

JMS

\$6⁹⁹

No. 2

MYSTERY MEN!

RULES LITE SUPER RPG



**2ND PULSE POUNDING EDITION
AS YOU DEMANDED IT!
BY JOHN M STATER**

MYSTERY MEN! SECOND EDITION

Copyright 2016, John M. Stater

Written and edited by John M. Stater

Art by Joel Carroll, Aldrin F. Casas, Storn Cook, Al Gabriele, Jeshields, Jon Kaufman, Rudolf Montemayor, Richard F. Outcalt, Tony Perna, Jeff Preston, Skorched Urf Studios, Ronald Smith, S. Trent Troop

Secret Origins BB font from Blambot (www.blambot.com)

Original edition play tested by Jayk “Anti-Spidey” Stuart, Danny “M Knight” Roberts, Crystal “Random” Franklin, Angelina “Emma Entropy” Greenwood DeGraw, Luke “Nightmare” DeGraw and Jessica “Emma Entropy” Gagich

Special thanks to all the creative comic book writers and artists – known and unknown – for their part in creating a modern mythology that has entertained and inspired millions!

Extra special thanks to the Original MYSTERY MEN! patrons:

Silver Age Patrons: Trey Causey and Jonathan Davis

Golden Age Patrons: Tim Knight, Donald Wheeler, Tom Feeney, Mike Davison, Sean Wills, Lou Goncney, Scott Morrison, Matthew Schmeer, Andrew Kane, DocGroggnard, Johnny Splendor and Brian Blakley

Some artwork copyright Octavirate Entertainment, used with permission

TABLE OF CONTENTS

1. What is a Role Playing Game?	1
2. Making Your Hero	4
3. Equipment	9
4. Super Powers	14
5. Adventures	42
6. Monsters and Malcontents	51
7. Shore City – A Sample Setting	66
8. All Fall Down – A Sample Scenario	87
9. Heroes and Villains	93
10. Conversions	117

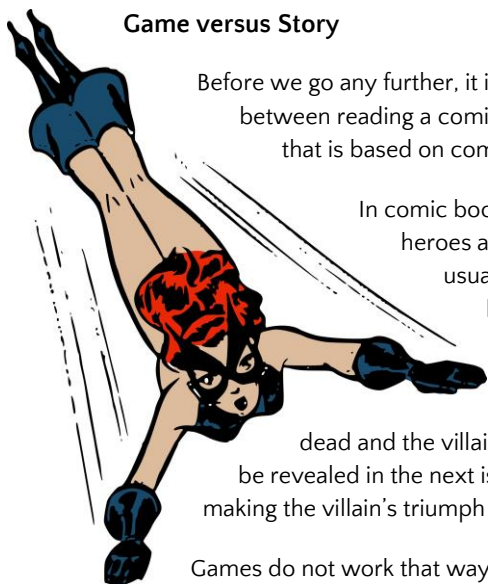
WHAT IS A ROLE PLAYING GAME?

1

A role playing game (RPG) is a game in which players act out imaginary scenarios using imaginary characters, letting the roll of the dice determine whether or not their actions are successful. A role playing game differs from traditional games in that a role playing game need not end with a single winner and several losers. The players are expected to work together to accomplish their goals.

MYSTERY MEN! is a role playing game based on super hero comic books. One person takes the role of the referee, or Mastermind, while the others take on the roles of heroes attempting to thwart villainous schemes and save the day.

Game versus Story



Before we go any further, it is important to discuss the difference between reading a comic book and playing a role playing game that is based on comics.

In comic books, a writer pits a hero or group of heroes against a villain or group of villains, usually with the intention of the hero or heroes triumphing over the villains.

While set-backs and close calls often beset a comic book hero, it is quite rare for a story to end with the hero dead and the villains triumphant unless the hero is going to be revealed in the next issue to have actually survived, thus making the villain's triumph temporary.

Games do not work that way. In a role playing game, if the players play well, use sound strategy and tactics and get lucky now and again, they may be able to stop the villain's plot.

On the other hand, if the players do not play well, their strategy and tactics are weak and/or their puzzle solving is lacking, there is every chance that the villain will win. In a story, the good guys win if the writer wants the good guys to win. In a game, nothing is certain and the heroes might not survive.

While it is always depressing to lose a character, especially one you have played through several adventures, it is not the end of the world. Roll up a new character and get back in the game. Avenge the fallen hero and do your best to give the villain what for! The villain might have won the first round, but the fight is not over until you give up. This is the essence of *MYSTERY MEN!*

The Mastermind's Role

The referee is called the "Mastermind". The Mastermind (MM) is the player's eyes and ears in the imaginary comic book world. He describes everything with which the heroes interact, and controls every person and creature in the game aside from the player characters.

The MM has to referee and create the scenarios that make up the action of the game. That means creating or understanding the villain's plot, the timeline of the plot, the different clues and locations involved in the plot and, most importantly, dealing with the curve balls a group of creative players throw.

If the scenarios are part of an interlocking campaign of adventures, the MM must create the setting in which these adventures take place. This might mean drawing a city map and placing interesting locations and characters in that city, or maybe inventing an entire imaginary world.

Finally, the MM is responsible for understanding and interpreting the rules of the game. The MM has the last word on any dispute over the rules, and must do their best to keep the game running smoothly and fairly.

The Player's Role

Players are responsible for playing their heroes. They should understand the rules and come to the game session intending to play nicely with others – i.e. not to argue, dominate play or spend time distracting or annoying the other players.

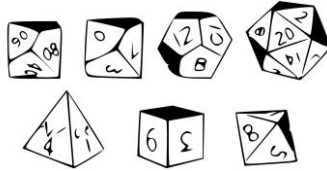
Materials Needed to Play

To play this game, you need a copy of the rules, a set of dice (see below), several pieces of paper and pencils with good erasers.

The Dice

The game uses a number of uncommon dice during play, described below. A set of these dice can be purchased at most game stores or via the internet.

When the rules call on you to roll a dice, it is written as a number followed by a "d" and then another number. The first number indicates how many dice are to be rolled and added up. The second number indicates the number of sides on the dice. Thus, 1d6 would indicate that you should roll one six-sided dice, while 3d6 indicates that you should roll three six-sided dice, adding the numbers together. If a number is followed by a "+" or "-" and a number, it means that number should be added to or subtracted from the total of the dice. Thus, 2d6+1 means roll two six-sided dice, adding them together, and then add "1" to the total.



Six-sided dice (d6) are used to determine a hero's ability scores and hit points and to determine how much damage heroes and villains take when they are struck in combat.

The next most common dice used in the game is the twenty-sided dice (d20). The d20 is used to roll attacks and avoid falling into death traps.

The pyramidal four-sided dice (d4) is sometimes used to determine damage from attacks. Sorcerer and scientist characters use the d4 to determine their hit points.

The diamond-shaped eight-side dice (d8) is sometimes used to roll damage.

The ten-sided dice (d10) has two uses in the game. One d10 can roll ranges from 1 to 10. It is sometimes used to roll damage.

Two ten-sided dice are used to roll a range from 1 to 100 by rolling one dice for the tens digit (counting a "0" as a "10") and the other dice for the one's digit (counting a "0" as a "0"). When one must roll ten-sided dice to determine a number from 1 to 100, we refer to them as d%.

The twelve-sided dice (d12) is probably the least utilized dice in the game. When the d12 shows up, it is usually to roll damage.



MAKING YOUR HERO

2

The first step to building your character is to get or make a character sheet. Grab a piece of paper and write down the following terms:

Name: This is your heroic identity, like Black Fury, Miss Victory or Captain Triumph.

Secret Identity: This is your hero's real name, which may or may not be a secret to the world.

Background: This is your hero's occupation, if any, outside of being a hero. You have wide latitude in choosing your hero's occupation, and it has some bearing on what your character can do in the game.

Ability Scores: Characters have six scores to measure their raw ability in six areas: Strength (STR), Intelligence (INT), Wisdom (WIS), Dexterity (DEX), Constitution (CON) and Charisma (CHA). These scores range from 0 to 30 and determine modifiers that affect your hero's ability to fight and perform feats.

Experience Points (XP): Experience Points, abbreviated XP, measure a hero's progress in their crime-fighting career. You begin the game with a number of XP determined by the MM to spend on powers. What XP are left determine your hero's level. Experience points are earned for defeating villains and saving the day, and can either be spent to improve or acquire new powers or to increase your level.

Level: Your level represents your skill as a hero. As your level increases, you gain more hit points, a higher bonus to make attacks and a higher bonus to perform. Levels range from 0 to 30.

Attack Bonus: This is the bonus you add to d20 rolls when your hero is attempting to hit someone or something in combat. A character's attack bonus is determined by their level (see below).

Hit Points (hp): Hit points are an abstract measure of how long you can fight before falling unconscious. They represent stamina, fighting ability, dumb luck and a creature's ability to withstand physical punishment.

Armor Class (AC): Your hero's Armor Class (AC) is a measure of how hard it is to hurt them. A hero's AC is increased by his dexterity bonus and by having natural armor or wearing protective armor.

Speed Level (Spd): Speed level is a semi-abstract measure of speed. Because speed in a superhero game must range from a normal person's walking speed to the speed of light, speed is abstracted into 10 speed levels. Speed influences when and how often your hero attacks in a fight.

Equipment: Equipment ranges from the mundane, like swords and guns, to super scientific gadgets or magic items infused with powers.

Powers: One might argue that it is super powers that really make a comic book hero heroic. You'll want room on your character sheet to list your hero's powers and any flaws or limitations to those powers.

Game Levels

To help MMs and players judge the relative power levels of characters, you can use these five game levels. Game levels apply to both character level and ability scores, and the game level of a new campaign determines how many starting XP players receive to build their characters.

"Normal" refers to the range of ability and skill of normal human beings in the real world. Cosmic levels of skill and power would be associated with deities, such as the ability to move mountains and destroy entire cities and worlds.

Power Level	Level or Ability Score	Starting XP
Normal	1-6	10,000
Heroic	7-12	25,000
Superhuman	13-18	50,000
Epic	19-24	100,000
Cosmic	25-30	200,000

Step 1 – Choose Occupation and Identity

Choose an occupation or background for your character and a secret identity (unless your hero operates openly).

Typical backgrounds/occupations of comic book heroes include private eye, district attorney, millionaire playboy, ace reporter, test pilot, reformed criminal, scientist or even android.

Whenever you are attempting a feat (q.v.) associated with that background you roll two d20 and take the better of the two rolls.



Step 2 – Roll Ability Scores

Characters are measured using three physical ability scores, Strength, Dexterity and Constitution, and three mental ability scores, Intelligence, Wisdom and Charisma.

Ability scores range from 0 to 30, but a range of 0 to 6 measures the normal range of human ability. Scores beyond 6 represent super-human ability.

At character creation, players roll 1d6 for each ability score. The player may modify these scores by deducting 1 point from one score to add it to another score. Three such changes can be made. You can further enhance ability scores with super powers.

The table on the next page shows the bonuses assigned to different ability scores. You should note these bonuses on your character sheet. It also shows the maximum load a character can lift based on their strength score.

Strength (STR): Strength measures your muscle power. It comes in handy for slugfests, bending bars and leaping over buildings. When you try to strike someone in combat with a hand weapon or fist, you add your strength bonus to the attack roll. If your attack succeeds, you add your strength bonus to the damage you inflict. When you attempt heroic leaps or bending bars you must roll a feat of strength.

Dexterity (DEX): Dexterity measures hand-eye coordination and reflexes. Dexterous characters are better at throwing and catching, shooting bows and guns and dodging blows. When you try to strike someone in combat with a ranged weapon, you add your dexterity bonus to the attack roll. If your attack succeeds, you add your dexterity bonus to the damage you inflict. If you are attempting to dodge bullets or pick a lock, you must roll a feat of dexterity.

