physics, Engineering

Background: Dr. Thomas Lightner was a scientist who rebuilt his father's Sky Cannon after his father Raymond disappeared during a mishap with the device. A similar mishap with the rebuilt device caused the energies from Raymond to merge with Thomas, giving Thomas the powers of a black hole. Thomas' body could not contain these vast energies for long, and he collapsed and returned to his normal form.

Lightner was later contacted by the Nth Command to infiltrate and sabotage Project: Pegasus. Lightner hoped to use the project's Nth Projector to regain his previous powers. Lightner released Nuklo and allowed Thundra and the Grapplers in to cause destruction and distract the facility's staff.[volume & issue needed] Lightner was supposed to use the Nth Projector to send the Project: Pegasus facility into another dimension, but instead used it on himself. Lightner was transformed into the Nth Man, a "living interdimensional vortex Like a black hole, the Nth Man absorbs all nearby matter and energy into himself. All of the heroes at the facility were absorbed into him, and Wundarr the Aquarian was able to use his null field to shut off the Nth Man's powers.

Instead of being destroyed, the Nth Man entered the alternate universe of Earth-S. There, he

threatened to consume the sun, but remnants of the Squadron Supreme reunite to battle him. Although they defeat him, several members of the Squadron are killed, with the remainder banished to Earth-616 for a time. During the battle, Lightner exchanged places with the infant child of Squadron member Arcanna and was thereby able to return to his own form; he became the new Wizard Supreme and eventually took the name "Mysterium".



Dr. William Foster (Giant-Man II), Biochemist; (See GHOTMU entry)



**Dr. Eduardo De Vere,
Thermal Energy Expert**

Talents: Physics, Geology

Background: De Vere came to P.E.G.A.S.U.S. as thermal energy expert. De Vere joined P.E.G.A.S.U.S. not long after the Compound was closed and the super-criminals moved to the Vault. He showed Ben Grimm's Fantastic

Four how to access to drill hole to the Lava Men's village.



**Robert Rider,
Software Specialist and
brother to Richard Rider
(Nova)**

Talents: Computers

Background: Robert Rider was Richard Rider aka Nova's younger brother. Robert was a genius and was able to build his own robot as a teenager, although it was later discovered his robot was built due to the manipulations of Doctor Sun. Richard had always been insecure about Robbie being smarter than he was but Robbie always looked up to his big brother. At some point Richard confided in his family about his powers. Robbie was usually more supportive of Richard's role as a hero than their parents. At one point Robbie was kidnapped by a street gang called the Poison Memories who had a grudge against the New Warriors. The gang leader Kimeko Ashu chopped off one of Robbie's fingers. Nova felt awful about this and later went to MIT to talk to his brother and ask for his forgiveness. Robbie said there was nothing to forgive and he would gladly give up more fingers if that's what it took for his brother to save lives.

Robert once earned a lot of money from selling a software program he designed. He used the money he earned from that to buy the Long Island home the Rider family used to live in. Robert's parents had previously been living in Jackson Heights, Queens.

Later, Robbie worked at Project P.E.G.A.S.U.S. as a scientist. He was one of the people selected to reconstitute the new Nova Corps and was given Nova powers. Robert is friends with Darkhawk due to their being co-workers at Project: P.E.G.A.S.U.S..

Robbie is presumably still adventuring in space. His parents have not seen him since before he joined the Nova Corps.



Darkhawk (Christopher Powell), Security Director; (See GHothMU entry)



Quasar (Wendell Vaughn), Security Director; (See GHotMU entry)



Guardsman (Michael O'Brien), Quasar's replacement; (See GHotMU entry)



Typical Security Guard

F A S E R I P
Gd Ty Gd Gd Ty Gd Ty

Health: 36 **Karma:** 22
Resources: Ty **Popularity:** 0

Powers: None

Equipment: Blaster Pistol (Range 8 areas, 10 points of Energy damage) or Blaster Rifle (Range 11 areas, 20 points of Energy damage), Body Armor (Ty protection vs. Physical and Energy damage).

Talents: Martial Arts A

Using Project P.E.G.A.S.U.S. in your Campaign

- Project P.E.G.A.S.U.S. seeks out one of the heroes, looking to research their powers. The hero can either submit voluntarily, or the Project can provide some... persuasive techniques to convince the hero. It is a government agency, after all.
- One (or more) of the heroes is a scientist a specialty in one of the research projects at Project P.E.G.A.S.U.S. They are sought out for their expertise in something that is causing problems.
- The heroes seek out Project P.E.G.A.S.U.S. for help with a problem from any of specialists.
- A villain (or villains) seeks to break in and steal a piece of technology or some research topic; or to break out a captured villain who is currently undergoing "research" at the Project.

Nth Command



Mission Statement: "To gain a world energy monopoly by eradicating any effective private or governmental competition." The Nth Command pursued that purpose through the creation and use of Nth Projectors.

Affiliations: Nth Command was a subsidiary of the Brand Corporation, which is owned by its parent company – Roxxon Energy Corporation.

Headquarters: Metro Bank on Broadway (served as a front for the Nth Command).

History: The Nth Command was created by the Brand Corporation to eliminate competition for their energy market. They employed operatives known as Nth Commandoes, some of whom used portable Nth Projectors to explore other dimensions.

One such mission to eliminate competition was undertaken by Dr. Thomas Lightner, who infiltrated Project P.E.G.A.S.U.S. in order to

destroy it from within. Under orders from the Nth Command, Thomas Lightner deactivated security at Project: P.E.G.A.S.U.S., allowing a Deathlok robot to break in. Lightner referred to this as "Operation Berserker".

The Deathlok robot succeeded in building a portion of an Nth Projector before being discovered and subsequently destroyed by Project: P.E.G.A.S.U.S. security. In an effort to cover his ongoing actions, Lightner freed Nuklo with the hopes that Nuklo would keep P.E.G.A.S.U.S.'s security busy.

Thundra and the Grapplers were recruited by the Nth Command to smuggle equipment into Project: P.E.G.A.S.U.S. Though they were subsequently caught by security, they succeeded in their mission, and Lightner now had everything he needed to build an Nth Projector. Lightner referred to this contingency plan as "Operation Expurgate".

Lightner's malicious intent was discovered by Project: P.E.G.A.S.U.S. staff, but too late.

However, before Lightner carried through with the Nth Command's plan to use the Nth Projector to place Project: P.E.G.A.S.U.S. into another dimension, he decided to use the Projector for his own purposes, to restore the powers he once had as Blacksun.

Lightner, now transformed into the Nth Man, was defeated at Project: P.E.G.A.S.U.S. by the combined efforts of the Thing, Quasar, Giant-Man, Thundra, and the Aquarian. It was revealed that Roxxon was the corporation behind the Nth Command, and that this was only one of many Nth Projectors. Lightner's Nth Projector was initially thought destroyed, but later found and confiscated by Project: P.E.G.A.S.U.S.

Later, the Nth Command freed Hyperion in an effort to have him free Thundra. She used the Nth Projector to return to her home-world, but before returning, informed Thing and Quasar of the Nth Command's location. When they attacked, they were transported to a prehistoric world used by the Nth Command to produce and refine oil. Thing and Quasar were able to return to the Nth Command's headquarters, and flooded their facility in crude oil.

Afterwards, a plot by the Nth Command (called "Operation Purge") to simultaneously attack and remove all of New York's superheroes to other, very fatal, dimensions. However, this plot was defeated by Captain America, aided by Godwulf, a person from Deathlok's alternate future.

Shortly after, the Nth Command was assimilated into Professor Power's Secret Empire in an attempt to have a new Nth Projector.

Typical Nth Commando

F A S E R I P
Ty Ty Gd Gd Ex Gd Ty

Health: 32 **Karma:** 36
Resources: Gd **Popularity:** 0

Powers: None

Equipment: Nth Projector (see below), Laser Pistol (Range 8 areas, 10 points of Energy damage) or Laser Rifle (Range 11 areas, 20 points of Energy damage), Body Armor (Gd protection vs. Physical and Energy damage).

Talents: Martial Arts A

about six feet. Quasar theorized that Nth Adapters were fitted with failsafe devices, to prevent accidents resulting from transporting unexpected quantities of material.

Portable Nth Projectors were approximately three foot long, and heavy enough that they were generally transported on a

range of an Nth Emanator was, but it was at least the distance from New York City to the X-Men's Mansion in Westchester in upstate New York. When the Nth Emanator was destroyed, the Nth Projectors all failed to function.

The smallest known Nth Projectors were incorporated into Sidewinder's cloak, allowing him exceedingly limited teleportation.



Nth Projector:

The Nth Projector was a device capable of transporting materials into other dimensions. Nth Projectors came in various sizes and strengths, depending on how much material is to be transported.

Nth Adapters were the largest known Nth Projectors. They served as a permanent conduit to transport oil from one dimension to another, and had an internal diameter of

handcart, though a person could carry one with minimal difficulty. These portable Nth Projectors could be fitted with homing devices and remote controlled self-destruct devices, to prevent their theft.

The Nth Projectors wielded by the Nth Commandoes were lighter and smaller, but required the existence of an Nth Emanator to operate an immensely large power source. It is unknown what the

Psi-Null Field Generators

The psi-null field generator was a device capable of blocking mental powers at a distance. The Nth Commandoes believed it would be capable of blocking Professor X's mental abilities, though its effectiveness remains to be determined.