Constitution (CON): Constitution measures endurance and stamina. A high constitution score makes you more resilient in combat and more capable of withstanding pain and

Level	XP	Attack Bonus
0	-	+0
1	0	+1
2	1,000	+2
3	2,000	+3
4	3,000	+3
5	4,000	+4
6	6,000	+5
7	8,000	+6
8	10,000	+6
9	12,000	+7
10	15,000	+8
11	18,000	+9
12	21,000	+9
13	24,000	+10
14	28,000	+11
15	32,000	+12
16	36,000	+12
17	40,000	+13
18	45,000	+14
19	50,000	+15
20	55,000	+15
21	60,000	+16
22	66,000	+17
23	72,000	+18
24	78,000	+18
25	84,000	+19
26	91,000	+20
27	98,000	+21
28	105,000	+21
29	112,000	+22
30	120,000	+23

fatigue. Each time you roll dice for hit points (more on those later) you add your constitution bonus to the roll. If you are attempting to run a marathon or hold your breath, you must roll a feat of constitution.

Intelligence (INT): Intelligence measures a character's book learning. If you're trying to figure out the antidote to the evil mastermind's zombie potion or find a clue or secret door, you must roll a feat of intelligence.

Wisdom (WIS): Wisdom measures your character's ability to resist mental domination and temptation – it is a character's common sense, awareness and strength of will. If you are trying to resist a mind control ray, you must roll a feat of Wisdom.

Charisma (CHA): Charisma measures popularity and one's ability to manipulate others. While one's physical appearance has an effect on charisma, it also involves personality, verbal skills and wealth. A high charisma ensures many contacts that can help your hero in his war on crime. If you are attempting to persuade the police not to arrest you or to obtain a stranger's automobile, you must roll a feat of charisma.

Ability Score	Ability Modifier	Maximum Lift
0	-1	50 lb
1-3	+0	100 lb
4-6	+1	300 lb
7-9	+2	700 lb
10-12	+3	1 ton
13-15	+4	2 tons
16-18	+5	4 tons
19-21	+6	10 tons
22-24	+7	20 tons
25-27	+8	50 tons
28-29	+9	75 tons
30	+10	100 tons

Step 3 – Spend Experience Points

You begin the game with a set number of Experience Points (XP) determined by the MM. Each hero in a game should begin with the same number of XP. The more XP heroes have, the more powerful they are at the start of the game.

XP can be spent by the player to purchase powers and equipment. See Section 3 for equipment lists, and Section 4 for super powers. Any XP not spent are counted towards determining the hero's level.

Step 4 – Determine Character Level

After you have spent XP on gear and super powers, record your remaining XP on your character sheet. Now, consult the advancement chart on page 6 to find your current level. Record this level on your character sheet.

Step 5 – Determine Attack Bonus

Now that you know your level, you can use the advancement chart on page 6 to find your attack bonus.

Step 6 – Roll Hit Points

For each level, roll one dice to determine how many hit points are gained at that level. Most characters roll a d6 for hit points, but characters that have devoted their lives to science or sorcery roll a d4.

Step 7 – Calculate Armor Class

A hero's Armor Class (AC) determines how likely they are to suffer damage in combat. Armor Class begins at 10 and is increased by a character's DEX bonus. AC can also be increased by armor and some super powers.

Step 8 – Determine Speed Level

Speed level is measured on a scale from 1 to 10, with 1 representing slow creatures and 10 representing the speed of light. Normal human beings have a speed of 2, which can be increased by buying the Super Speed power (see Super Speed page 38). Speed and its effect on the game are covered in more detail later.



EQUIPMENT

3

A player does not track how much money their hero has in this game. Instead, characters obtain items by making feats of CHA. A feat of CHA used in this way may represent spending money, calling in a favor or even conning the item's owner out of it. Feats are explained in more detail in Section 5 below.

At character creation – and only at character creation – players can spend XP to obtain the equipment they desire, in much the same way they spend XP to gain super powers. The XP cost of equipment depends on its resource level.

Resource Level	XP Cost	Description
Zero	500 XP	Relatively inexpensive items, less than \$100
Normal	2,500 XP	Items that cost hundreds or thousands of dollars
Meta	5,000 XP	Items that cost tens to hundreds of thousands
Super	10,000 XP	Items that cost millions of dollars
Epic	25,000 XP	Items that cost billions of dollars
Cosmic	50,000 XP	Items that cost trillions of dollars

Some items cost more than would seem appropriate based on the list above. This is due to the access to those items being restricted.

Weapon	Damage	Attacks	Rounds	Range (yd.)	RL
Bow	+2	1	1	60	Normal
Crossbow	+2	1	1	200	Normal
Flame Thrower*	+6	1	2	30	Normal
Javelin/Dart	+2	1	-	150	Zero
Machine gun, light *	+3	5	10	1,000	Normal
Machine gun, heavy *	+5	4	20	2,000	Meta
Pistol	+2	2	4	65	Normal
Revolver	+2	1	1	50	Normal
Rifle	+3	1	1	500	Normal
Rifle, military	+3	5	5	500	Meta
Rocket launcher	6d6	1	1	50	Super
Shotgun	+6	1	1	20	Normal
Submachine gun *	+2	4	4	150	Normal
Whip	+6	1	-	3	Zero
Acid	1d6	1	-	2 **	Zero
Dynamite (1 lb)	2d6	1	-	3 **	Normal

Weapon	Damage	Attacks	Rounds	Range (yd.)	RL
Grenade	3d6	1	-	6 **	Normal
Molotov Cocktail	1d6	1	-	2 **	Zero
Axe	+2	1	-	-	Zero
Brass knuckles	+1	1	-	-	Zero
Cat-o'-nine-tails	+1	1	-	-	Zero
Club	+1	1	-	-	Zero
Dagger or knife	+1	1	-	-	Zero
Spear	+2	1	-	-	Zero
Staff	+1	1	-	-	Zero
Sword	+3	1	-	-	Normal
Sword, two-handed	+4	1	-	-	Normal
Warhammer	+1	1	-	-	Zero

* This weapon attacks in a cone that is 10' wide at its furthest extent.

** This is the radius of the blast or splash. The throwing range is 30 feet. For dynamite, each extra pound increases the damage by 2d6 and the blast radius by 3 yards.

The “attacks” column shows the number of times per combat round that the weapon can be used to make an attack. Weapons with multiple attacks can make their attacks against one target or multiple targets.

The “rounds” column shows how many attacks the weapon can make before it must be reloaded. Reloading a weapon can be done in place of an attack or move during a combat round, except for revolvers, which take a full round to reload.

Armor	AC	RL	Examples
Shield	+1	Normal	-
Light	+3	Normal	Leather, plastic, plant-fibers, bulletproof vests, flak jackets
Medium	+5	Meta	Mail, hi-grade ceramics, modern laminates
Heavy	+7	Super	Rigid metal or composites

Vehicle	Speed	Level	AC	RL
Airplane, Jet	7	11	6	Epic
Airplane, Prop	6	7	6	Super
Helicopter	5	7	6	Super
Helicopter, Military	5	12	6	Epic
ATV	4	5	9	Meta
Bus - City	4	12	6	Super
Car - Compact	5	7	8	Meta

Vehicle	Speed	Level	AC	RL
Car – Full Size	5	8	8	Meta
Limousine	4	9	6	Super
Motorcycle	5	4	10	Meta
Truck, Armored	4	9	10	Super
Truck, Moving	4	11	6	Super
Truck – Pickup	4	9	8	Meta
Truck – Semi	4	13	9	Super
Truck – SUV	4	9	8	Meta
Van	4	8	8	Meta
Boat – Runabout	4	7	8	Meta
Boat – Cabin Cruiser	4	10	6	Super
APC	4	13	15	Super
Tank	4	16	20	Epic

Vehicles are treated in much the same way as heroes, villains and monsters. Use the vehicle's level to roll its hit points with a d6 as with monsters. Vehicle attacks are made using the level of the person controlling the vehicle, not the vehicle's level. A vehicle used as a weapon (either by driving it or throwing it at a target) deals 1d6 damage per level in damage (i.e. a compact car used as a weapon deals 7d6 damage).

Military vehicles are armed as follows:

APC: Light machine gun

Jet Airplane: Heavy machine gun, four rocket launchers

Military Helicopter: Heavy machine gun, two rocket launchers

Tank: Cannon (6d6 damage), heavy machine gun and light machine gun



Property	RL
Apartment (Monthly Rent)	Zero
Apartment – Penthouse (Monthly Rent)	Normal
Condo or small house	Normal
House, large	Meta
Mansion	Super
Castle	Epic
Office (Monthly Rent)	Normal
Office – Penthouse (Monthly Rent)	Meta
Office building, small	Meta
Office building, large	Super
Office building – Skyscraper	Epic
Subterranean lair	Epic

A building (i.e. a headquarters) can be invested with powers like any other piece of gear. A group of heroes sharing a HQ can pool their XP to invest it with powers.

Henchmen and Sidekicks

Henchmen work for a hero or villain for money. Heroes employ henchmen by making a feat of CHA once per month to pay their salary.

Type of Henchman	RL
Unskilled Labor (including thugs)	Zero
Skilled (including trained warriors)	Normal
Elite (including assassins, detectives)	Meta

Sidekicks are built like heroes, but they may not have more than half the level of their patron. A hero obtains a sidekick by investing their own starting XP into creating a secondary character.

Sidekicks have to be supported (room, board, allowance), but they are not paid a salary. A sidekick generally has the same desire to fight or commit crime as their patron. A villain's sidekick assists their patron for a cut of the loot, while a hero's sidekick usually assists her patron because she has the same desire to see justice done.

Investing Powers in Equipment

While some crime fighters rely entirely on their super powers, others employ an array of gadgets and devices to fight crime. In the previous sections, we mentioned that powers can be invested in equipment – i.e. jet boots can be a pair of metal boots invested with the *fly* power.

An object invested with powers is more difficult to destroy than a powerless object. The object has an Armor Class based on its material (see below), and rolls a number of d6 for hit points equal to 1 + 1 per 2,000 XP of powers invested in it.

Object Material	AC	Object Material	AC
Cloth, paper or leather	10	Metal, soft	16
Wood	12	Metal, hard	18
Stone	14	Cosmic *	20

* Cosmic refers to fictional materials that are known to be extraordinarily resilient to damage, such as adamantine. You can have a piece of equipment made out of a cosmic material by increasing the equipment's cost by one level.

Example: A jetpack made of steel and invested with the *fly* super power, which costs 10,000 XP, would have an Armor Class of 18 (hard metal) and 6d6 hit points.

A small, non-powered object has an AC derived from its material, as above, and rolls 1d6 for hit points.



SUPER POWERS

4

Super powers are purchased with XP during character creation. Keep in mind that the more powers you buy at character creation, the lower your hero's starting level. A player can also buy powers after character creation with earned XP, though they may not use XP that have already been used to determine their level to buy super powers.

Flaws

A player can cut the cost of a power in half by attaching a flaw to the power. Potential flaws for powers include:

- The power can be used only once per day
- The power's duration is 1 minute
- The power is invested in an object
- The power does not work on objects of a particular material or color
- The power is negated when hero is exposed to a particular material or in particular situations

Working with the MM, you might come up with different flaws; be creative.

The MM is the ultimate arbiter of what counts as a flaw and what does not. If you can convince the MM that a power not working on the color yellow is a flaw, then more power to you. The key to a flaw being acceptable is that it has a real impact on play.

Powers in the Game

The source of a character's super powers is up to the player, and while it may have an impact on the game in terms of plot twists, it has no effect on how the power works in play. A hero's ability to throw power bolts, for example, can come from a scientific accident, the fact that he is the second cousin of Zeus, or a mutation from radiation exposure. The *power bolt* power works the same way no matter how it is described.

In the same vein, the way the power appears is also up to the player. The *shield* power can be described as a mystical disc of force conjured by a sorcerer or a force field powered by technology. As long as the effect remains the same, the power can be described in any way you like.

Duration

Unless otherwise noted in a power's description, all powers have a duration of one round per character level.

Area of Effect

The following areas of effect are used in the game:

Blast: The power affects all within a cone 30' long and 15' wide at the base.

Bolt: The power takes the form of a ray with a 90' range. This ray can only strike one target, and the power user must make a ranged attack roll to hit.

Burst: The power affects all within a 30' radius centered on the power user.

Touch: The power user must touch the target. If this is in combat, they must make a successful melee attack to use the power.

Maximum Damage

Many powers that inflict damage do multiple dice of damage (whether those dice are d4, d6, d8, etc.) per character level. The maximum number of damage dice rolled for any power is 10 (i.e. 10d6), regardless of the level of the power's user or any other factors.

Power Feat

Characters can modify their powers by performing a feat. See "feats" in the Adventure chapter below for more on "power feat".

Resisting Powers

Any time a power would affect another creature, that creature can attempt a feat to either negate the effect or ignore half of the damage. See "feats" in the Adventure chapter below for more on power feats.

The following tables list the powers available in the game. They are divided into several categories to make power selection easier.

Ability

Ability boost

Super constitution

Super strength

Cat-fall

Super dexterity

Super wisdom

Super charisma

Super intelligence

Attack

Cleave

Disintegrate

Hideous laughter

Parasite

Power blade

Power burst

Sleep

Tornado blast

Web

Contagion

Feeblemind

Iron grip

Petrify

Power blast

Power touch

Stench

Vampire

Wilt

Detonate

Harm

Paralyze

Poison

Power bolt

Rust

Stomp

Weapon master

Communication

Communion

Speak with plants

Comprehend languages

Speak with animals

Control

Animate hair

Control air

Control fire

Control magnetism

Control water

Luck

Charm

Control animal

Control gravity

Control plants

Control weather

Charm animal

Control earth

Control light

Control time

Friction control

Defense

Absorb energy

Immunity

Reflect power

Endure

Invulnerability

Resistance

Force fields

Negate power

Shield

Metaphysics

Astral projection	Bind monster	Black tentacles
Clairsentience	Conjuration	E. S. P.
Gate	Green tendrils	Hypnotize
Illusion	Manipulate emotions	Mirror image
Mind blank	Mind switch	Modify memory
Necromancy	Possess	Precognition
Psychometry	Repulsion	Sixth sense
Sorcery	Steal soul	Telekinesis
Telepathy	Trap soul	Vision

Movement

Blink	Blur	Dimension door
Dimension pocket	Displacement	Fly
Levitate	Shadow walk	Spider climb
Super speed	Teleport	Tree stride
Water walk		

Senses

Infra-vision	Sense vibrations	Super hearing
Super scent	Super vision	Ubiquitous vision
Ultra-vision	X-ray vision	

Transformation

Animate object	Berserker	Chameleon
Clone	Create fire	Create ice
Create water	Elasticity	Elemental body
Enlarge	Energy body	Etherealness
Fission	Fusion	Heal
Imbue power	Immortality	Invisibility
Leech power	Longevity	Mimic power
Phase	Plant growth	Polymorph
Prehensile tail or tongue	Regenerate	Resurrection
Shambling mound	Shrink	Simulacrum
Super science	Suspended animation	Techno-morph
Transmogrify	Water breathing	

Power Descriptions

Ability Boost (Ability) 1,000 XP

For one minute you increase one physical ability score (STR, DEX, CON) by 6 points. This power can be activated once per 24 hours. Additional uses require a super feat of CON. Failed feats of CON inflict 1d6 points of damage on the character. This power cannot increase a particular ability score by more than 6 at a time.

Absorb Energy (Defense) 25,000 XP

You absorb up to 10 points of energy damage (acid, cold, electricity, entropy, fire, laser, psychic power or sonic vibrations, chosen when the power is purchased), storing it for one minute per level. You can release the energy at any point within that time as an energy attack (bolt, blast or burst) that causes as much damage as you have absorbed, up to a maximum of 3 x your level.

Animate Hair (Control) 5,000 XP

Your hair has the strength of steel cables, and you can manipulate it in the manner of tentacles. The hair can be used to make up to three attacks per round (1d6 damage, use rules for multiple attacks), grab objects and crudely manipulate them.

Animate Object (Transformation) 20,000 XP

You cause inanimate objects to take on a semblance of life and attack your enemies. You can animate up to 50 lb. worth of objects per level. See the Monsters and Malcontents chapter for more on animated objects.

Astral Projection (Metaphysics) 25,000 XP

You project your spirit into the Astral Plane. Your physical body lies sleeping while you are away, and if killed your spirit is trapped on the Astral Plane. While astral, you may wander freely throughout the universe at almost unlimited speed and can peer into the material plane as you like without being sensed in any way. You cannot affect the material plane in any way while astral.

Berserker (Transformation) 5,000 XP

In combat you can choose to enter a berserker state which gives you one extra melee attack each round (no penalty). You might also be induced into a berserker state by suffering damage (meta-feat of WIS to retain control) or by manipulation of your emotions. You remain berserk for one round per point of CON. You can only leave a berserk rage by making a meta-feat of WIS. After a berserk rage, you are exhausted for one hour.

Bind Monster (Metaphysics) 20,000 XP

This power calls a creature from another dimension (demon, angel, genies) and traps it. The creature can escape with a feat of WIS (made each day). While trapped, you can attempt to compel it to perform a service by making a feat of CHA and by offering a tempting reward. You can attempt to compel the creature once per day. If the creature is compelled to render a service, it is released from captivity.

Black Tentacles (Metaphysics) 10,000 XP

A field of rubbery black tentacles bursts from the ground, each 10 feet long. The field covers a 10 ft. radius area. Tentacles attack as level 8 monsters and inflict 2d6 damage.

Blink (Movement) 5,000 XP

You wink in and out of reality. Attacks against you, physical and from powers, fail 50% of the time. You take half damage from falling and can step through objects, with a 50% chance per 5 feet of thickness that you materialize inside the object and are killed.

Blur (Movement) 2,500 XP

Your outline wavers for one round per level, granting you a +4 to AC.

Cat-fall (Ability) 1,000 XP

You suffer half damage from falls and can make a feat of DEX to suffer no damage.

Chameleon (Transformation) 2,500 XP

You can blend into your surroundings, gaining a +10 bonus on feats made to hide.

Charm (Control) 15,000 XP

At its most basic, this power allows you make one person treat you as though you were a close friend. You can increase the intensity or the reach of this power through the use of power feats. A meta-feat affects a small group of people (up to 20), or allows you make one person do something dangerous or foolish on your behalf. A super feat affects a crowd of people (up to 1,000), or convinces a small group to do something dangerous or foolish on your behalf. An epic feat affects a massive crowd (up to 100,000), or convinces a smaller crowd to do something dangerous or foolish on your behalf. A cosmic feat convinces up to 1 million people you are their friend, or convinces a large crowd to do something dangerous or foolish on your behalf. In any case, the targets of this power must be able to see your face to make it work.

Charm Animal (Control) 10,000 XP

This power works as *charm* (q.v.), but affects animals rather than humans.

Clairsentience (Metaphysics) 5,000 XP

You can see and hear things occurring within 100 feet of you that are not within sight or earshot. With a meta-power feat, you increase the range to 1 mile. With a super power feat, you increase range to 100 miles. An epic power feat increases range to the entire planet, and a cosmic feat allows you to see and hear things anywhere in the multiverse.

Cleave (Attack) 1,000 XP

When you knock one target unconscious or kill them, you may make an immediate extra melee attack against another opponent within reach.

Clone (Transformation) 30,000 XP

You create a perfect double of another character using a sample of DNA. The creation of the clone takes several weeks. The clone, once activated, must seek out its original and destroy it within 1 day or disintegrate. There is a 1 in 6 chance that the clone breaks down instead of disintegrating, losing much of its mentality and taking on a twisted appearance and personality.

Communion (Communication) 10,000 XP

You can commune with nature. By concentrating for one minute, you learn about the terrain, plants, minerals, bodies of water, people, and general animal, human and monster population within 1 mile.

You can also use this power to contact a higher intelligence and ask it one question for every two levels you possess per day. The entity gives one word answers to these questions with a 75% chance of knowing the answer, and a 50% chance of answering falsely.

Comprehend Languages (Communication) 1,000 XP

You can make a power feat to understand any language spoken to you by a sentient being (i.e. not animals or plants, unless they happen to be sentient).

Conjuration (Metaphysics) 20,000 XP

You can conjure an object from mid-air, or summon a monster. You must make a power feat to conjure a powerful item (up to the MM's discretion). Relatively small and harmless creatures do not require a power feat to summon. A creature or creatures with a total of 1 to 3 levels require a meta-power feat, with 4 to 6 levels a super feat, with 9 to 12 levels an epic feat and with 13 to 20 levels a cosmic feat.

Contagion (Attack)**10,000 XP**

Your touch infects people with a disease. If they fail a feat of CON they are sickened and begin losing 1 point of CON each half hour until they are cured or die. Each hour, they get another chance to make a feat of CON. One successful feat stops the damage, but does not allow it to heal. A second successful feat permits normal healing.

Control Air (Control)**25,000 XP**

You can control air, using it to create gusts of wind (which can be used to make bull rush attacks) or walls of wind that provide a +5 AC bonus against ranged attacks. This power can also be used to levitate (see *levitation*) and fly (see *fly*).

You can also create a whirlwind 10' wide at the base, 30' wide at the top and 30' tall. You can center the whirlwind on yourself or move it about up to 100 feet away. The whirlwind lasts 1 round per level. Any creature that comes into contact with the whirlwind must make a feat of STR or be sucked inside and suffer 1d6 points of damage per round.

Control Animal (Control)**10,000 XP**

You can control an animal, as though it has no will of its own. You must make eye contact with the animal, and the control lasts until you release it. If you command the animal to do something that it would normally not do, such as attack a friend, it will obey, but can attempt a new feat of WIS to break your control while it follows the command. You can control up to 1 level of animals per level.

Control Earth (Control)**25,000 XP**

You can move stones and earth, treating your level as your STR score. You can also raise walls of stone 1 foot thick per level and 5 feet long per level. You can also transmute 10 cubic feet of unworked stone into mud, and vice versa. You can also change up to 10 cubic feet of stone per level into any shape you can imagine, though you cannot achieve fine detail and moving parts only work 30% of the time.

Finally, you can create earthquakes. When you create an earthquake, the ground in a 100' radius around you shakes and splits for 1 round. Wood and masonry structures in the area collapse, but reinforced masonry and metal framed structures are merely damaged. Creatures in the quake zone must pass a feat of DEX or fall into a fissure. The fissure closes 1 round later, inflicting 10d6 damage to anyone still inside.

Control Fire (Control) 20,000 XP

You can control existing fires, doubling or halving their size each round, and snuffing out small fires. You can also cause fire to smoke heavily or launch sparks in the manner of a pyrotechnic display. You cannot make fire attacks with this power. You cannot inflict damage with this power; for that, see *power bolt*, *power burst*, etc.

Control Gravity (Control) 25,000 XP

You can increase or decrease gravity in a 10-ft. radius area up to 100 feet away. If gravity is reversed, creatures in the area fall upward 5 feet per level. If increased, creatures are held fast to the ground (super feat of STR to move) or slowed (half move, attack or move each round, but not both). You can use this power to *fly* (q.v.)

Control Light (Control) 15,000 XP

You can control light particles, creating areas of brightness or darkness (10' radius per level) and creating dazzling displays (all within sight must make a feat of DEX or be blinded for one round and then dazzled for 1 round per level). You can also strobe the lights to cause *confusion* (q.v., all within sight must make a feat of WIS to resist). You cannot inflict damage with this power; for that, see *power bolt*, *power burst*, etc.

Control Magnetism (Control) 15,000 XP

This power works as does the *telekinesis* power, but only on items composed wholly or partially of iron or steel.

Control Plants (Control) 10,000 XP

This works as the *control animal* power, except that it animates plants as well as controls them. Treat animated plants as animated objects (see Chapter 6: Monsters and Malcontents). You can control up to 1 level of plants per level.

Control Time (Control) 50,000 XP

Control over time gives you several abilities. First, you can place a touched creature into permanent suspended animation if they pass a feat of WIS.

You can also accelerate time, allowing you to gain a round between rounds in which to do anything you could normally do in one round. While in this different time frame, you cannot harm or affect other creatures.

Finally, you can travel to any period of time in the past or future. If you travel more than one hour back in time, anything you do carries with it a cumulative 1 in 6 chance of creating an alternate future timeline of the MM's invention.

Control Water (Control)**25,000 XP**

You can lower water by 2 feet per level in an area 100 square foot per level, creating a small whirlpool in large bodies of water. You can raise the water level by the same amount. Used against a creature composed of water, it reduces their speed level by 1.