STATISTICS:

F GD(10)
A RM (30) / EX (20)
S IN (40) / EX (20)
E AM (50) / IN (40)
R TY (6)
I GD (10)
P GD (10)

Health: 130 / 100

Karma: 26

Resources: Excellent (20)

Popularity: 25

BACKGROUND

Real Name: Joseph (Joe) Cartelli

Occupation: Security Guard, former assistant to syndicate boss

Legal Status: U.S. Citizen

Identity: Secret

Other Known Aliases: None

Place of Birth: Bronx, New York

Marital Status: Single

Known Relatives: Anita Cartelli (mother), Frank Cartelli (father, deceased)

Base of Operations: Project P.E.G.A.S.U.S., formerly New York City

Past Group Affiliations: None

Present Group Affiliation: Department of Energy

KNOWN POWERS:

The Blue Shield's major weapon is his force-belt (origins unknown), which amplifies his body's natural life force (bio-energy). Originally, Blue Shield was forced to wear the belt to gain superhuman abilities. It is presumed that if he were to use the belt in combination with the powers he's gained after long-term exposure to wearing the belt in the first place, his powers would be doubled.

The force-belt also acts upon his bio-energy to generate an oscillating frequency of bio-energy that interacts with nearby atomic particles in a way to generate a self-supporting force field. This field, which radiates 1 inch from every point on the surface of his body, screens him from objects moving at any speed. The force field, which tends to grow blue with harmless Cherenkov radiation, is imperceptible to the touch from

within, but has a warm, spongy feel from the outside.

Force Field: Blue Shield is able to project a personal force field of AM strength around his body. It allows him to have the following power stunts:

- **Resistance to Heat and Cold:** IN
- **Immune to Gases and Toxins:** The field is impervious to all harmful gases and toxins while allowing Blue Shield to breathe normally.



- **Enhancements:** While using this force field Blue Shield's stats change as shown above.
- **Lightning Speed:** GD landspeed (4 areas/round)

Talents: Martial Arts B, C, Acrobatics, Tumbling, Law Enforcement

Contacts: Dazzler, She-Hulk, Captain America, Quasar, Project P.E.G.A.S.U.S., Avengers, Squadron Supreme

HISTORY

When Frank Cartelli was murdered, his son Joe vowed to avenge his father by waging war on crime. Acquiring a belt (from sources as yet unrevealed) that generated a force field, Joe fashioned an identity-concealing costume and went into action as the Blue Shield. In his civilian guise, he even worked his way into the crime syndicate, eventually becoming the assistant to the crime boss. He once had to help Alison Blaire (also known as the Dazzler against the crime boss Bo Brannigan who was controlling the Terror Tank. After the battle, Alison Blaire told him she

was to give a message to Joey from his mother and Joey later visited his mother in hospital.

Joseph later attempted to join the Avengers, alongside Mechanaut, Speedball and Gladiatrix. When Captain America, who was trying them out for the team, was called away, Hydrobase, where the Avengers were then based, was visited by the Soviet Super Soldiers, who were considering defecting to the United States. Thinking the Soviets' appearance was a test, Joseph and the other auditionees attacked them, only to quickly lose the upper hand. Before they could be beaten,

Captain America intervened and stopped the fight. Joseph and the other prospective Avengers were not offered membership.

Joseph later became the head of security for Project P.E.G.A.S.U.S., and briefly resigned from the job after he failed to stop an alien threat from the Omnivore, before taking up the role again.

After the Civil War, Joseph was considered as a potential recruit for the Initiative program. Blue Shield has since been working alongside Jackpot, and has clashed with Spider-Man.

STATISTICS:

F EX (20)
A RM (30)
S RM (30)
E RM (30)
R TY (6)
I GD (10)
P EX (20)

Health: 110
Karma: 36
Resources: Typical (6)
Popularity: 10

BACKGROUND

Real Name: Christopher Powell
Occupation: Security Guard, crimefighter
Legal Status: Citizen of the United States with no criminal record
Identity: Secret
Other Known Aliases: Chris Powell, Bucket-Head, Edge-Man, Powell
Place of Birth: Queens, New York
Marital Status: Single
Known Relatives: Grace Powell (mother), Jason and Jonathan (brothers), Michael Powell (father, deceased)
Base of Operations: Los Angeles, CA; formerly New York City, Project P.E.G.A.S.U.S., Avengers Compound
Past Group Affiliations: formerly Loners, New Warriors, Avengers West Coast (reservist), Secret Defenders (founder), Fraternity of Raptors (host), Project Pegasus
Present Group Affiliation:

KNOWN POWERS:

Alter Ego: Chris Powell has a mystical amulet that allows him to change between his normal form and the Darkhawk at will. In his normal form, Chris has the following stats:

F A S E R I P
 TY GD TY TY TY GD TY
Health: 28
Karma: 18

Healing: Darkhawk can heal up to 40 points of lost Health by changing between his human and Darkhawk form. He must spend one complete round in his other form before changing back (e.g., if Darkhawk



has been injured, he must spend one round in Chris's form before transforming back to Darkhawk if healing is to occur). Note that this only heals damage to the Darkhawk, not to Chris Powell.

Grappling Hook: The retractable grappling hook in Darkhawk's costume allows him to climb at Excellent speed and can grapple surfaces up to two areas away. Darkhawk fires the hook from the right forearm of his suit with Remarkable accuracy. The hook and cable can grab small objects and entangle larger objects, including people, with a successful

Agility FEAT roll using Darkhawk's adjusted Agility for the roll. The hook can also inflict Good (10) Edged Attack damage in melee combat.

Gliding: Darkhawk can glide at Typical air speed (6 areas/round) using the glider wings under the arms of his Darkhawk armor.

Blast/Shield: The amulet in Darkhawk's chest armor can provide him with a Darkforce blast of Remarkable Intensity that has a two area range, or a force shield that gives him Remarkable protection against physical and energy attacks from Darkhawk's

front side only. Darkhawk can project either a blast or a shield during a round, not both.

Enhanced Vision: Darkhawk has a Good range vision power used for targeting with his grapple-claw; this reduces distances of up to four areas down to one area for purposes of targeting. Darkhawk also has Remarkable level and range Infravision, allowing him to see in nearly total darkness.

Talents: Darkhawk has the Blunt Weapons talent and the Marksman talent with his grappling hook.

Contacts: Darkhawk has earned the friendship of the Amazing Spider-Man and Moon Knight, and is an ally of the New Warriors. He is also close to a mysterious vagabond known as "Saint Johnny."

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Chris Powell is still trying to come to grips with the effects Darkhawk is having on his life. Chris is sometimes confused and angry, as are most teens, and Darkhawk has only complicated things. Yet, Chris refuses to give up; he has shown tenacity and honor in dealing with his problems. Chris has decided to avoid using lethal force and unethical solutions to his problems, but he has a temper, particularly regarding Philippe Bazin.

HISTORY

Christopher's Powell's father was a New York police officer; his mother an assistant district attorney. He had two brothers who he had to babysit a lot, but life always has a few problems for teens, right? Unfortunately, life for Christopher Powell was about to get a lot worse. His mother was receiving offers of-and refusing-bribes from a mobster, Philippe Bazin, whose case she was prosecuting. His father was constantly working late.

Once, his brothers disappeared from home and his charge to go to an amusement park. Chris followed them, only to find his father taking bribes from Bazin's men. When the mobsters discovered him, Chris began to throw objects at them to slow their pursuit. When he picked up the strange amulet he found there, Chris was transformed into Darkhawk. Darkhawk easily defeated Bazin's goons, though one died when he ran into a fuse box while carrying a live electrical cable with which he had intended to electrocute Darkhawk.

Realizing that he had a chance to atone for his father's sins, Chris began to fight crime as Darkhawk. There appears to be a link between the Darkhawk amulet and the homeless man, "Saint Johnny," though what form the relationship takes is unknown as of this writing.

Darkhawk immediately came up against several dangerous foes in his battles against crime. These others wanted to learn the secrets of Darkhawk and take possession of the amulet, including the villainous Hobgoblin. Hobgoblin, the mobster Bazin, as well as the villains Tombstone and Lodestone all tried to get the amulet from him. He battled such deadly foes such as Portal and the U-Foes, and the mysterious Savage Steel. His battles often saw him stand side-by-side with such heroes as Spider-Man, Captain America, Daredevil, and the Punisher.

More recently, one of his brothers was seriously injured when a bomb that Bazin's men placed in his mother's car exploded. His father had vanished, only to reappear at Bazin's trial where he

was promptly kidnapped by Bazin. Tombstone stole the amulet from Darkhawk's costume, leaving him unable to transform back to Chris. He followed Bazin, only to crash land on an island ruled by Venom. Darkhawk managed to defeat Venom and, later, Tombstone to regain his amulet. He would not have survived the battle for his amulet had it not been for the selfless sacrifice of Michael Powell. Now, Darkhawk has become one of New York's fastest-rising super-heroes, seen often in alliance with Spider-Man as well as the New Warriors.

Chris learned that his armor was actually an autonomously existing android armor, one of five commissioned by an alien mob lord named Dargin Bokk, being held in a sentient space ship, Osch, in Null Space. When Chris grasped the amulet, it actually caused his body to switch places with that of the Darkhawk body, although his mind remained in control of the 'replacement' body.

Later, Chris and Darkhawk actually split into two separate entities, with the armor being updated into the "2.0" form, as it was informally known. This advanced form of armor gave Darkhawk new powers, such as the ability to form a force shield encasing his body, an actual "Hawk" construct (a gigantic force-field shaped like a hawk), and the ability to summon weapons from Osch. Darkhawk 2.0 and Chris re-merged, with the prospect of no longer needing to use the amulet in order to switch bodies.