With a super power feat, you can launch a blast of water in an area of effect chosen by you. This water deals 1d6 points of damage per level, and forces those struck to succeed at a feat of STR or be knocked prone.

Control Weather (Control)**25,000 XP**

You change the weather in the immediate area, whipping up tornadoes, thunderstorms, sleet storms, torrential rain, heat waves, hail storms, frigid cold, blizzards, unseasonable thaws or fog. You affect an area 2 miles in radius centered on you and the new weather lasts for 4d12 hours. You can control where a tornado roams or where lightning strikes by making a super power feat.

Create Fire (Transformation)**10,000 XP**

You can create fire from mid-air. You cannot move the fire when it is created, so this power cannot be used to make fire attacks other than fire touch (see *power touch*) and fire burst (see *power burst*). You can also raise a wall of fire 10' long and 5' thick per level. Passing through the fire deals 3d6 points of damage.

Create Ice (Transformation)**10,000 XP**

You can create ice from mid-air or freeze existing water. You can form it into ice slides (in arcs 1" thick, 5' high and 20' long per level), walls (1" thick and 10 square feet per level) or in hemispheres with a radius of 3' + 1' per level.

Create Water (Transformation)**5,000 XP**

You can draw moisture from the surrounding atmosphere, creating up to 2 gallons of water per level and make it appear anywhere within 30 feet of you.

Detonate (Attack)**5,000 XP**

You charge a person or object you touch with energy. This causes it to explode in up to 6 rounds (determined by you). The explosion deals up to 1d6 points of damage per level (also determined by you).

Dimension Door (Movement) 10,000 XP

You instantly transport yourself anywhere within 100 feet of your initial location, and can bring one person per three levels with you. If you transport into a material object, you die instantly.

Dimension Pocket (Movement) 5,000 XP

You can place objects in a pocket between dimensions, storing up to 10 lb. of non-living material per level. You can access these items by reaching into the pocket and grabbing what you need. This takes one round.

Disintegrate (Attack) 25,000 XP

You fire a ray (100-ft. range) at a single creature. If you hit, they suffer 2d6 points of damage per level, and if reduced to 0 hit points are disintegrated. This power can affect creatures and objects that are composed of pure force.

Displacement (Movement) 5,000 XP

Your image appears a few feet away from your actual location for one round per level. You gain a +10 bonus to AC.

Elasticity (Transformation) 10,000 XP

Your rubbery body takes half damage from blunt attacks and gives you a +10 bonus on feats made to slip out of bonds. You can extend the length of your limbs, providing you with a reach up to 20 feet, and you can make feats of CON to stretch even further. You can slither through gaps as narrow as an inch wide, although you must leave behind most of your gear to do so and your speed level is reduced by 1 while slithering.

Elemental Body (Transformation) 20,000 XP

You can encase your body in, or transform into gas, liquid, sand, stone, ice or metal.

Gaseous: You become a cloud of gas. You cannot be harmed by most physical means and you can fly at a speed of 1. While gaseous, you are subject to the effects of wind and you cannot enter liquids.

Ice: Your body is encased in a layer of ice. Any creature attacking you in melee combat suffers 1 point damage per level from the cold and the hard layer of ice. While encased in ice, you suffer half damage from fire attacks and none from cold attacks.

Liquid: You become a living pool of liquid – most likely water. You cannot be harmed by most physical means, although you do suffer half damage from fire, full damage from cold and you can swim at a speed level of 2.

Metal: You gain an AC of 18 and suffer half damage from stone, wood and unarmed attacks and no damage from weaker materials.

Sand: You become a living mass of sand. You suffer half damage from physical and energy attacks, though water reduces your speed level by 1. You can burrow at a speed level of 2.

Stone: You gain an AC of 16 and suffer half damage from wood and unarmed attacks, and no damage from weaker materials.

Endure (Defense) 1,000 XP

This power allows you to endure environmental conditions, such as extreme heat (up to 140 F or 60 C) or cold (-50 F or -45 C).

Enlarge (Transformation) *

You increase your size. The degree of growth, and the XP cost, is as follows:

Meta-Growth: Size x2, +3 to attack, +1d6 damage, -3 AC. Costs 5,000 XP.

Super Growth: Size x5, +6 to attack, +2d6 damage, -6 AC. Costs 10,000 XP.

Epic Growth: Size x10, +9 to attack, +3d6 damage, -9 AC. Costs 20,000 XP.

Cosmic Growth: Size x 20, +12 to attack, +4d6 damage, -12 AC. Costs 30,000 XP.

Energy Body (Transformation) 20,000 XP

Your body is composed or enveloped in electricity, fire, light or shadow (chosen when you take this power). While in this form, you gain the *power touch* attack and are immune to damage from your energy type.

Electricity: Your body is transformed into pure electricity for one round per power level. Any creature attacking you in hand-to-hand combat suffers 1d6 points of damage +1 point per power level from contact unless they are protected with rubber gloves or boots. While you are electricity, you can attempt a super feat of INT to enter wires and travel anywhere the network might carry you.

Fire: Your body is wreathed in flame for one round per level. Any creature attacking you in hand-to-hand combat suffers 1d6 points of damage +1 point per level. While fire, you suffer half damage from cold attacks.

Light: Your body is transformed into pure light for one round per power level. Any creature attacking you in hand-to-hand combat suffers 1d6 points of damage +1 point per power level from contact. While light, you can attempt a feat of INT to enter fiber optic cables and travel anywhere the network might carry you.

Shadow: You become living shadow. While shadow you can move at normal speed over any surface, ignore up to 50% of damage from all attacks, can hide perfectly in shadow and are immune to damage from poison and disease. You cannot touch creatures while in shadow form.

E.S.P. (Metaphysics) 2,500 XP

You can read the surface thoughts of a sentient being. Creatures with minds alien to yours receive a +2 bonus to their feat roll to resist this power.

Etherealness (Transformation) 20,000 XP

You become insubstantial like a ghost. In this form you cannot be seen or heard by people not on the ethereal plane unless you wish to be, though you can hear things on the material plane up to 60 feet away. While insubstantial, you can move through objects and creatures as though you were phasing.

Feeblemind (Attack) 10,000 XP

The target of this touch attack cannot attempt INT or CHA feats (except to resist powers), use their own powers, understand language or communicate coherently. This condition lasts until the victim receives the benefits of *heal*. If activated as a bolt attack, the target gets a +2 bonus to resist and a ranged attack roll is necessary.

Fission (Transformation) 15,000 XP

You divide into two identical beings. Each being has 2 fewer levels than you (re-roll hit points), but the same ability scores and powers. The fission lasts for one round per level and can be used three times per day. If the duplicate is killed before you rejoin, you permanently lose one level, reducing your XP total to just what is needed for your new level. For an extra 10,000 XP you can split into three identical beings (call the power Triplicate), each with three fewer levels than you.

Fly (Movement) 10,000 XP

You can fly at two speed levels higher than your normal land speed level.

Force Construct (Transformation) 25,000 XP

You can create objects of solid force. Small and medium-sized objects are easy to create, but large or complex objects require a super power feat and huge or futuristic objects require an epic power feat.

Force Fields (Defense) 15,000 XP

You create an invisible, invulnerable wall of force up to 10 sq. ft. per level that lasts 1 round per level. The wall cannot be damaged, and is unaffected by negation, although

it is destroyed by *disintegration*. *Dimension door* and *teleport* can bypass the wall of force, but other powers cannot be used through the wall.

Friction Control (Control) 2,500 XP

An area 10 feet in radius or an object within 50 feet becomes slippery, causing creatures to either slip and fall or lose their grip and drop the item.

Fusion (Transformation) 20,000 XP

For one round per level, you and another willing creature are fused together. The combined creature has the hit points of both creatures added together, all the powers of each creature and the highest ability score of either creature for each of the six ability scores as well as the better attack bonus. This power can be used once per day.

Gate (Metaphysics) 30,000 XP

You open a portal into another dimension through which creatures can pass in either direction. You must concentrate to keep it open and even then it lasts only one round per level. You can open the gate into a precise location in another dimension and can even open it next to a desired entity or type of creature.

Green Tendrils (Metaphysics) 10,000 XP

A field of thick green tendrils erupts from the ground, each 10 feet long. The field covers a 20 ft. radius. Tendrils attack as Level 8 monsters and inflict 2d6 points of damage. Targets struck by the tendrils must pass a STR feat or be grabbed and constricted for 2d6 points of damage per round until they make a grapple attack to escape. The tendrils last for 1 round per level.

Harm (Attack) 25,000 XP

You deal 1d6 points of damage per levels with your touch, or 1d6 damage per two levels with a bolt of black energy, or 1d6 damage to all within a burst of black energy. You can replace 1d6 points of hit point damage with 1 point of STR damage. You can also use your touch to impose one of a condition on a target: Blind, deaf or sickened.

Heal (Transformation) 20,000 XP

Once per day you heal 1d6 points of hit point damage per level, or one ability point per level, or reinstate one lost level on yourself or a creature that you touch. You can instead use your touch to remove one of the following conditions: Blind, confusion, deaf, paralysis and sickened. Finally, you can use this power to cure a disease or neutralize a poison (requires a meta-power feat).

Hideous Laughter (Attack) 2,500 XP

You force a person to laugh uncontrollably, falling prone with gales of laughter. Each round, victims may attempt a feat of CON to stop laughing.

Hypnotize (Metaphysics) 2,500 XP

You put 1d6 levels of creatures per level into a hypnotic trance for up to 10 minutes. Once a creature is hypnotized, you can make a meta power feat to implant a post-hypnotic suggestion.

Illusion (Metaphysics) 20,000 XP

This power allows you to create a convincing illusion or hologram of a person, animal or object without sound. You must be within 100' of the illusion, and you must concentrate on the illusion while it lasts. You can use power feats to expand the power. A meta power feat adds sound to the illusion. A super feat allows the illusion to persist for up to 1 hour per level without you needing to concentrate on it. An epic feat would allow you to create a very large illusion, such as of a city or a battle, or allows you to project illusions many miles away.

Imbue Power (Transformation) 10,000 XP

You imbue another creature with one of your own powers. The imbued character retains the power until it is used, at which point the power is restored to you.

Immortality (Transformation) 15,000 XP

You do not age physically.

Immunity (Defense) 15,000 XP

You are immune to damage and ill effects from one form of energy (acid, cold, fire, electricity, entropy, laser, psychic power, radiation or sonic vibrations), a condition, disease, poison, or a specific power. To be immune to a specific power, the cost is 10,000 XP plus 10% of the cost of the power.

Infra-Vision (Senses) 2,500 XP

You can see in the infra-red spectrum, seeing heat sources. This power has a range of 120 feet.

Invisibility (Transformation) 15,000 XP

You can make yourself or one other creature invisible. You cannot be seen, but you can be sensed by hearing or scent. Opponents suffer a -10 penalty to attack you in combat. With a super power feat, you can make all allies within 10 feet invisible. People that move more than 10' away from you become visible once again.

Invulnerability (Defense)

*

Invulnerability's cost depends on the potency of the power.

Meta-invulnerability	+1 AC	5,000 XP
Super invulnerability	+3 AC, ignore 1 damage per damage dice	10,000 XP
Epic invulnerability	+6 AC, ignore 2 damage per damage dice	15,000 XP
Cosmic invulnerability	+9 AC, ignore 3 damage per damage dice	25,000 XP

Iron Grip (Attack)

1,000 XP

When you make a successful grapple attack against a target, the target suffers 1d6 points of damage per level until the grapple is broken.

Leech Power (Transformation)

15,000 XP

This power works as *mimic power*, but steals the power rather than duplicating it. The duration is the same.

Levitate (Movement)

5,000 XP

You levitate up to 100 lb per level at rate of ascent or descent of 100 feet per round. You cannot move horizontally without some form of external aid.

Longevity (Transformation)

5,000 XP

You have double the normal lifespan for your species.

Luck (Control)

10,000 XP

One target within sight is granted a bonus or penalty to a dice roll. The duration depends on the size of the bonus or penalty. The power can only be used on a person once per day.