STATISTICS:

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R EX (20)
I GD (10)
P AM (50)

Health: 50
Karma: 80
Resources: GOOD (10)
Popularity: 10

BACKGROUND

Real Name: William Barrett Foster
Occupation: Adventurer, biochemist, inventor, research scientist
Legal Status: U.S. Citizen, deceased
Identity: Public
Other Known Aliases: Bill Foster, Black Goliath, Giant-Man, Rockwell Dosworth
Place of Birth: Watts, Los Angeles, California
Marital Status: Divorced
Known Relatives: Claire Temple (ex-wife); unnamed parents; unnamed sister; Tom Foster (alias Black Goliath, nephew)
Base of Operations: New York City, formerly Project P.E.G.A.S.U.S., formerly New York City
Past Group Affiliations: Recurring associate of the Avengers, Project P.E.G.A.S.U.S., Champions of Los Angeles (unofficial), Circus of Crime, Secret Avengers
Present Group Affiliation:

KNOWN POWERS:

Growth: Foster's rank was Amazing, but his Strength could only reach Incredible. Each time he used this power, he would have to make an Endurance FEAT roll, or black out for 1-10 rounds. If he blacked out, he would have to make a second Endurance FEAT or lose one rank of Endurance permanently due to cellular degeneration. He no longer possesses this limitation. His Endurance has been restored.



Protection vs. Psychic Attacks: Giant-Man has Amazing protection against mental attacks.
Talents: Foster has remarkable reason with biochemistry.

Contacts: Foster was an ally of the Thing, the Champions of Los Angeles, and Project Pegasus. He is a friend of Henry Pym, and has fought alongside the West Coast Avengers. He is also friends with Black Panther and Storm.

ROLE-PLAYING NOTES

Foster was a reluctant superhero, who was motivated by a desire to help people, but lacked confidence in his ability as a superhero. Giant-Man is not an active superhero; a direct threat against his personal interests (friends, place of work) might be the only thing that is likely to bring him out of retirement.

HISTORY

William Foster spent his childhood in the Watts ghetto. His natural intelligence and the influence of several good people

helped him leave the ghetto and attend California Technical Institute. There Foster worked toward a degree in biochemistry and met and married Claire Temple, a medical student. Upon graduation, he worked his way up the corporate ladder at Stark Industries, but his drive for success strained their marriage to the point of divorce. When Harry Pym was trapped at a minimum of ten feet in height, Tony Stark recommended that Foster assist Pym in finding a cure. For several months they worked together in Pym's laboratory in New Jersey, and eventually found a cure. Foster returned to Stark Industries, where he was promoted to head of the biochemistry division at Stark Industries' Los Angeles plant. Fascinated by Pym's research, Foster synthesized the growth compound, hoping to eliminate side effects. Eventually Foster tested the formula on himself and found he had successfully duplicated Pym's growth powers.

Taking a leave of absence from his duties at Stark, Foster devised a plan by which he believed he might win back Temple's affections; he wrote to her saying that he had worked with Pym and duplicated Pym's powers, but he deceived her into believing that he, like Pym, had been trapped at gigantic stature. They met at a circus sideshow where Foster had said that he had to work to earn money to continue his research. Foster had outfitted himself in costume and was being billed under the name of Black Goliath. Unfortunately for Foster, in taking moonlighting employment at the sideshow, he had, without then realizing it, come under the control of the Circus of Crime. Temple had become the girlfriend of Luke Cage, and Cage had followed Temple from New York; the two men fought over her. In the course of their dispute, the Circus of Crime captured Temple, forcing Foster and Cage to set aside their differences long enough to join forces against the Circus of Crime and its Ringmaster, Maynard Tiboldt, from whose control Cage also freed Foster. But Temple chose to stay with Cage rather than reconcile with her ex-husband;

thus, Foster returned to Los Angeles, his shameful ploy having failed.

Although he had fashioned a costumed identity for himself, Foster was uncertain whether he should use it to fight crime, considering the circumstances in which he fashioned it. With the encouragement of Henry Pym, he decided to try. On his first outing, Black Goliath encountered the criminal Atom-Smasher, who bombarded him with deadly radiation. This bombardment immediately produced painful side effects, making his size transformations difficult and causing him to occasionally black out. Before Black Goliath was able to defeat the Atom-Smasher, his foe was killed by a mysterious assassin that later turned out to be Atom-Smasher's brother, the second Atom-Smasher! Ignoring the symptoms of radiation poisoning, he continued his career, battling such menaces as Vulcan, the Stilt-Man, and the Hijacker, and aiding the Champions of Los Angeles and the Thing.

When it became difficult to ignore his illness, Foster took a leave of absence from Stark International to become a consultant at Project P.E.G.A.S.U.S., an upstate New York energy research installation facility. There to do research on the corpse of the Atom-Smasher, he nearly sacrificed his life to stop the mad scheme of the Nth Man. Following the attack, a team of top radiologists were assigned to help cure his condition, including Reed Richards and Walter Langkowski. After their treatments failed, Foster returned to Los Angeles to finish his life's work with Stark Industries, only to be attacked by the new Atom-Smasher. He, the Thing, and the Original Spider-Woman defeated him. Spider-Woman saved his life with a transfusion of her blood, at the expense of losing her immunity factor permanently. However, Foster's cell structure had deteriorated to a point that he could never become Giant-Man again. He retired, and became a full time researcher.

Eventually, Foster found himself working as technician for

the High Evolutionary at his Antarctic stronghold. Learning the High Evolutionary's plan to mutate everyone on earth, he managed to release a warning to the West Coast Avengers, who tracked him to the stronghold. But as the avengers were being defeated, Foster swallowed a chemical that again transformed him into Giant-Man, and he learned that his cellular disintegration had been cured. He then defeated the High Evolutionary in combat.

Foster soon gave up the identity of Giant-Man, which Hank Pym subsequently reclaimed for himself.

Foster donned the identity of Goliath again, along with a new specialized outfit and this time without the modifying "Black," first to help the Thing deal with a supervillain even as he requested a research grant from the Thing. He then helped Spider-Man track down the Hulk, so that Dr. Robert Bruce Banner, the scientist who uncontrollably transforms into the Hulk, could, possibly, deal with Spider-Man's own cellular degeneration.

During the superhuman Civil War, Foster was a member of Captain America's anti-registration Secret Avengers, adopting the alias of Rockwell Dodsworth. He subsequently appeared briefly amongst the cavalcade of other African-American super-heroes attending the wedding of the Black Panther and Storm.

Foster was killed by a clone of Thor during a fight between the Secret Avengers and Iron Man's pro-registration forces. Since it proved not to be possible to reduce his body to normal size, he was buried as a giant, with Tony Stark (Iron Man) paying for the thirty-eight burial plots required to accommodate him.

Bill Foster was last seen in Pluto's realm, refusing to accept death's embrace while holding out possible hope for a resurrection.

STATISTICS:

F RM (30) / GD(10)
A RM (30) / GD (10)
S AM (50) / TY (6)
E MN (75) / GD (10)
R GD (10)
I GD (10)
P TY (6)

Health: 210 / 32

Karma: 26

Resources: Typical (6)

Popularity: 5

BACKGROUND

Real Name: Michael O'Brien

Occupation: Former police sergeant, former security director of Project: Pegasus, former chief of security at the Vault, now Avengers support staff

Legal Status: Citizen of the U.S. with no criminal record

Identity: Unknown to the general public, known to the administration of Project: Pegasus and certain government officials

Other Known Aliases: None

Place of Birth: Chicago, Illinois

Marital Status: Single

Known Relatives: Kevin (brother, deceased)

Base of Operations: New York City; formerly The Vault, Colorado; formerly Project P.E.G.A.S.U.S.

Past Group Affiliations: Head of Project: Pegasus Security, head of The Vault security, NYPD.

Present Group Affiliation:

KNOWN POWERS:

All of the Guardsman's Powers derive from his armor.

Body Armor: The Guardsman armor gives Incredible protection from physical attacks, Excellent protection from energy attacks, and Monstrous protection from radiation.

Flight: Boot-jets allow O'Brien to fly at Remarkable speed (15 areas/round) for up to 2 hours. If used as weapons, the boot-jets do Excellent damage to any target within 2 areas.

Energy Absorption: The Guardsman armor can absorb up to 300



points of energy for weapons systems, raising them to Mn for 1 round. He can absorb incoming attacks on a Yellow FEAT or better (Un column).

Repulsors: Repulsors in the armor's gauntlets can do Incredible damage up to 2 areas away.

Life Support: The armor contains an internal air supply good for 30 minutes' use.

Sensors: Incredible rank Radar. Additionally, sensors in his suit can detect other electronic signals (such as radio waves, radar, etc.) with Incredible rank.

Protected Senses: Remarkable protection against sound and light. Blindness only lasts 1 round max on a successful Yellow FEAT.

Talents: O'Brien is an ex-police-man with the Law Enforcement talent and Martial Arts E.

Contacts: O'Brien was originally a sergeant in the NYPO. He was chief of security at both Project: Pegasus and The Vault. He's now a member of the Avengers' support staff.

HISTORY

Kevin O'Brien was an engineer working for the newly-opened

Lakani island plant of Stark Industries (now Stane International) who came to the attention of Anthony Stark. Despite a careless streak that once caused the laboratory he was working in to explode, he became a close friend of Stark and was soon appointed head of Stark's research department. On several occasions, O'Brien assisted Stark and his supposed bodyguard Iron Man, who was really Stark himself, notably against the Spymaster and the Espionage Elite, saving Tony Stark's life on more than one occasion. Stark then decided to reveal to O'Brien that he was secretly Iron Man, and to build for him a second suit of armor for use in the event of an emergency. That emergency came a short time later when Iron Man and his current girlfriend Marianne Rogers were taken captive by the superhuman madman Mikas the Soulfather. Putting on the armor before it was fully tested, O'Brien fell prey to a malfunction in the cybernetic circuitry controlling the armor which apparently stimulated the regions of the brain where rage and jealousy originate.