+1 / -1	6 hours
+2 / -2	1 hour
+5 / -5	10 minutes
+10 / -10	1 minute
+20/-20	A single action

Manipulate Emotions (Metaphysics) 2,500 XP

You can alter the emotions of one creature within sight, making them angry, calm, happy, fearful, etc. They can make a power feat to resist the change. If you touch the target, they suffer a -2 penalty to their feat roll.

Mimic Power (Transformation) 10,000 XP

You can mimic one power of any creature you touch for up to 10 minutes. With a super power feat you can extend this to 1 hour. With a cosmic power feat you can make it permanent, but must pay the XP cost of the power in full. As a result, you may lower your overall level. For double the price, you can mimic any power you see.

Mirror Image (Metaphysics) 5,000 XP

You create three illusory doubles of yourself that separate from you but remain in a cluster around you. The images cannot be told apart from you in any way. Attacks against you are directed randomly at you or one of your doubles (roll 1d6, with a "1" indicating the attack strikes you). When struck, an image disappears. With a super power feat, you can increase the doubles to 10. With an epic power feat, you can create 50 doubles. With a cosmic power feat, you can create 100 doubles.

Mind Blank (Metaphysics) 5,000 XP

You are protected from all powers that read thoughts.

Mind Switch (Metaphysics) 20,000 XP

You switch minds with another creature. You take control of their body, and they take control of yours. You must touch the target to make the switch. You can undo the mind switch at will, provided you are once again touching the victim.

Modify Memory (Metaphysics) 5,000 XP

You can alter one subject's memory. You must touch the subject's head or have the subject hypnotized to do this. If the memory is recent, this power works automatically. If the memory is from the last few years, you must make a meta-power feat. If the memory is very old, you must pass a super power feat.

Necromancy (Metaphysics) 25,000 XP

Necromancy allows you an array of powers involving the dead. At its most basic, it permits you to communicate with the dead, forcing dead spirits, whom speak through their corpses, to reveal their secrets. You can also animate and control up to 1 level of undead per level. See the monster section below for undead monster stats. Finally, you can use this power to de-animate the undead. This power works in a burst, forcing all undead within the burst to pass a feat of WIS or be destroyed.

Negate Power (Defense) 15,000 XP

This power suppresses the use of other powers. It can be targeted against a specific creature within 120 feet, suppressing their powers for one minute, or within a burst, suppressing the powers of all within the burst for one round. It can also be used to end the duration prematurely of an active power.

Paralyze (Attack) 5,000 XP

With a successful touch, your victim is paralyzed for 10 minutes.

Parasite (Attack) 15,000 XP

Each successful melee attack you make against a target deals 1d6 point of STR damage to a victim and increases your STR by a like amount. The victim regains STR at the rate of 1 point per hour, and you lose 1 point of STR per 10 minutes.

Petrify (Attack) 25,000 XP

You turn one creature within 120 feet to stone. You can also reverse petrification of living creatures, but cannot to turn statues into flesh, because that would be disgusting.

Phase (Transformation) 10,000 XP

You can move through solid objects and creatures. In addition, material objects and powers cannot harm you, though force powers will.

Plant Growth (Transformation) 5,000 XP

You can cause existing plant life in a 30' radius around you to grow. This can be used to make an area difficult to walk through (speed level reduced by 1) or see through, or to raise walls of thorns that can only be penetrated with a feat of STR, and even then inflict 2d6 points of damage to those who move through the wall.

Poison (Attack) 5,000 XP

With a melee attack, you poison a creature. The poisoned creature gets a feat of CON to ignore the poison. If this is failed, they suffer 1d6 points of damage per round until the poison is neutralized or they die. For double the XP cost, you can spit poison up to 10 feet. This requires a ranged attack roll.

Polymorph (Transformation)

15,000 XP

You give one willing creature (including you) a new form for one round per level. The new form can be of any type of creature, but cannot have a higher level than your level. The subject retains their own mentality, but in every other respect becomes the creature into which they have been polymorphed.

Possess (Metaphysics)

15,000 XP

You possess another creature, inhabiting their body and controlling their actions. The possession lasts for one hour per level. The victim may attempt a feat of WIS to force you from their body each hour.

Power Blade (Attack)

5,000 XP

This power permits you to create a blade composed of one of the following energies or substances (chosen at character creation): Acid, Cold, Electricity, Entropy, Fire, Force, Laser, Psychic Power, Radiation or Sonic Vibrations. The blade deals 1d8 points of damage +1 point of damage per level. You do not add your STR modifier to damage. Some energies have an additional special effect:

Cold: Target must pass a feat of CON or have speed level reduced by 1. The cold blade cannot reduce a creature's speed level by more than 1.

Electricity: Target must pass a feat of CON or be stunned for 1 round.

Entropy: Target must pass a feat of CON or damage is 1 point of CON in place of 1d6 points of hit point damage.

Fire: Target must pass feat of DEX or catch fire, suffering 1d6 points of damage per round until the fire is extinguished.

Force: Force attacks affect creatures that are insubstantial or phased.

Light: Target must pass a feat of DEX or be dazzled for 1 minute.

Psychic Power: Target must pass a feat of WIS or be stunned for 1 round.

Radiation: Target must pass a feat of CON or be sickened for 1 minute.

Sonic Vibrations: Target must pass a feat of CON or be deafened for 1 minute. In addition, glass and crystal objects within 5' shatter on a roll of 1 on 1d6.

Power Blast (Attack)**15,000 XP**

You can launch an energy attack in the form of a blast (see Area of Effect above). The blast deals 1d6 points of damage per level. Creatures within the blast can avoid the damage with a successful feat of DEX. The energies are as for *power blade* above.

In place of damage, your attack can cause one of the following conditions: Aged, blinded, dazed, dazzled, deafened, entangled (possibly in bands of force), exhausted, frightened, sickened or stunned. The condition lasts for one minute, or one round for the stunned condition.

Power Bolt (Attack)**10,000 XP**

You can launch an energy attack in the form of a bolt (see Area of Effect above). This requires a ranged attack to cause damage. The bolt deals 1d6 points of damage per level. The energies are as for *power blade* above.

In place of damage, your attack can cause one of the following conditions: Aged, blinded, dazed, dazzled, deafened, entangled (possibly in bands of force), exhausted, frightened, sickened or stunned. The condition lasts for one minute, or one round for the stunned condition.

Power Burst (Attack)**20,000 XP**

You can launch an energy attack in the form of a burst (see Area of Effect above). The burst deals 1d6 points of damage per level. All within the burst radius can make a feat of DEX to halve this damage. The energies are as for *power blade* above.

In place of damage, your attack can cause one of the following conditions: Aged, blinded, dazed, dazzled, deafened, entangled (possibly in bands of force), exhausted, frightened, sickened or stunned. The condition lasts for one minute, or one round for the stunned condition.

Power Touch (Attack)**2,500 XP**

You can launch an energy attack in the form of a touch (see Area of Effect above). This requires a successful melee attack to deliver. The touch deals 1d6 points of damage. The energies are as for *power blade* above.

In place of damage, your attack can cause one of the following conditions: Aged, blinded, dazed, dazzled, deafened, entangled (possibly in bands of force), exhausted, frightened, sickened or stunned. The condition lasts for one minute, or one round for the stunned condition.

Precognition (Metaphysics) 5,000 XP

You learn whether a single action taken in the immediate future is a good, neutral or bad idea. You have a 70% chance + 1% per level (max. 90%) of getting an answer.

Prehensile Tail or Tongue (Transformation) 1,500 XP

You have prehensile tail, like a monkey, or a long prehensile tongue, like a frog. You can grab items with these appendages, or make attacks that deal 1 point of damage.

Psychometry (Metaphysics) 5,000 XP

You can read an object's psychic vibrations, learning about some major event or scene in which the object had a role.

Reflect Power (Defense) 20,000 XP

You reflect up to three powers per round back at their users.

Regenerate (Transformation) 10,000 XP

Once per day, three rounds after suffering severe damage, your bones mend and limbs and organs re-grow. You have 1d4 hit points per level restored, regain consciousness and have the exhausted condition removed.

Repulsion (Metaphysics) 20,000 XP

An invisible field 10' in radius surrounds you and prevents creatures from approaching you. The field lasts one round per level. If you approach a creature, it is unaffected by the field and may attack you.

Resistance (Defense) 5,000 XP

You suffer only half damage from one form of energy (acid, cold, electricity, entropy, fire, laser, psychic power or sonic vibrations, chosen when the power is purchased).

Resurrection (Transformation) 50,000 XP

You bring a recently (up to 1 minute per level) deceased creature back to life. They return to life with only one hit point.

Rust (Attack) 10,000 XP

Your touch causes iron and iron alloys to corrode, destroying a 3-foot radius volume of the metal, destroying 1d6 points of Armor Class bonus from armor and inflicting 3d6 points of damage to creatures composed of iron or an iron alloy.

Sense Vibrations (Senses) 1,500 XP

You can sense sorcery, evil intentions, fear, poison and energies within 60 feet of you. You must select what you are attempting to sense when you activate the power, and must reactivate it if you want to sense something else.

Shadow Walk (Movement) 20,000 XP

You can step into a shadow and travel at speed level 5 for one round per level. You can take another person with you, but they must maintain physical contact with you the entire time. You must emerge from shadows at your destination.

Shambling Mound (Transformation) 25,000 XP

You turn vegetation into 1d6 shambling mounds (see Chapter Six: Monsters and Malcontents). The shambling mounds obey your commands and last for 24 hours.

Shield (Defense) 1,500 XP

An invisible disc of force gives you +4 AC and blocks force attacks.

Shrink (Transformation) *

You decrease your size. The degree of reduction, and the XP cost, is as follows:

Meta-Shrink: 6" height, +3 AC, retain normal strength. Costs 1,000 XP.

Super Shrink: 1" height, +6 AC, STR divided by 2. Costs 5,000 XP.

Epic Shrink: Ant-size, +9 to AC, STR 0. Costs 10,000 XP.

Cosmic Shrink: Atom-size. Costs 25,000 XP.

With a meta-power feat, you can shrink an item for up to one hour. With a super power feat, you can shrink someone else for one hour to 6" height, or shrink an item permanently. You can undo your own uses of this power.

Simulacrum (Transformation) 25,000 XP

You create a duplicate of any creature you have closely observed or studied from a substance like ice, mud or ectoplasm. The creature is solid and has half the levels of the original. You cannot create a simulacrum of a creature with more than double your own levels. The simulacrum is under your command. If reduced to 0 hp it reverts to its base material. The simulacrum has all the powers of the creature it is based upon. Creation of the simulacrum requires an advanced laboratory, 24 hours of work and super resources.

Sixth Sense (Metaphysics) **1,000 XP**

You sense impending danger and cannot be surprised. You gain a +2 bonus to feats made to avoid physical dangers.

Sleep (Attack) **2,500 XP**

You put 1 level of targets per level within sight of you to sleep. The duration is 1d6 rounds plus 1 round per level.

Sorcery (Metaphysics) *****

You are capable of creating metaphysical effects with magic words and gestures. When you take this power, you put as many XP as you wish into a sorcery pool. When you use this power, you duplicate any power in the game, paying the XP cost of the power from your sorcery pool. For each hour of rest you take, you recover 1,000 XP used from your sorcery pool. If you place more than 10,000 XP into a sorcery pool, you roll d4 for your hit points, rather than d6.

Speak with Animals (Communication) **1,000 XP**

As *comprehend languages*, but only with animals. Animals are not intelligent, so the information they can relate is limited.

Speak with Plants (Communication) **1,500 XP**

As *comprehend languages*, but only with plants. Plants are not intelligent, so the information they can relate is limited.

Spider Climb (Movement) **2,500 XP**

You can walk on walls and ceilings at your normal speed level.

Steal Soul (Metaphysics) **50,000 XP**

This powers works like *trap soul*, except you place your own soul in the gem, and then switch places with the soul of a person who comes within 30 feet of the gem. While in another person's body, you retain your mental ability scores, attack bonus and level and mental powers, but use the other person's physical ability scores and physical powers.

Stench (Attack) **5,000 XP**

You can create a burst of stench around yourself. People within the stench zone must pass a feat of CON or become sickened.

Stomp (Attack)**5,000 XP**

Your stomp creates a shock wave that knocks people within 30 feet prone and inflicts damage equal to 1d6 + your STR bonus.

Super Charisma (Ability)

*

The cost of this power varies with its potency. When taken, it increases your CHA score, giving you all the benefits that go with high CHA.

Meta-charisma	+6 CHA	5,000 XP
Super charisma	+12 CHA	10,000 XP
Epic charisma	+18 CHA	20,000 XP
Cosmic charisma	+24 CHA	25,000 XP

Super Constitution (Ability)

*

The cost of this power varies with its potency. When taken, it increases your CON score, giving you all the benefits that go with high CON.

Meta-constitution	+6 CON	5,000 XP
Super constitution	+12 CON	10,000 XP
Epic constitution	+18 CON	20,000 XP
Cosmic constitution	+24 CON	25,000 XP

Super Dexterity (Ability)

*

The cost of this power varies with its potency. When taken, it increases your DEX score, giving you all the benefits that go with high DEX.

Meta-dexterity	+6 DEX	5,000 XP
Super dexterity	+12 DEX	10,000 XP
Epic dexterity	+18 DEX	20,000 XP
Cosmic dexterity	+24 DEX	25,000 XP

Super Hearing (Senses)**2,500 XP**

You can hear things up to 1 mile away or through up to 1' of stone or 6" of metal.

Super Intelligence (Ability)

*

The cost of this power varies with its potency. When taken, it increases your INT score, giving you all the benefits that go with high INT.

Meta-intelligence	+6 INT	5,000 XP
Super intelligence	+12 INT	10,000 XP
Epic intelligence	+18 INT	20,000 XP
Cosmic intelligence	+24 INT	25,000 XP

Super Scent (Senses) 1,000 XP

You have a sense of smell equal to that of a hound dog.

Super Science (Transformation) *

You can use this power to invest powers in objects. When you take this power, you invest however many XP into it as you wish. This is called your science pool. When you use the power to invest powers in objects, you pay for the powers from your science pool. Thus, to invest a 1,000 XP power into an object, you would pay 1,000 XP from your science pool. XP return to the science pool when the object is destroyed or when you permanently deactivate it. If you have more than 10,000 XP in a science pool, you roll d4 for hit points instead of d6.

Super Speed (Movement) *

You gain incredible speed. The cost of the power depends on how fast you are.

Meta-speed	Speed Level 4	5,000 XP
Super speed	Speed Level 6	10,000 XP
Epic speed	Speed Level 8	15,000 XP
Cosmic speed	Speed Level 10	25,000 XP

Super Strength (Ability) *

The cost of this power varies with its potency. When taken, it increases your STR score, giving you all the benefits that go with high STR.

Meta-strength	+6 STR	5,000 XP
Super strength	+12 STR	10,000 XP
Epic strength	+18 STR	20,000 XP
Cosmic strength	+24 STR	25,000 XP

Super Vision (Senses) 2,500 XP

You can see things in minute detail as far as 10 miles away. Note that the curvature of the earth naturally hides things more than 3.5 miles away.

Super Wisdom (Ability)

*

The cost of this power varies with its potency. When taken, it increases your WIS score, giving you all the benefits that go with high WIS.

Meta-wisdom	+6 WIS	5,000 XP
Super wisdom	+12 WIS	10,000 XP
Epic wisdom	+18 WIS	20,000 XP
Cosmic wisdom	+24 WIS	25,000 XP

Suspended Animation (Transformation)

1,500 XP

You put yourself in suspended animation for as long as you wish. If damaged while in suspended animation, you come out of it four rounds later.

Techno-morph (Transformation)

15,000 XP

You have an unnatural power over technology. You can determine how any device works simply by touching it. Likewise, you can repair objects by touching them, repairing them of 1d6 damage per level at the rate of 3 repaired hit points per minute.

With a super power feat you can take raw materials (up to 10 cubic feet per level) and make them into a finished product. You must know how to build the product to do this, so a feat of INT might be required. The time required to fabricate the device is one round per 10 cubic feet of finished object. You must have a science pool (see Super Science) to invest these created objects with powers.

Telekinesis (Metaphysics)

15,000 XP

You can move objects or creatures by concentrating on them. The range of the power is 100 feet and you can move up to 25 lb per level. If used to attack, use your attack bonus plus your INT bonus. You can make feats of INT to duplicate fine motor skills with this power.

Telepathy (Metaphysics)

10,000 XP

You can communicate with sentient creatures, regardless of their language, up to 1 mile away per level. You can also create a telepathic bond with up to one person per three levels. You can leave yourself out of the telepathic bond if you wish. People within the bond can communicate telepathically with one another regardless of distance or language. The bond lasts for one hour per level.

Teleport (Movement) **25,000 XP**

You instantly transport yourself and one additional person per three levels up to 100 miles away per level.

Tornado Blast (Attack) **15,000 XP**

You create a tornado blast with your hands. The blast deals 1d6 points of damage per level and throws the target 1d6 x 5 feet away (STR feat to avoid being thrown).

Transmogrify (Transformation) **25,000 XP**

As the *polymorph* power, but this power changes any item or creature into any other item or creature. If the original thing and the thing it is changed into are in the same "kingdom" (i.e. animal, vegetable or mineral), the change lasts one week. If not, the change lasts one day. An epic power feat makes the change permanent.

Trap Soul (Metaphysics) **30,000 XP**

You trap a victim's soul inside a gem worth at least \$100,000. The gem can only hold one soul at a time and the soul is released if it is broken.

Tree Stride (Movement) **15,000 XP**

You can step into one tree, and emerge from another tree up to 1 mile away.

Ubiquitous Vision (Senses) **2,500 XP**

You have eyes in the back of your head, either literally or figuratively.

Ultra-Vision (Senses) **1,500 XP**

You can see in the ultra-violet spectrum. This power has a range of 120 feet.

Vampire (Attack) **15,000 XP**

You can drain life energy from people. If used as a touch attack, they must pass a feat of CON or lose one level, and you regain 3d6 hit points. Drained levels return at the rate of one per day with complete rest. If used as a bolt, you deal 1d6 points of STR damage if the target fails a feat of CON, and you regain 2d6 hit points. Lost STR returns at the rate of one per day with complete rest. If used as a burst, it causes fatigue in all in the area of effect who fail a feat of CON, and you regain 1d6 hit points.

Vision (Metaphysics) **25,000 XP**

You learn crucial knowledge about a person, place or thing in a vision. This knowledge takes 1d4 turns of study if you are in the place or with the person to be studied or 1d10 days if not. While using this power, you can do nothing but contemplate/research the

information you wish to learn. You can receive the information instantly if you wish, but doing so fatigues you for 1 hour.

Water Breathing (Transformation) 2,000 XP

You can breathe water as a fish and you swim at one speed level higher than your land speed level.

Water Walk (Movement) 5,000 XP

You can walk on water as though it were solid.

Weapon Master (Attack) *

This power makes you a master at either all melee weapons, all ranged weapons, or with a specific type of weapon. The benefit and the cost vary with the efficacy of the power and how broad it is. If you are the master of a specific weapon, you gain the bonus to attack and damage. If all melee or ranged weapons, you get the bonus to hit.

Power Level	Bonus to Hit	Bonus to Damage	XP Cost
Meta	+1	+1d6	2,500 XP
Super	+2	+2d6	5,000 XP
Epic	+3	+3d6	10,000 XP
Cosmic	+4	+4d6	15,000 XP

Web (Attack) 5,000 XP

You spin a web in a bolt or blast. Anyone struck by the web are entangled if they fail a feat of DEX. Entangled creatures cannot move until they roll a successful feat of STR.

Wilt (Attack) 10,000 XP

You evaporate moisture from living creatures within 120 feet. You deal 1d6 points of damage per level to all victims, and 1d8 points of damage per level to plant creatures and creatures composed of water.

X-Ray Vision (Senses) 5,000 XP

You can see into and through solid matter. Vision is as though under normal light even if there is no illumination. X-ray vision can penetrate 5 feet of stone, 1 foot of common metal or up to 15 feet of wood or dirt. Thicker substances or a thin sheet of lead blocks the x-ray vision.

ADVENTURES

5

The point of *MYSTERY MEN!* is adventure, whether your heroes are fighting crime at home, fighting enemies abroad or fighting alien invaders from outer space. Most adventures consist of uncovering a villain's plot and working through a web of clues until the evil plan is thwarted. The following rules deal with the challenges heroes face during their adventures.

Time

Time is tracked in rounds, minutes, turns, hours and days. A round is 6 seconds of time, and a turn is 10 minutes of time.

Speed and Weight

Speed is expressed as one of ten levels, with a speed level of "2" representing the human norm. The table below shows the different speed levels, what they represent and their approximate speeds in feet per round and miles per hour.

Speed Level	Represents	Feet / Round	Miles / Hour
1	Slow people	15	1.5
2	Normal people	30	3
3	Quick animals	60	6
4	Bicycles	150	15
5	Cars, motorcycles	450	45
6	Trains, planes	1,800	200
7	Jet airliner	9,000	1,000
8	Supersonic speed	30,000	5,000
9	Atomic spaceship	240,000	25,000
10	Sub-light speed	1,200,000	125,000

Cautious Movement: Heroes may choose to move at a speed of 1 when exploring a villain's lair. This allows them to roll feats to avoid traps and notice clues.

Running: A hero can increase his normal speed level by 1 for one round and continue to move at that higher level by succeeding at a meta feat of CON each round.

Burst of Speed: A hero can roll a feat of STR to have a very short burst of speed, increasing their speed level by 2. This burst lasts a few seconds, and can be used to reach something before a foe, but not to move at one's Speed +2 for a complete round.

Feats

“Feat” is the term used for challenges that do not involve combat. A feat is used to attempt a non-combat action, resist a power or modify your own use of powers (a power feat).

To roll a feat, a player rolls 1d20, adds either his level or relevant ability score (not bonus, but the entire score), and attempts to roll higher than a set target number.

When rolling a feat that does not involve skill, use the most relevant ability score for your roll. When rolling a feat that does involve skill – and rolling a feat to resist a power or modify a power always involves skill – use the character’s level or the most relevant ability score, whichever value is higher.

The target number of a feat depends on whether it is opposed by another creature or character, or whether it is unopposed.

If opposed by another creature or character, the target number is equal to 10 + that creature’s relevant ability score or level (as above). Arm wrestling, for example, would be a test of one character’s strength against the other, so the target would equal 10 + the opposing character’s STR, and the player would roll 1d20 + their own STR.

If the character is not opposed by a creature, the target is determined by the MM. The following chart gives sample challenge levels for feats.

Feat Level	Target	Notes
Normal	15	Things that a normal human can accomplish with effort and luck
Heroic	20	Things that can only be accomplished by the most skilled people that have ever lived
Superhuman	25	Things that are beyond the capability of normal human beings, such as leaping over a building (a feat of STR)
Epic	30	Things that only the greatest heroes can achieve, such as swimming across the Atlantic Ocean (a feat of CON)
Cosmic	35	Things only the gods can accomplish, such as nudging a planet from its orbit without destroying it (a feat of STR or perhaps of INT) or getting a government to stay within its budget

Successfully resisting a power that inflicts damage cuts the power’s inflicted damage in half. Successfully resisting other powers negates their effects.

A MM should **only require a dice roll** to perform a task if the likelihood of success is questionable. In general, allow characters to succeed at tasks if it seems reasonable that they would succeed. Subjecting every scheme and action of a character to the whims of the dice tends to discourage players from being creative, and often creates silly situations where super heroes find themselves unable to climb trees or perform other routine tasks.

Example 1: Doctor Death has just fired a 6 dice bolt of lightning at Black Fury, so Black Fury's player needs to roll a feat to see if he can cut the damage in half. The MM decides this would be a feat of DEX. Black Fury has a DEX of 6, but his level is 12, so he gets to use his level against Doctor Death's level of 10. Black Fury will therefore roll 1d20+12 against 20 (10 + Doctor Death's level).

Example 2: Captain Triumph needs to leap to the top of a building, where the Black Dragon has installed a death ray. Leaping to the top of a building is a superhuman feat, and the MM decides that it is a feat of STR and that skill is not involved. Captain Triumph has a STR of 14 and the CL for a superhuman feat is 25, so he needs to roll 1d20+14 higher than 25.