O'Brien found himself seized with sudden attraction for Stark's girlfriend Marianne Rogers, and became extremely jealous of Stark's power, looks and fortune. At the same time Simon Gilbert, then chairman of the board of Stark Industries' stockholders, grew alarmed that Stark was moving out of munitions production and mapped strategies with the board to seize controlling interest in the firm from its principal stockholder, Stark himself. O'Brien, clad in armor and calling himself the Guardsman, offered to aid the board in their plot against Stark. As a show of support, he agreed to quell a protest rally outside the plant. The Guardsman aimed his repulsor rays at the crowd injuring four protestors. Sickened by what he did, O'Brien turned on the renegade board members, roughing them up. But seeing Tony Stark with Marianne Rogers caused him to once again become unbalanced and he went

outside to vent his rage on the growing crowd of protestors. Stark donned his Iron Man armor and engaged the Guardsman in battle to prevent him from doing more damage. Losing the Guardsman sought refuge in an experimental tank. In an attempt to stop him without hurting him, Iron Man trained his repulsor rays on the vehicle and accidentally hit its fuel supply. The tank exploded, killing Kevin O'Brien.

Some months later when the details of the incident came to public light, Kevin O'Brien's brother Michael, a sergeant on the New York City police force, decided that the official investigation exonerating Iron Man's actions was a cover-up. Reopening the investigation without official sanction, O'Brien confronted Stark, interrogated several of his employees, and finally hired an unscrupulous private investigator to get him inside the Long Island plant. There O'Brien located the Guardsman armor and put it on, determined to use it to bring Iron Man to justice. However, the malfunction in the cybernetic circuitry also affected his brain and he flew into a rage, seeking to kill Iron Man. Iron Man confronted his attack and finally convinced him that the armor was causing him to act insanely. Stark took Michael O'Brien into custody rather than press criminal charges, hoping to convince the man of his innocence in his brother's death. While Stark worked on a new set of armor, the Japanese mutant Sunfire attacked the plant. Stark was unable to put on his new armor since it had not yet cooled and unable to find any of his spare suits of armor since a saboteur had stolen them. Hence he was forced to put on the Guardsman armor to fight off Sunfire. O'Brien witnessed Stark's heroic attempts to save lives over a video monitor aware that Stark was risking a major heart attack by the strenuous activity. Escaping confinement O'Brien decided he was wrong about Stark and determined to help him by donning the now-cool Iron Man armor. Thus clad, he was mistaken for the real

Iron Man and kidnapped by the Mandarin. Stark discovered an old set of Iron Man armor that the saboteur had overlooked and went to China to rescue O'Brien. Upon rescuing him, Stark chose to reveal his true identity to O'Brien before he went off to battle the Mandarin. O'Brien flew back to New York where he took custody of the Guardsman armor once more.

After Iron Man defeated the Mandarin, Stark fixed the malfunction in the Guardsman armor's circuitry so it was safe to wear. Michael O'Brien was determined to use the armor to vindicate both his brother's and his own senseless actions. When Stark International (formerly Stark Industries) was taken over by the criminal Midas, the Guardsman joined with a number of Stark's other friends and allies to battle Midas's men. He was turned to gold by Midas's power, but was later restored to flesh. Having quit the police force, O'Brien interviewed for the position of security director at Project: Pegasus, the government energy research facility, after its previous director Quasar, quit. With a high recommendation by Tony Stark, O'Brien got the job. Sometime later, while guarding the project, O'Brien's Guardsman armor was damaged in a battle with the subhuman Lava Men. It was later repaired at the project's expense. O'Brien as the Guardsman has been living and working full-time in the Project since his appointment and has performed his duties capably.

When much of the super-villain containment duties of Project: Pegasus were transferred over to The Vault, O'Brien transferred as well and was made chief of security there. The security staff wears manufactured duplicates of the Guardsman armor.

O'Brien also suited up with Bethany Cabe, Eddie March, Happy Hogan and Force to face Ultimo when asked by War Machine.

Without his armor, O'Brien was affiliated with Captain America (Steven Rogers) and the Avengers as part of the team's support staff.

STATISTICS:

F EX (20)
A EX (20)
S AM (50)
E MN (75)
R FB (2)
I GD (10)
P PR (6)

Health: 165
Karma: 18
Resources: None
Popularity: -5

BACKGROUND

Real Name: Unrevealed, possibly none

Occupation: None

Legal Status: Not applicable

Identity: Not applicable

Other Known Aliases: None

Place of Birth: Unrevealed

Marital Status: Not applicable

Known Relatives: None

Base of Operations: None

Past Group Affiliations: None

Present Group Affiliation: None

KNOWN POWERS:

Bio-metallic body: Omnivore is composed of living metal. This allows him a very versatile set of powers including the following:

Body Armor: Amazing rank protection from most physical and blunt force attacks. Remarkable protection from energy, heat and fire as well as radiation, electricity and cold.

Body Control: Omnivore is a limited metamorph and can alter and control its body with the following effects.

**Shape shifting:* Omnivore can alter parts of its body into basics shapes such as blades or claws capable of doing Amazing edged damage, or extending its limbs into the next area. Omnivore's lack of intellect prevents it from performing more intricate or creative uses of this ability.

**Healing:* Omnivore can restructure the metal in its body to fix damage it has sustained or regrow lost parts to a limited degree. Omnivore is capable of healing up to half of its current



health once per day. This however is limited as after healing, cannot do so again or heal itself until it has consumed. Basically this power is a one shot until it eats again and is more of a self-preservation tool.

**Body separation:* If Omnivore has a limb severed, it can still control the separated body part. Thus if an arm was severed, it could still choke someone holding it. Omnivore can re-attach that body part, healing half the damage that it suffered by the attack that severed the limb. The distance that the severed body parts can be controlled is uncertain, but at least 2 areas.

**Spin Cocoon:* Omnivore can spin a cocoon of Amazing strength metal that can be used to hold a captured

individual, much like a spider webbing up a fly for later consumption.

Size: As Omnivore consumed, it grew rapidly. It seemed to have maxed out at just over 30' in height, thus being considered to have permanent growth of Unearthly rank. At this height those opposing Omnivore would have +3 Shifts to hit. Due to the metallic construction of its body, is extremely dense and heavy, weighing more than 30 tons, thus requiring Amazing strength to even lift.

Acid secretions: Omnivore can secrete a unique acid of Amazing intensity at a range of up to 2 areas. This acid has the unique

characteristic of breaking down matter and energy into a more palatable form that Omnivore can consume the next round, much like how a fly consumes its food. Living matter, metal and energy, can all be broken down by this acid, that can weaken stronger materials and force fields by the rank of the attack. Force fields composed of force seem to be able to hold off the attack, provided that they are strong enough rank to withstand the attack and any resistance to corrosives will also provide some resistance, but even higher ranked energy force fields will be consumed, it will just take longer.

Weakness: Omnivore seemed to be momentarily stunned by an electromagnetic pulse emitted by Quasar's quantum bands. So it can be assumed that the metal body of Omnivore is vulnerable to magnetics and would be at -2CS to resist such attacks and manipulations.

Talents: None

Contacts: None known

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Omnivore is a predatory creature nothing more. Basic animal intellect and instinct to survive are all that drive this creature. While capable and cunning enough to ambush more high risk prey, Omnivore seems incapable of much more than basic animal survival instincts. Omnivore will attack others to consume or protect itself from perceived threats. There is no other motive.

HISTORY

When the cosmic Beyonder formed Battleworld from remnants of a destroyed galaxy as well as pieces of multiple planets during his "Secret Wars" contest of super heroes and villains, Mr. Fantastic used alien technology (actually a living alien being, unbeknownst to all) to fabricate replacement parts for Iron Man (Jim Rhodes)'s battle-damaged armor.

Upon returning to Earth, Rhodes found the Battle-world enhancements dysfunctional. Assuming this to be due to differences between the planets' magnetic fields, and abandoned the accessories in an upstate New York snow bank, little realizing had he not done so they would have taken over his armor.

Fusing and morphing into an ambulatory organism, it found food and shelter in Project PEGASUS a few miles away, entering via a ventilation shaft. Eating, growing and evolving, upon discovery it consumed an entire security squad of 15 save leader Blue Shield, whose forcefield proved resistant and whom it imprisoned in a metal cocoon.

After the rest of the Project had evacuated, former security head Quasar (Wendell Vaughn) happened upon the scene and investigated, freeing Blue Shield before being attacked himself. Finding the creature, which he dubbed Omnivore, able to dissolve even his quantum constructs, Quasar cut off its right hand when it grabbed Blue Shield again, and then pushed Omnivore deep into a Magma Tap connected to Earth's magma layer, and sealed the tap before it could escape. Quasar left its severed hand contained in a quantum field for PEGASUS' scientists to study and contain.

STATISTICS:

F EX (20)
A EX (20)
S GD (10)
E GD (10)
R GD (10)
I RM (30)
P MN (75)

Health: 60

Karma: 115

Resources: Good (10)

Popularity: 20

BACKGROUND

Real Name: Wendell Elvis Vaughn

Occupation: Adventurer, formerly Protector of the Universe, security chief, S.H.I.E.L.D. special agent, US Army Lieutenant

Legal Status: U.S. Citizen

Identity: Secret

Other Known Aliases: Marvel Boy, Marvel Man, Star-Knight

Place of Birth: Fond du Lac, Wisconsin

Marital Status: Single

Known Relatives: Anita Cartelli (mother), Frank Cartelli (father, deceased)

Base of Operations: Currently Pleasant Hill S.H.I.E.L.D. facility/prison; formerly Project P.E.G.A.S.U.S. Facility, Adirondack Mountains, New York State; formerly mobile throughout the universe

Past Group Affiliations: Annihilators, Avengers, Star Masters, S.H.I.E.L.D. Super-Agents, security chief of Project P.E.G.A.S.U.S., Defenders for a Day

Present Group Affiliation: S.H.I.E.L.D.