Optional Rule – Complications

In some cases, a MM might want to allow a character to re-roll a failed feat for a chance to succeed with complications. A hero leaping atop a building, for example, might be successful, but only manage to grab the ledge, or succeed and fall flat on their face, allowing the goons on top of the building a free round of attacks against him.

Optional Rule – Signature Moves

Comic book heroes often develop a signature move that they're famous for. A signature move is a feat that one makes multiple times in adventure after adventure. A MM may want to grant a character that successfully makes a particular feat at least three times in three different adventures the benefit of rolling two d20 when attempting that feat, taking the better of the two rolls. It is best to allow only one signature move per character.

Combat

Combat is played out using a simple set of steps, as follows:

1. Initiative order (i.e. the order in which creatures take their turns in combat) is determined by each participant rolling 1d10 and adding their Speed Level.

2. Each turn of combat takes place during a single round (i.e. 6 seconds). On a combatant's turn, they can perform two actions from the following list:

A. Make an attack. The attack can be ranged or melee (i.e. hand-to-hand). Attacking is covered in more detail below.

B. Activate a power.

C. Move. You can advance into combat, flee from combat or attempt to flank an opponent or move behind them. Movement is covered below.

3. Mastermind-controlled creatures that have seen allies knocked unconscious or killed must roll a normal feat of WIS or flee from combat.

4. If anyone is still standing, go back to Step 1.

The Advantage of Speed

When fighting a slower opponent, an attacker gains a number of turns per round equal to his Speed Level divided by his opponent's Speed Level, rounding up, up to a maximum of 5 turns per round. A character with a speed level of 6 facing a character with a speed level of 3 would get to take two turns to his opponent's one.

Attacking

When you make an attack, you roll 1d20 and add your attack bonus (based on your level, see Page 8), relevant ability score modifier and relevant power modifier (if any). You compare the resulting number to your target's AC. If your attack roll is equal to or greater than your opponent's AC, you score a "hit" and roll damage.

When you are making melee attacks, add your STR modifier to the attack roll.

When you are making ranged attacks, add your DEX modifier to the attack roll.

An attack roll can further be modified by up to +5 or -5 by the MM to represent other factors, such as the benefit of cover during a gun battle.



Damage

Damage is usually rolled on one or more d6. For most physical attacks, from fists to swords to bows to guns, roll 1d6. Rocket launchers roll 6d6 damage. Most powers roll one or more d6 for damage.

If you are fighting with a melee weapon, add the weapon's damage bonus (see Equipment) and your STR bonus.

If you are fighting with a ranged weapon, add the weapon's damage bonus (see Equipment) and your DEX bonus.

The damage you roll is deducted from your opponent's hit point total. At 0 hp, a creature rolls 1d10 and suffers the following fate:

d10	Fate
1	Dies instantly (meta CON feat to extend life for one round)
2-3	Dies in 1d6 turns unless given medical attention
4-6	Unconscious for 1d6 hours
7-10	Unconscious for 1d6 minutes

Knock Backs

If the damage scored from a physical, forceful hit is higher than a creature's STR, they are knocked backward 1 foot per point of damage and are knocked prone. Characters knocked backward into a wall suffer damage as though they had fallen (see below). If the damage from hitting a wall is higher than the wall's strength rating (see below), then they break through the wall and suffer damage.

Material	Strength Rating
Glass	1 per inch of thickness
Plaster	2 per inch of thickness
Ice	5 per inch of thickness
Wood	10 per inch of thickness
Brick/Stone	15 per inch of thickness
Metal, soft	20 per inch of thickness
Metal, hard	30 per inch of thickness
Cosmic	40 per inch of thickness

Charging

To charge in combat means moving rapidly at a foe and then striking them. A charging character must run to make a charge attack and must cover at least 30 feet before they reach their opponent. The charge can be on the ground (i.e. running or driving), through the air (i.e. flying or swinging from a rope) or through the water, assuming one has a

special ability to move through the water rapidly. The charger deals an additional 1d6 points of damage if their attack is successful, but suffers a -3 penalty to their Armor Class until the beginning of the next round of combat.

Multiple Attacks

While some creatures naturally have multiple attacks (see *Monsters and Malcontents* chapter), heroes and villains are normally allowed to make only a single attack each round. Heroes and villains have the option, however, of making attacks against multiple opponents by taking a cumulative -3 penalty for each attack in addition to their primary attack. This penalty applies to all attacks made during the round. Making one extra attack in a round imposes a -3 penalty on both attacks, not just on the additional attack. If a hero wanted, for example, to make an attack on 10 different opponents during a round, he would have to do so at a -27 penalty to hit. Fighting with multiple weapons (not including fists) lessens this penalty by 1, i.e. to -2 per extra attack.

Special Attacks

Any attack that is not exclusively designed to inflict damage is designated as a “special attack”. This would include attacks intended to pin an opponent, knock them down, knock them out of the way, blind them or stun them temporarily. Making a special attack does not preclude one from inflicting hit point damage – hit points are as much a measure of exhaustion, luck and fighting prowess as they are actual physical damage. Having to make a desperate dive to avoid being knocked over is not as taxing as a sock to the jaw, but it still wears you down.

To make a special attack, a player declares what they want to accomplish during a round of combat, such as “I’m going to try to trip my opponent”. The attack roll is made normally. If the attack is successful then damage is rolled. If the target’s AC is beaten by 5 or more, damage is rolled and the effects of the special attack are imposed.

Blind: Blinding attacks usually involve throwing some sort of particulate (sand, for example) in an opponent’s eyes. If successful, the opponent is blinded until they take one round to clear their eyes.

Bull Rush: A bull rush attack is made to knock an opponent out of one’s way or knock them directly backwards. A successful bull rush allows you to move your target 5 feet in any direction. Damage from the attack might result in an additional knock back (see above).

Grapple: A successful grapple attack allows you to hold your opponent, either pinning their arms back or pinning them to the floor. The grappled opponent must make their own successful grapple attack of their own to break the grapple. A pinned creature cannot move or attack except to make a grapple attack to break the grapple or to use a power (final ruling on which powers are usable while grappled is up to the MM).

Head Shot: A head shot is an attempt to daze or stun an opponent with a well-placed shot to the head. If the head shot beats the target's AC by 5 to 9, the opponent is dazed for 1 round (see Special Conditions below). If the head shot attack beats the target's AC by 10 or more, the target is stunned for 1 round.

Trip: An attacker's trip attack is modified by his DEX score instead of his STR score. A successful trip attack knocks the target prone.

Falling and Running Into Things

Falling from a great height inflicts 1d6 points of damage per 10' of the fall. Likewise, running smack dab into a solid object inflicts 1d6 points of damage per 10' per round of speed of both objects.

Special Conditions

Many of the powers described in Chapter 4 make reference to special conditions such as exhausted or paralyzed. The game impact of these conditions is described below, though the MM should feel free to alter them as he or she sees fit.

Ability Damage: The character has temporarily lost 1 or more ability score points. Lost points return at a rate of one point per day unless noted otherwise. A character whose STR score is reduced to 0 falls to the ground helpless. A character with DEX 0 is paralyzed. A character with CON, INT, WIS or CHA 0 is unconscious. Ability damage is different from penalties to ability scores, which go away when the condition causing the penalty goes away.

Aged: An aged creature is well past the middle point of its lifespan. Aged characters suffer a -3 penalty to all of their physical ability scores (min. 1) and their speed level is reduced by 1. Aged monsters have their speed level reduced by 1 and their level reduced by 2.

Blinded: Blinded characters suffer a -2 penalty to AC, move at a speed level of 1, and suffer a -4 penalty to hit in combat.

Crippled: A crippled creature's speed level is reduced to 1.

Dazed: A dazed creature can take no actions, but has no penalty to AC. A dazed condition usually lasts one round.

Dazzled: Bright light can leave a creature dazzled. A dazzled creature suffers a -1 penalty to AC and attack rolls and is surprised on a roll of 1-3 on 1d6.

Deafened: Deafened characters are surprised on a roll of 1-4 on 1d6. Deafened sorcerers fail to cast their spells properly on a roll of 1-2 on 1d6.

Entangled: Entangled creatures move at a speed level of 1 and cannot run. They suffer a 2 point penalty on attack rolls and AC. Entangled sorcerers fail to cast their spells properly without a meta feat of DEX.

Exhausted: An exhausted character's speed level is reduced by 1 and suffers a -2 penalty to attack rolls, damage rolls and Armor Class.

Frightened: Frightened characters flee from the source of their fright as quickly as they can. If unable to flee, they fight at a -2 penalty to attack.

Incorporeal: Incorporeal or intangible creatures can only be harmed by force powers and silver and magic weapons. They can pass through solid objects.

Invisible: Visually undetectable, an invisible creature gains a +2 bonus on attack rolls against sighted opponents and ignores its opponents' DEX bonus to AC (if any).

Paralyzed: A paralyzed creature cannot move or act, but can perform purely mental functions. A winged creature flying in the air at the time that it becomes paralyzed cannot flap its wings and falls. A paralyzed swimmer can't swim and may drown.

Petrified: A petrified character has been turned to stone and is considered unconscious. If a petrified character cracks or breaks, but the broken pieces are joined with the body as he returns to flesh, he is unharmed. If the character's petrified body is incomplete when it returns to flesh, the body is likewise incomplete and there is some amount of permanent hit point loss and/or debilitation.

Prone: A character knocked to the ground suffers a -2 penalty to attack rolls. Creatures attacking the prone creature enjoy a +2 bonus to attack.

Sickened: The character takes a -2 penalty on all attack rolls, damage rolls and feats.

Stunned: A stunned character cannot move or attack, drops anything he holds, suffers a -2 penalty to AC and loses DEX bonus to AC.

Unconscious: The character is knocked out and helpless.



Restoring Hit Points

A character that has lost hit points can regain them in three ways:

- 1) Immediately after a fight a character can rest for 10 minutes to regain 50% of the hit points lost during that fight (but not earlier fights).
- 2) Characters can rest overnight to regain one hit point plus their CON bonus per level.
- 3) Some healing powers (see Chapter 4) can restore hit points to a damaged character.

Earning Experience Points

Experience points are earned by defeating villains and foiling their plans.

Defeating opponents in a fight is worth 100 XP per Level plus 10% of the XP value of their powers. This award is doubled if the villain is captured rather than killed.

Saving lives is worth 100 XP per hero.

Saving a city is worth 1,000 XP per hero.

Saving a country is worth 10,000 XP per hero.

Saving the world is worth 50,000 XP per hero.

Saving the universe is worth 100,000 XP per hero.



MONSTERS AND MALCONTENTS

6

As the game's MM, you might pit the heroes against all manner of vile villains – mad scientists, evil sorcerers and gangsters and racketeers. These villains are just characters created by the Mastermind using the same rules that govern the creation of heroes.

You might also pit them against monsters. Here, the term “monsters” refers to anything – from street thugs to robots to animals to prehistoric or mythical beasts – that is not built as a character with experience points.

The following is a quick reference guide for how to read the monster descriptions that follow:

Level is the number of d6 rolled to determine a monster's hit points. For a creature with a level of 4, for example, you roll 4d6 to determine hit points. A monster's attack bonus is equal to its level. A monster with a level of 3, for example, rolls 1d20 + 3 to attack.

Physique stands in for Strength, Constitution and Dexterity when the monster attempts feats, including resisting powers.

Mentality stands for Intelligence, Wisdom and Charisma when the monster attempts fears, including resisting powers.

Armor Class is explained in the rules for combat. It determines how difficult it is to hit and damage a monster in combat.

Speed Level is the monster's speed. A speed in parentheses refers to a type of movement other than normal land movement, such as burrowing, climbing, flying or swimming.

XP tells you how many experience points the heroes gain for defeating the monster. The reward must be divided between all heroes involved in the monster's defeat.

Attacks is the number of attacks the monster has and the damage those attacks inflict. Monsters must make a separate attack roll for each attack.

Powers lists the monster's super powers, if any. Some powers are limited by the number of times per day they can be used, or in other ways that are explained in the monster description.