KNOWN POWERS:

Quantum-Bands: Quasar wears a pair of bracelets of an unidentified, Uearthly strength material. They are capable of converting "quantum energy" for a number of Power Stunts, including:

- Force blasts of Monstrous strength at a range of 5 areas
- Flight at Shift-Y speed (100 areas/round), Remarkable speed (xx areas/round) within an atmosphere.



- Teleportation by opening gates to the Quantum Zone at CL5000 speed.
- "Solid light" constructs of Monstrous material strength that do Monstrous damage if used as weapons. Quasar can form any simple solid object (spheres, cones, cubes, mallets, cages, etc.) that he can visualize
- Light bursts of Monstrous intensity which can blind an opponent
- Identification of energy patterns at Monstrous rank, and tracking of those energy patterns at CL1000 rank.

- A force field which provides Monstrous protection against physical and energy attacks
- Protection from Vacuum - A specialized force field that protects Quasar from the rigors of outer space.

Talents: Trained by S.H.I.E.L.D. and the U.S. Army, Vaughn has the Law Enforcement and Espionage skills. He is trained in Martial Arts A and B, as well as handgun use.

Contacts: Vaughn has contacts in S.H.I.E.L.D., the U.S. Army, and those people employed at the Vault who were transferred from Project P.E.G.A.S.U.S. He has worked with

Bill Foster and the Thing in the past. Additionally, he has since worked as part of the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Despite his years of training as a soldier, a S.H.I.E.L.D. super-agent, and a superhero, Quasar is still somewhat insecure in his role as a superhero, perhaps because of the sheer power that he wields. He takes himself extremely seriously and does not allow himself any errors. He is extremely loyal to his superiors and tends to follow orders from them without question.

HISTORY

Wendell Vaughn is the second human being to wear a pair of alien energy bracelets now known as the quantum-bands. The first was Robert Grayson, the son of astrophysicist Dr. Horace Grayson. In the years before World War II, Dr. Grayson made radio contact with the colony of Eternals who lived on the planet Uranus in an endeavor to build a spaceship capable of interplanetary travel. Believing Uranus to be a better environment than Earth to raise his son, Dr. Grayson, a widower, journeyed there and was met with open arms by the Uranian Eternals, who were eager to hear news of the world that had spawned them millennia before.

When young Robert Grayson was in his mid-teens, he was given a pair of energy-manipulating wrist-bands, whose origin was then unknown. Robert's adventurous spirit led him back to Earth, where, upon his father's suggestion, he used the wrist-bands' solar-conversion capacities as a weapon to battle crime. Grayson called himself Marvel Boy and established a solid reputation as one of the 1950s' preeminent costumed crimefighters. Learning that his father was in poor health, Grayson tried to purchase medical supplies to take back to Uranus, but was unable to get a bank loan. Upon reaching Uranus, he learned that some unexplained disaster had ruptured the colony's protective dome, killing all of its inhabitants,

including his father. Insane with grief, he decided to return to Earth and take vengeance upon the banker who, by refusing his loan, had made him waste valuable time. Caught in suspended animation for a number of years, Grayson eventually made it back to Earth and went on a rampage, calling himself the Crusader. In a battle with the Fantastic Four, Grayson disintegrated himself by channeling solar energy through the wristbands improperly. The energy bracelets were undamaged.

The Fantastic Four's Reed Richards confiscated the weapons, and, having no time to investigate the nature of their power himself, turned them over to S.H.I.E.L.D. There they were given to S.H.I.E.L.D. scientist Dr. Gilbert Vaughn, who hypothesized that the alien power transformers may be able to utilize energy sources in addition to solar.

In order to test them, Vaughn got permission to use his son Wendell, an army veteran in the midst of S.H.I.E.L.D. agent training, as a test subject. To Wendell's dismay, he discovered that the wrist-bands affixed themselves to his wrists as soon as he used them. Permanently linked to these powerful mechanisms, Wendell Vaughn joined S.H.I.E.L.D.'s pilot "Super-Agent" program under the name Marvel Man. When the program was discontinued, he took the code-name Quasar, based on the power source his father believed that he had attuned the wrist-bands to: quasi-stellar radio-sources.

His excellent military record, S.H.I.E.L.D. credentials, and a recommendation by Captain America got him the position of security chief at the government's secret energy research facility, Project: Pegasus. After several years, however, he resigned, blaming himself for allowing the Serpent Crown, an ancient mystical power object, to take over the minds of everyone in the Project, including himself. Despondent, he tendered his resignation as head of security to the project's director, Myron Wilburn, and would not let himself be talked out of the

decision. Putting away his costume, he spent the next few weeks at his mother's home in Wisconsin sitting in his old bedroom, strumming his guitar, lifting weights, and avoiding life. At her wit's end, his mother finally called her ex-husband to come to try to draw their son out from beneath his veil of depression.

Dr. Vaughn proposed his son undertake a scientific mission to learn the origin of the Quantum Bands. Attracted to the prospect of spending time alone in the void of space, Quasar agreed. And, after weeks of exhaustive preparation, the equipment-laden adventurer penetrated the envelope of atmosphere surrounding his home planet for the first time — and promptly went to sleep.

Four years and nearly 3 billion kilometers later, he woke up. Discovering the remains of the Uranian Eternals' life-dome, Quasar encountered Deathurge who related the story of the Uranians and his role in their deaths to him. Deathurge then attempted to convince Wendell that he had journeyed all those billions of kilometers hoping that something would end his failed life. He nearly succumbed to Deathurge's "help", but was transported to subspace where Eon was waiting.

Here Eon explained that Wendell Vaughn of Earth possessed all of the necessary attributes: intelligence, courage, and resourcefulness, and was to become the new Protector of the Universe, a position most recently filled by the late Captain Marvel. Eon appointed him the Captain's successor with his mission to safeguard the universe from the greatest threat that he had ever perceived. Of this threat, only three things were known: 1) the threat would come from space, 2) it would manifest itself on Earth, and 3) it would try to slay Eon to gain the secret of cosmic awareness. After performing the Metamorphic Rite of Passage, Eon transported Quasar back to normal space, where he easily defeated Deathurge. However, he uttered a brief prophecy, "When we meet again, you will beg me to kill you ... and I

will refuse," as he slowly faded away.

Wendell convinced Eon to accompany him back to Earth to better protect him against this threat. Now aware of the full capabilities of the Bands, he quantum-jumped back to Earth with Eon, reducing the four-year journey to fifteen seconds. Back on Earth, Quasar set up a security consulting firm to serve as both an income and cover for his "cosmic activities". Once Vaughn Security Systems was established, he began a systematic location and identification of every extra-terrestrial on Earth. During a nationwide villain uprising, Quasar chased the Living Laser into the Watcher's home on the moon. Here the Living Laser accidentally passed through a portal into an alternate dimension. Thinking him lost, Wendell returned to Earth to assist the Avengers during the crisis.

The arrival of the Squadron Supreme triggered the re-emergence of the Over-Mind, the sole survivor of an ancient race of conquerors endowed with the entire psychic power of that race. By now, Wendell had learned how to program the Bands to keep his mind safe from mental takeover, but the Squadron wasn't as lucky. Over-Mind possessed them, commandeered their ship, and set course for the Stranger's Laboratory World, believing him to be the last survivor of the race responsible for his people's destruction. Quasar followed with Hyperion of the Squadron and his friend Makkari, an Eternal. The Stranger was away from his Lab World investigating a mystery, the sudden deaths of several Watchers throughout the galaxy. Unable to confront the Over-Mind directly, Wendell located the Stranger who returned and ultimately defeated Over-Mind. Several Watchers appeared during the battle, hoping to receive some form of assistance from the Stranger, whose judgment they all valued. An information plague, the Oblivion Virus had been causing Watchers all over the universe to will themselves out of existence in an effort to keep from violating their oath of non-interference. Wendell

reasoned that their deaths affect the universe just as much, if not more, than their passive observation. This idea revived all Watchers as it spread telepathically throughout the universe.

Once back on Earth, Quasar encountered Unbeing and Origin, two minor but powerful cosmic entities. After overcoming Unbeing, Quasar had his costume design changed retroactively throughout time. Origin's simple act proved vital in his struggle against the Cosmic Assassin.

The Presence and Starlight, newly escaped from the Stranger's Lab World reached Earth, intent on destroying Eon, believed him to be an evil menace to the universe due to a well-placed lie from the assassin. Quasar thwarted their attack and believed that he had vanquished his appointed menace . . . just as the assassin wanted him to believe. Immediately after this, he discovered that his father had died months earlier and been animated since then by Eon. Abdicating his position as Protector of the Universe, he cut off all contact with his former mentor.

During this time of emotional upheaval, the true Cosmic Assassin revealed himself ... Maelstrom. Having assumed the power and station of the cosmic entity Anomaly after being hyper-enlarged in a battle with the Avengers, he cut off Quasar's arms and suspended him in his mansion, but the Bands remained even on his severed arms, unable to be removed. To enable him to harness the energy of the Bands, Maelstrom finally killed Wendell and donned the Quantum Bands.

Although his body lay dead in Maelstrom's mansion, Quasar suddenly found himself composed of pure energy. Not knowing how he had survived, he tried to protect Eon from Maelstrom. To keep him from gaining the secret of cosmic awareness, Quasar killed his eight-billion-year-old mentor and suddenly found himself in possession of Eon's cosmic awareness. But, the fatal blow came too late, Maelstrom also acquired it. He then set out to collapse the universe into a single

anomalous point where he, being the personification of Anomaly, would reign supreme.

As the universal collapse accelerated, Maelstrom, as the avatar of Oblivion, battled Quasar, acting as the avatar of Infinity, his mysterious benefactor. In the ensuing battle, Quasar triumphed due to the fact that he existed as a time paradox because of Origin's retroactive change of his costume. This caused him to be a more anomalous being than Maelstrom, thereby diminishing his power and breaking his concentration enough to allow the energy of the Quantum Bands to consume him. Infinity, having triumphed demanded new terms from Oblivion. Death and Eternity were summoned, and a new bargain struck. As a part of this new pact, Quasar and Makkari were returned to life, while Death and Oblivion kept Eon and Maelstrom. When healing his body, Quasar created a new version of his costume, combining various elements from his S.H.I.E.L.D. issued costume and the version Eon created for him.

Immediately upon saving the universe from his appointed threat, he served Eon one final time by delivering Epoch, Eon's daughter, from an egg within Eon's vast remains. Where Eon was his mentor, Epoch became his god-daughter, and he her mentor and protector as she developed her nascent cosmic awareness.

Agreeing to help our Watcher retrieve the Living Laser from the various alternate realities to which he had fled months before, Wendell journeyed to a succession of alternate realities. In one of these realities, Quasar encountered an immensely powerful Maelstrom who blasted him thinking that he was his reality's Quasar. The blast coincided with a hasty quantum jump and knocked him out of the known multiverse into the greater Omniverse where there were no Watchers to help him return.[19] Dubbed the "New Universe", its physical laws differed greatly from those of his home universe. Cut off from the Quantum Zone, Quasar only had the energy he happened to have stored in his Quantum

Bands. Meeting some "para-normals" from that Earth, he was able to find the Starbrand, that universe's most powerful energy source. With its power, he was able to muster enough energy to return to his universe. Unfortunately, he burnt out the Starbrand in the process...or so he believed.

The Kree and Shi'ar, two star-spanning races were accelerating toward war. Both utilized a pair of normally closed stargates in close proximity to our sun, using its energy to power the gates. Using the stargates this close to the sun caused widespread increases in sunspot activity and threatened to destroy the sun and Earth, unless the stargates were sealed. The Shi'ar, in an attempt to construct a doomsday weapon, stole the Psyche-Magnetron and eventually acquired the Nega-Bands, worn by the late Captain Marvel. These objects, when combined with the Kree Omni-Wave Projector, formed a powerful bomb, the Nega-Bomb, capable of killing billions in the Kree Empire.

Making use of Quasar's quantum jumping ability, two envoys composed of Avengers left for the Kree and Shi'ar homeworlds, hoping to convince their leaders to keep their war out of Earth's solar system. Staying behind, Quasar spent much of this time in space safeguarding our sun by intercepting various Kree and Shi'ar ships as they plunged through the stargates. Convinced by the Avengers, Empress Lilandra of the Shi'ar decided not to use the bomb and attempted a diplomatic settlement with the Kree. However, the Skrulls, ancient enemies of the Kree, stole the bomb and successfully detonated it in the Kree Empire, killing over 90% of the populations of thousands of worlds.

Upon reaching Hala, the Kree homeworld, the Avengers discovered that the decimation of the Kree Empire had been planned from the beginning by the Kree leader, the Supreme Intelligence. Divided on how to deal with him, a group of Avengers led by Iron Man went to kill him. The other group led by Captain America, and including

Quasar, could not condone the murder.

Feeling responsible for all the death in the Kree empire, Quasar decided to leave Earth and attempt to better protect the universe by preventing similar tragedies. Quitting the Avengers, he left Earth with Makkari and Kismet with the devastated Kree Empire as their first destination.

Embroided once again in the various battles that have surrounded the all-powerful weapon known as the Infinity Gauntlet, Quasar was apparently killed by the Ultimate Nullifier. The fraction of the Star Brand still left to him from his journey to the New Universe kept him from being destroyed, however. He used the last of its energy to once again reclaim his Quantum Bands.

The Stranger, sensing the anomalous energy of the Starbrand, dispatched a group of mercenaries to retrieve Kayla from Earth for study. Wendell had unwittingly given her a fraction of the Starbrand upon returning from the "New Universe". Attaching a large thruster on the moon in an attempt to cause a collision with Earth, the mercenaries used it as a distraction while kidnapping Kayla. Quasar assembled a team to confront the menace on the moon, disabled the thruster and, with help, returned the moon to its correct orbit. Finding Kayla gone, he and his team tracked the mercenaries to the Stranger's Lab World. The Stranger then assumed the power of the Starbrand, an event which led to the movement of the Earth of the "New Universe" to this universe. With the "New Universe" Earth in orbit around the Stranger's Lab World, the Living Tribunal intervened and forever sealed the anomalous Earth from this universe, trapping Kayla there. Presented with the option of forfeiting his position as Protector of the Universe and joining Kayla, Wendell declined.

Intending to return to Earth, Quasar was confronted by enemies he had made in his adventures. The egomaniacal Presence hated Quasar for various past slights dating back to the Cosmic Assassin

affair. His daughter, the super-hero Darkstar, was convinced to join her father's vendetta against Quasar after her brother Vanguard was killed on Quasar's behalf during the mission on the Strangers' Laboratory World. With his life and the lives of his family and friends being threatened by the Presence, Wendell was forced into a situation where he faked his death on Earth to bring the Presence's vengeance to a conclusion, and self-exiled himself into space.

While establishing various listening posts with his Quantum Bands throughout the universe, Wendell received an urgent message from his mother, using a special homing beacon he had given her. Racing home, he discovered that the Charter, a peaceful galactic federation had invited Earth to join. Resting aboard the Charter's enormous satellite, Quasar awoke to find its 3 million inhabitants dead. The prime suspect, Wendell was forced to battle the Charter's peace-keeping force while he, with the help of Beta Ray Bill and the Silver Surfer, stopped a giant meteor from destroying the Earth. Joined by two members of the peacekeeping force and calling themselves the Starmasters, the team discovered the real murderers, the war-like Axi-Tun, and cleared Quasar's name.

Once again answering the call of the Avengers, Wendell found himself battling alongside almost the entire membership of the team against Morgana Le Fey as she used the power of various Asgardian magical objects to remake reality. With the Avengers as her personal army in this new reality, she controlled the planet. Quasar, or Star Knight in Morgana's reality, was one of a handful of Avengers able to hear the Scarlet Witch's mystical call for help to those with the most Avengers spirit. Finally breaking the spell, the team returned home, and Quasar once more returned to space.

Discovering a ravaged planet and Jack of Hearts near death, Wendell requested help from the reserves of the Avengers and was joined by Photon, Thor, Tigra, Starfox, and Moondragon. Together

they alerted Eternity to the extra-dimensional danger and saved all life in the universe.

While returning to Earth, the Avengers and the entire planet once again became embroiled in the machinations of the Kree Supreme Intelligence. Subtly convincing various other races that humans were too dangerous to be allowed free reign in the galaxy, Earth was turned into a prison planet. The Avengers, with other Earth heroes, exposed the Kree plot and freed the planet. The Earth was still threatened, however, by the quickly growing mass of Ego, the Living Planet. After the Silver Surfer failed to contain the mass, Wendell, home again after so many months of wandering the galaxy, used the power of the Quantum Bands to contain Ego within his body, forcing him into exile in space lest the Ego-mass within him escape.

The Avengers, in an effort to take a more proactive approach to protecting humanity, contacted Wendell soon after his leaving the Earth. He created a small base in the Asteroid Belt to serve as an early warning post in the event of another alien incursion. It wasn't a solitary vigil, though, as other Avengers took shifts with him, letting him catch up with events on Earth. On a small break from monitor duty, Quasar even helped long-time friend Ben Grimm and the rest of the Fantastic Four in a battle on the Moon.

Quasar fought against the Annihilation Wave alongside Nova. The two fought their way across the galaxy and confronted Annihilus directly. Annihilus destroyed Wendell's body, and confiscated the Quantum Bands. Seconds before his death Wendell attempted to Quantum jump from Annihilus' clutches but only his mind managed to escape, which ended up in the Negative Zone. Rider later avenged his death by personally ripping Annihilus apart after the Quantum Bands chose Phyla-Vell as their new wielder.

Phyla vowed to carry on Wendell's legacy as Quasar. However, she had difficulties in her new position, as Annihilus had left

corruption in the bands that would overtake her if she used too much energy. When she attempted to fight off the Phalanx invasion of the Kree Empire, Wendell appeared before her, caught in a spiritual battle against Annihilus. As he sealed away the influence of the evil warlord, he promised Phyla that she would make a great Quasar.

Six weeks prior to the Skrull invasion, Project P.E.G.A.S.U.S. technicians probing the Negative Zone discovered an exotic form of radiation and contained it within a "Quantum Flask". When the Project P.E.G.A.S.U.S. Facility was attacked by a Skrull Task Force, P.E.G.A.S.U.S. scientists Robbie Rider, and Evelyn Necker removed the Xandarian Worldmind from Nova's head and used it to open the flask, unleashing Wendell, who had become a being of pure quantum energy. Nova, the resurrected Quasar, and Darkhawk managed to repel most of the Skrull invaders before Wendell was forced to return to the flask to recharge.

Due to years of use, Wendell's soul somehow became linked to the Quantum Bands. Using this link, he felt Phyla-Vell's death and rebirth at the hands of Maelstrom and the Dragon of the Moon, instantly teleporting from Earth to the realm of Oblivion, where he reacquired the bands from Phyla, now reborn as the new Avatar of Death. After bequeathing a small fraction of the Bands' power to Phyla, he returned to Earth, where he gave the Quantum Bands to a terminally ill Richard Rider, convinced that making him the new Quasar would be enough to save his life.[44] Richard eventually relinquished possession of the bands back to Wendell.

During the tail end of the Kree/Inhumans-Shi'ar War, Black Bolt detonated a Terrigen Bomb that tore a massive hole in space and time. This hole, dubbed the Fault, threatened to expand and consume all of reality. In a joint meeting between the Guardians of the Galaxy, Nova, and Director Gruenwald of Project P.E.G.A.S.U.S., Wendell volunteered to make the first scouting trip beyond the Fault to a

universe Moondragon had referred to as a "Cancerverse", reasoning that he would be protected by his energy form. Wendell would maintain contact with his universe via a Quantum Link.

While traveling through the Fault, Wendell somehow regained his corporeal form as well as a new costume. Arriving in the Cancerverse, Wendell found himself in a twisted and dystopian version of New York City. Almost immediately Wendell was attacked by a giant monster, which initially overpowered him before the intervention of the "Avengers". During the course of the battle, Ms. Marvel and Scarlet Witch grew suspicious of Wendell, declaring him to be from "somewhere else". Captain America ordered Thor to "hammer" the monster, causing it to revert back into Bruce Banner. Captain America deemed Banner to be too dangerous and unstable to have around and ordered Iron Man to tear his heart out.

Turning their attention to Wendell, the Avengers concluded that he wasn't "their" Quasar and promptly imprisoned him. While imprisoned, the Avengers explained that their world was "filled" by the Many-Angled Ones and that they intend on using the Fault to seek out new universes for them to conquer; mentioning that their Quasar had also been sent beyond the Fault on a scouting mission. Scarlet Witch entered the room, claiming Wendell was made from "Quantum-Phasic energy", and that a distinct energy path connects him to his universe of origin. She asked the other Avengers to clear out as she needed some time to concentrate in order to plot the course to Wendell's universe in detail. Suddenly the Vision emerged from Scarlet Witch's body and freed Wendell. Vision explained that he had been hiding in his wife's body for years in an effort to find a cure for his world and that the only ones opposing the Many-Angled Ones were machines like him. Wendell flew from his prison, past Ms. Marvel, Iron Man, and Thor, and off into space where he discovered, much to his horror, that the universe itself was comprised of

a single giant, organic mass. In a last ditch effort Wendell attempted to warn Director Gruenwald of the coming threat of the Many-Angled Ones. Wendell lost contact with his universe shortly thereafter.

Back on Earth, the Quasar from the Cancerverse arrived at the Project P.E.G.A.S.U.S. Facility.

Gladiator, who had recently assumed control of the Shi'ar Empire, sent the Imperial Guard and the Starjammers on a scouting expedition to the Fault. After escaping the clutches of a dead bio-ship, the scouting party encountered Wendell fleeing for his life. Wendell claimed he had been running for days and warned that whatever was pursuing him was right behind him. In an attempt to reach the other side of the Fault, Oracle used Wendell's Quantum powers to carry a message back to Chandilar via the M'Kraan Crystal. Gladiator received the message and arrived in the Fault with reinforcement Guardsmen. Wendell managed to escape from the Fault due to the combined efforts of himself, the Imperial Guard, the Starjammers, and Talon of the Fraternity of Raptors, who had been masquerading as Guardsman Smasher.

Almost immediately after reaching Chandilar, Wendell sent a message to Nova, detailing what he just went through, and warning him of the horrors that lay beyond the Fault. Nova concluded that the Quasar that recently arrived at Project P.E.G.A.S.U.S. wasn't the real Quasar and, along with Darkhawk, went to Earth to investigate.

During his brief time on Earth, the Quasar from the Cancerverse had constructed a "Horrorscope", a device used for locating something. Declaring that he had found what he was looking for, "Quasar" left Earth to deliver the news to his master in person. Nova went after him, and sent out an 8x8 distress signal warning everybody he could that the Fault was a top priority threat to the entire universe. The real Wendell received Nova's message and joined in the pursuit. The duo chased "Quasar" to a Universal Church of Truth

Templeship, merely one of hundreds amassed along the border of the Fault, where Nova demanded to know what the Cancerverse Quasar was looking for back on Earth. Suddenly Nova was attacked from behind by Adam Magus. The Xandarian Worldmind informed Nova that Magus's power greatly exceeded his own and that the best course of action was to run. Wendell tried to intervene, but was effortlessly tossed aside by Magus. Wendell noticed that, in addition to the UCT Templeships, Magus had also brought entire planets to the mouth of the Fault. With a single word Magus blew up the planets, significantly widening the tear in space and time. From out of the Fault came "Quasar" and Magus's dark master: Lord Mar-Vell.

Wendell and Nova survived the destruction of the planets and went to assist the Nova Corps in battling the creatures that emerged from the Fault. During the fight, Lord Mar-Vell sent the Avengers to kidnap the recently resurrected Namorita due to her nature as a "temporal anomaly."

Wendell and Nova continued to hold the line at the Fault when Silver Surfer, Galactus, Aegis, Tenebrous, and the Celestials joined the conflict. Wendell was present when the weaponized corpse of the Cancerverse Galactus broke through the Fault. Realizing the danger this new weapon posed, Wendell and Nova met with the Allied Council of War to discuss the next course of action. Nova suggested that the Cancerverse invasion was only to establish a foothold in their universe and that Lord Mar-Vell was planning something else. Believing Namorita and the others that the Avengers had kidnapped were important to Mar-Vell's plans, Nova proposed the formation of a small strike team to mount a rescue mission. For his team, Nova selected Wendell, Beta Ray Bill, Gladiator, Silver Surfer, and Ronan the Accuser.

Wendell eventually started to lose control over the Quantum Bands. He bequeathed them to S.H.I.E.L.D., to keep them from falling into the wrong hands, and

even his own. When S.H.I.E.L.D. created the top secret town/prison of Pleasant Hill, Wendell became one of the several operatives living among countless of reformed super villains who had had their memories and appearances tampered with by a sentient Cosmic Cube named Kobik so they could be turned into model citizens.

In a similar manner to the inmates, albeit voluntarily, Wendell was transformed into an old man and the curator of the Pleasant Hill Museum, the place where the Quantum Bands were kept, to remain there as a failsafe in case Kobik needed to be neutralized.

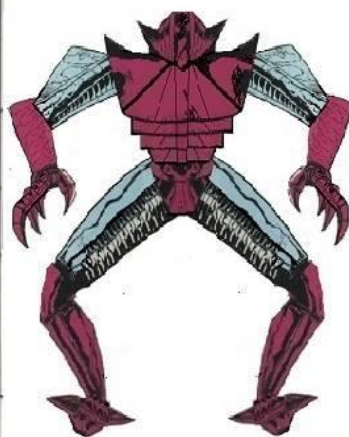
During a super villain uprising led by Baron Zemo, S.H.I.E.L.D. Agent Avril Kincaid resorted to finding the Quantum Bands. As a consequence of the upheaval, anybody who had had their true selves modified by Kobik regained their memories and true appearance, including Wendell. After regaining his memories, he gave Kincaid the Quantum Bands.

Once the conflict was resolved, Wendell began tutoring Avril on using the bands, helping her become the new Quasar.

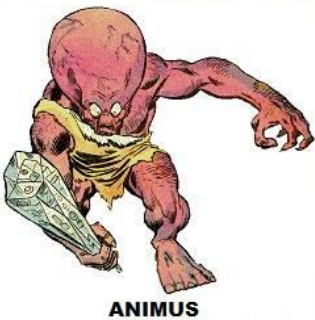
FIASCO'S FOLD-UP FIGURES



OMNIVORE



APPLY GLUE HERE



ANIMUS



APPLY GLUE HERE



POUNDCAKES



LETHA



BLUE SHIELD



DR. MAYFAIR



TITANIA



WUNDARR



MOONSTONE



BLACKOUT



VAMP




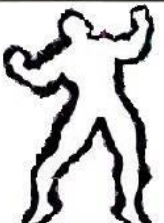













































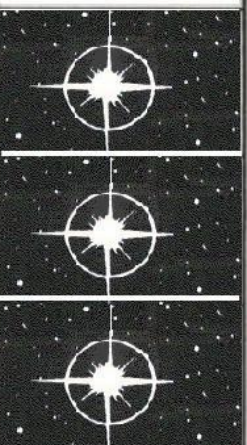


SCREAMING MIMMI



SOLARR



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 <p>GIANT MAN</p>			 <p>QUASAR</p>			 <p>GIANT MAN</p>						<p>APPLY GLUE HERE</p>		
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PROJECT P.E.G.A.S.U.S.

**SURFACE BUILDINGS:
GEODESIC DOMES &
OBSERVATORY**

**HYDRAULIC HANGER
PLATFORM & AIR TERMINAL**

**A clandestine underground
base where scientists explore
alternative energy sources,
from Cosmic Cubes to
superhumans!**

MOUNT ATHENA

**'THE LOOP'
RAILWAY SYSTEM**

**LEVEL 1: SOLAR
RESEARCH LABS**

ELEVATOR SHAFT

**COSMIC ENERGY
RESEARCH
MODULE**

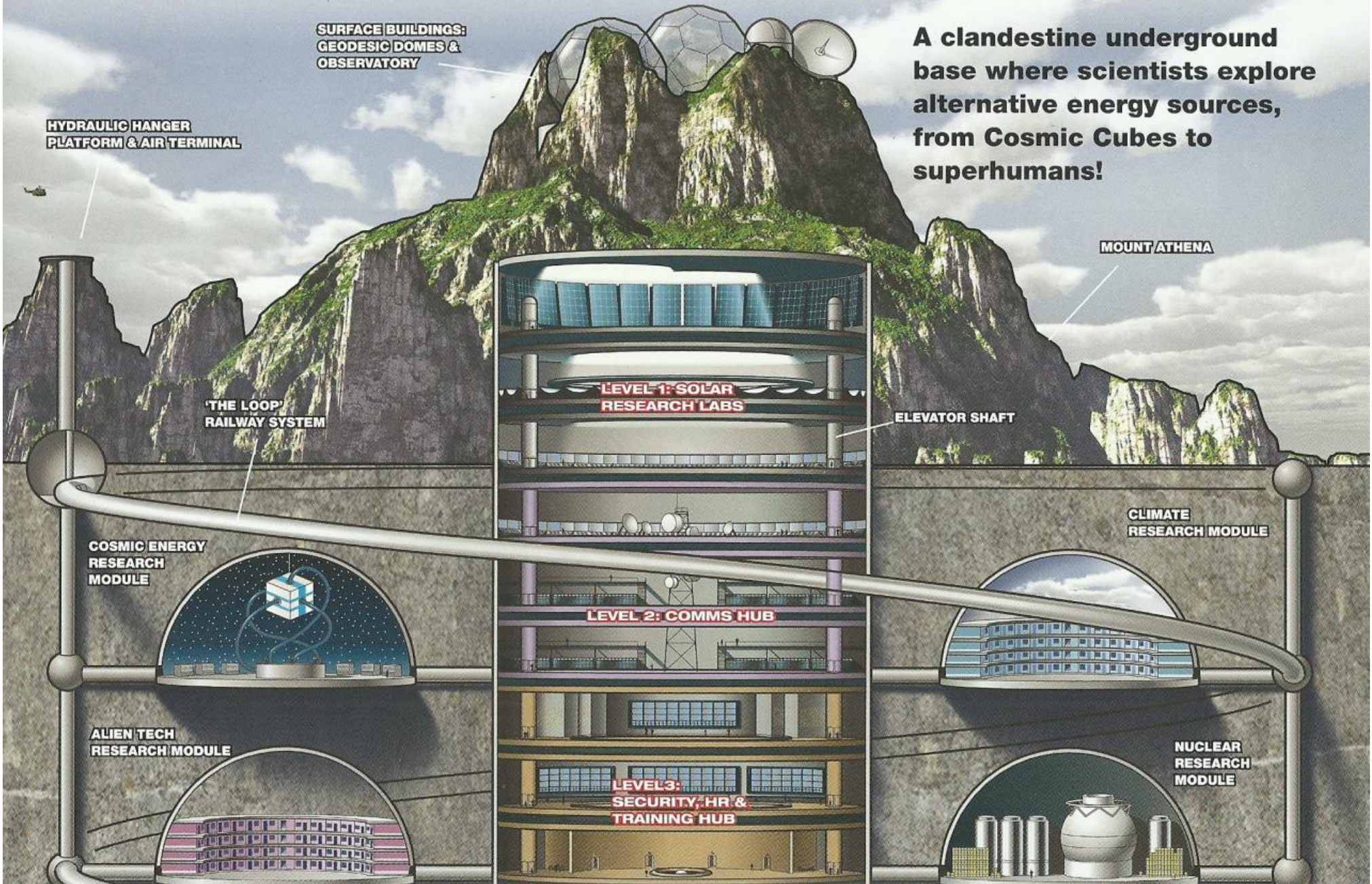
**CLIMATE
RESEARCH
MODULE**

LEVEL 2: COMMS HUB

**ALIEN TECH
RESEARCH MODULE**

**LEVEL 3:
SECURITY, HR &
TRAINING HUB**

**NUCLEAR
RESEARCH
MODULE**



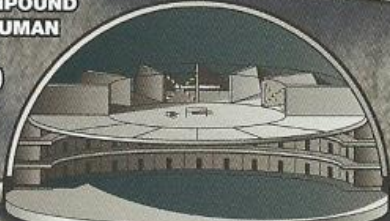
**MYSTIC TECH
RESEARCH
MODULE**



**EXTRA-DIMENSIONAL
RESEARCH MODULE**



**THE COMPOUND
(SUPERHUMAN
STUDIES
MODULE)**



**RECREATION MODULE: EATERIES,
SQUASH COURTS & 'YE OLDE PEGGY' PUB**



**LOOP TRAIN DOCKING
& TRANSIT BAY**



**LEVEL 4:
ADMINISTRATION HUB**

**LEVEL 5: CENTRAL
COMPUTERS/IT
SUPPORT HUB**

**LEVEL 6:
MAINTENANCE HUB**

**LEVEL 7: LIFE
SUPPORT HUB**

**LEVEL 8: BREEDER
REACTOR CORE**

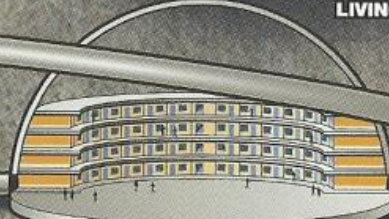
**ROBOTICS
RESEARCH
CENTRE**



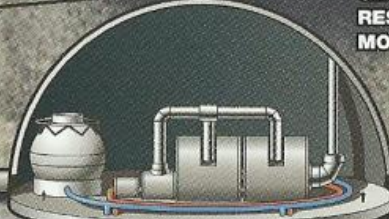
**MAGNETO-
GRAVITIC
RESEARCH
MODULE**

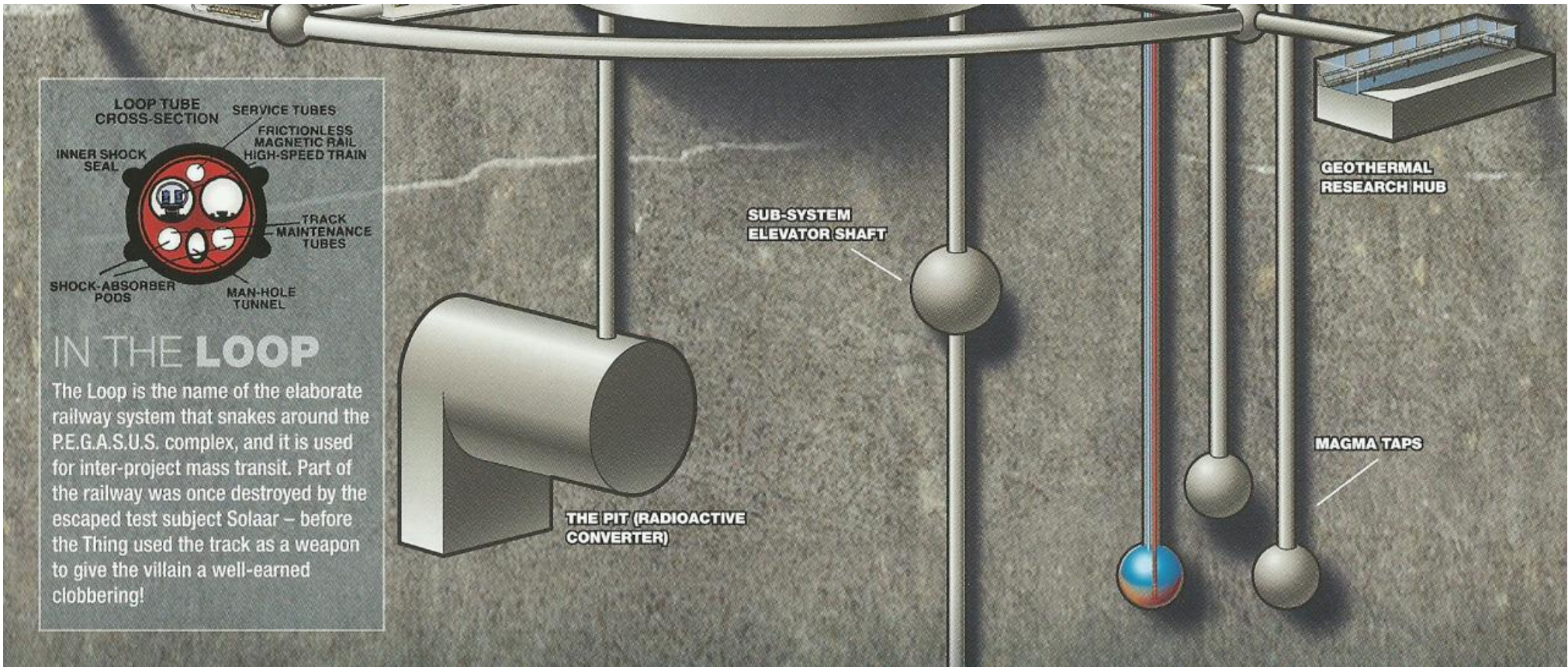


**'DOGPATCH'
LIVING MODULE**



**GEOHERMAL
RESEARCH
MODULE**





MARVEL SUPER HEROES™

PROJECT P.E.G.A.S.U.S.

By Stephen Jolly

Unofficial Advanced Game Accessory

Located deep in the Adirondack Mountains, PROJECT P.E.G.A.S.U.S. is a top-secret research facility for the U.S. Government's Department of Energy. Some super heroes have made it their home, such as the THING, QUASAR, DARKHAWK, and the SQUADRON SUPREME. Conversely, some super villains have been imprisoned here, such as ELECTRO, BLACKOUT, and KLAW.

Do your heroes dare to find out what goes on inside PROJECT P.E.G.A.S.U.S.?

This game supplement is designed for use with the MARVEL SUPER HEROES™ role-playing game. This package includes a 20-page sourcebook describing PROJECT P.E.G.A.S.U.S., its employees and history, and a few enemies. It also includes a poster-map of PROJECT P.E.G.A.S.U.S. and a Gamer's Handbook of the Marvel Universe entry for one of its long-time residents.