Special Monster Attacks

Like characters, monsters can perform special attacks during combat. Whenever a monster exceeds the target number to hit a character by 5 or more, it can perform a special attack if it has one or if it is capable of one devised by the Mastermind, and if

the special attack it used is connected to the attack form it used – i.e. a monster cannot swallow a person whole with a successful claw attack. Humanoid monsters fighting with weapons are permitted to use the same special attacks as characters, with the same penalties and benefits. Some sample special attacks are:

Hug or Squeeze: The monster holds its opponent tight. The victim suffers automatic damage (usually 1d6) each round. If the monster has a bite attack, it makes subsequent bite attacks against a squeezed or hugged victim at a +2 bonus to hit.

Rake or Rend: This special maneuver allows a monster to make a second claw attack if the first is successful.

Swallow Whole: A victim inside the belly of the monster suffers 1d6 points of acid damage and 1d6 points of crushing damage each round and may drown or suffocate. The victim can attempt to stab from within if it has claws or a dagger and attacks at –4 to hit but inflicts double damage.

Thrash or Trample: Large creatures threaten anyone who gets near them in combat. All creatures in melee combat with such a creature must pass a feat of DEX each round or suffer 1d6 points of damage.

ALLIGATOR / CROCODILE

Level 3, AC 15, Physical 5/+1, Mental 0/-1, Speed 2 (swim 2), XP 300

Attacks: Bite 2d6 or tail snap 3d6

If the villain you are after has a lair in a swamp, make plans to wrestle an alligator at some point.

ANGEL

Level 12, AC 29, Physical 10/+3, Mental 8/+2, Speed 3 (fly 5), XP 16,950

Attacks: Sword or spear 3d6+stun or fists 2d6

Powers: Astral projection, control light, heal, invisibility, invulnerability (super), negate power, polymorph, resistance (all energies), sense vibrations, sorcery (10,000 XP)

Angels are defenders of all that is right and good. They can assume the shape of any humanoid creature and imitate them flawlessly. Creatures struck by an angel's weapon must roll a feat of CON or be stunned for 1d6 rounds.

ANIMATED OBJECT

Animated objects are normal, inanimate objects that have been given a semblance of life, usually through the use of magic. Animated objects are small, medium, large or huge. An object's speed is increased by +1 if it has wheels, or if the animated object is a

vehicle, use the normal speed level for that vehicle. You might want to alter an object's stats based on the form of the object (i.e. cars might be able to trample).

Small: Level 1, AC 14, Physical 2/+0, Mental 0/-1, Speed 2, XP 100

Medium: Level 3, AC 15, Physical 4/+1, Mental 0/-1, Speed 2, XP 300

Large: Level 5, AC 14, Physical 8/+2, Mental 0/-1, Speed 2, XP 500

Huge: Level 10, AC 13, Physical 16/+5, Mental 0/-1, Speed 2, XP 1,000

ANT-PEOPLE

Level 4, AC 18, Physical 5/+1, Mental 3/+0, Speed 3 (Climb 3), XP 2,000

Attacks: Sting 1d6 + poison, claws 1d6 and bite 1d6

Powers: Resistance (cold), poison (sting)

Ant-people are highly organized and often militant aliens. As formidable as their natural weapons are, they are often armed with a variety of high-tech weapons.

APE

Level 4, AC 14, Physical 7/+2, Mental 1/+0, Speed 2 (climb 2), XP 400

Attacks: Claws 1d6 or bite 1d6

Apes can stand in for gorillas or even brutish, primitive humanoid. Apes weigh 400 lb.

ASSASSIN VINE

Level 4, AC 15, Physical 6/+1, Mental 0/-1, Speed 2, XP 2,600

Attacks: 4 tendrils 2d6 + squeeze

Powers: Chameleon, iron grip

Assassin vines are plant monsters composed of a central root and dozens of tendrils. Assassin vines are usually the result of mad science or sorcery. Assassin vines can make the squeeze special attack with their vines.

BEAR

Level 6, AC 15, Physical 7/+2, Mental 1/+0, Speed 2, XP 600

Attacks: Claws 1d6 and bite 2d6

Powers: None

Bears can hug in combat for 2d6 damage when they hit an opponent with their claw attack. Once a victim is in the bear's grip, they must make a feat of strength to escape.

BLACK PUDDING

Level 12, AC 12, Physical 6/+1, Mental 0/-1, Speed 1, XP 1,800

Attacks: Slam 2d6 + 2d6 acid

Powers: Immunity (acid), spider climb

Black puddings are large blobs of ooze from outer space that sometimes fall to earth in hollow meteors. They are immune to acid and sense their surroundings within 60' without seeing or hearing.

Creatures engulfed by a black pudding suffer 2d6 acid damage per round and can only escape by making a superhuman feat of DEX or STR. A creature engulfed and killed is absorbed. By absorbing two creatures, a black pudding gains doubles in size. After absorbing four creatures, it doubles in size again. After absorbing eight creatures, it can double in size a third time.

A black pudding hit by electricity splits into two puddings, each with half the level and hit points of the original. A black pudding that would be reduced to less than 1 level by splitting is destroyed.

CHAOS BEAST

Level 8, AC 16, Physical 4/+1, Mental 3/+0, Speed 1, XP 2,500

Attacks: Claws 1d6 + instability (see below)

Powers: See below

Chaos beasts look like bubbling masses of flesh with tentacles and fang-filled mouths. Chaos beasts are immune to transformation powers. Their touch causes a victim to become an amorphous mass with a speed of 1. The victim attacks randomly each round at -5 to hit. Each round, the victim suffers 1 point of damage to their WIS. At a WIS of 0 the victim becomes a chaos beast permanently. Each round, the victim can try a feat of WIS to return to normal.

CHOKER

Level 3, AC 17, Physical 5/+1, Mental 3/+0, Speed 4 (climb 2), XP 700

Attacks: Tentacles 1d6 + squeeze

Powers: Infra-vision, iron grip

Chokers are strange, slightly humanoid aliens with tentacles in place of arms. They are lightning fast and often attack from ambush.

DAEGLO

Level 8, AC 16, Physical 9/+2, Mental 2/+1, Speed 2 (fly 3), XP 800

Attacks: Beak 2d6 and claws 1d8

Daeglos are the creations of villainous sorcerer known as the Black Dragon (q.v.). All daeglos are *polymorphed* human beings under the control of Black Dragon. *Negate power* (super feat) returns them to normal.



DEMONS AND DEVILS

Horned Devil

Level 10, AC 30, Physical 9/+2, Mental 6/+1, Speed 2 (fly 3), XP 9,900

Attacks: Trident 3d6 + 1d6 fire or bite 2d6 and claws 2d6

Powers: Illusion, infra-vision, power blast (fire), power burst (fear), power touch (fire), resistance (fire), regenerate, telepathy, teleport

Horned devils have red skin, horns, bat wings, tridents, etc. Horned Devils are the foot soldiers of Hell and among the most numerous and commonly encountered devils.

Imp

Level 3, AC 20, Physical 3/+0, Mental 4/+1, Speed 2 (fly 2), XP 4,000

Attacks: Sting 1d6 + poison

Powers: Charm, infra-vision, dimension door, invisibility, poison (sting), polymorph (into animals only), resistance (fire), telepathy

Imps are small demons with bat wings. They are used as tormentors and tempters, and are often summoned by sorcerers to be helpers and spies.

Marilith Demon

Level 16, AC 25, Physical 10/+3, Mental 6/+1, Speed 3, XP 15,800

Attacks 6 swords 2d6 and tail slap 3d6

Powers: Darkvision, energy resistance (all), project image, regenerate, telekinesis, telepathy, teleport, true sight, wall of force

Marilith demons look like beautiful, six-armed women from the waist up and snakes from the waist down. They can make a squeeze special attack with their tail slap.

Pit Fiend

Level 20, AC 30, Physical 12/+3, Mental 9/+2, Speed 2 (fly 3), XP 15,950

Attacks: Bite 4d6 + poison, claws 2d6 and tail barb 3d6

Powers: Comprehend languages, control fire, create fire, illusion, infra-vision, invisibility, invulnerability (epic), necromancy, negate power, paralyze, poison (bite), power blast (fire), power bolt (fire), power burst (fear, fire), resistance (fire), regenerate, telepathy, teleport

Pit fiends are massive devils, the very lords of Hell. They stand anywhere from 10 to 15 feet in height and have massive horns, large, fang-filled mouths and razor-sharp claws.

Succubus

Level 6, AC 20, Physical 5/+1, Mental 6/+1, Speed 2 (fly 3), XP 11,700

Attacks: Claws 1d8 or kiss (see below)

Powers: Charm, ESP, etherealness, infra-vision, resistance (fire), hypnotize, telepathy, teleport

A succubus appears as a seductive woman or man (usually called an incubus), but their normal form adds small bat wings and tiny horns to their appearance. The kiss of a succubus drains a living person of one experience level.



DINOSAURS

Triceratops

Level 16, AC 18, Physical 10/+3, Mental 0/-1, Speed 2, XP 1,600

Attacks: Bite 2d6

These beasts are 25 feet long and weigh 10 tons. They have two long, hollow horns on their head and a smaller horn on their nose. Because of their great size, they cause 1d6 points of trample damage to all creatures locked in melee combat with them who fail a feat of DEX each round.

Tyrannosaurus Rex

Level 18, AC 12, Physical 9/+2, Mental 0/-1, Speed 2, XP 1,800

Attacks: Bite 4d6 + swallow whole

The famous “t-rex” is more than 30 feet long from nose to tail and weighs 6 tons. Its bite attack allows it to swallow a creature whole.

Velociraptor

Level 4, AC 17, Physical 7/+2, Mental 0/-1, Speed 3, XP 400

Attacks: Bite 2d6 and claws 2d6

Velociraptors are swift and clever predators. They weigh about 600 pounds.

DOPPELGANGER

Level 4, AC 15, Physical 4/+1, Mental 4/+1, Speed 2, XP 1,700

Attacks: Fists 1d6

Powers: ESP, mimic power, polymorph (self only)

These humanoid aliens can only assume the appearance of humans and humanoids, using this power to infiltrate planets they wish to conquer.

ELEMENTALS

Elementals are large entities composed of one of the four mystic elements. They are usually conjured by sorcerers, but might also be elder things that rise from the earth to punish mankind.

Air Elemental

Level 8, AC 20, Physical 6/+1, Mental 3/+0, Speed 3 (fly 4), XP 11,000

Attacks: Slam 3d6

Powers: Control air, elemental body (gas), resistance (electricity), tornado blast

Earth Elemental

Level 8, AC 18, Physical 9/+2, Mental 3/+0, Speed 1, XP 9,500

Attacks: Fists 4d6

Powers: Control earth, elemental body (stone), invulnerability (super), stomp

Fire Elemental

Level 8, AC 18, Physical 6/+1, Mental 3/+0, Speed 2, XP 9,900

Attacks: Slam 2d6 + 2d6 fire

Powers: Control fire, energy blast (fire), energy body (fire), resistance (fire)

Water Elemental

Level 8, AC 20, Physical 8/+2, Mental 3/+0, Speed 2 (swim 4), XP 6,000

Attacks: Slam 3d6

Powers: Control water, elemental body (water), resistance (cold)

ELEPHANT

Level 11, AC 15, Physical 8/+2, Mental 1/+0, Speed 2, XP 1,100

Attacks: Slam 3d6 and gore 3d6

Elephants are clever creatures that weigh more than a ton. They have a tendency to break out of circuses and run wild. Creatures in melee combat with an elephant must roll a feat of DEX each round to avoid suffering 1d6 points of damage from trampling.

FISH MAN

Level 2, AC 14, Physical 3/+0, Mental 4/+1, Speed 1 (swim 3), XP 800

Attacks: By weapon

Powers: Water breathing

Fish men dwell in cold seas, rising at night to conduct terrible rituals or raid coastal settlements.

FRANKENSTEIN MONSTER

Level 9, AC 12, Physical 8/+2, Mental 3/+0, Speed 2, XP 1,200

Attacks: Fists 3d6

Powers: Invulnerability (meta), iron grip, rage, resistance (electricity)

Frankenstein monsters are patchwork monsters built from corpses and animated with electricity or some other agency of "mad science". Although Frankenstein monsters are ostensibly under the control of their creators, there is a cumulative 1% chance per round of combat that they go berserk, attacking everything in sight and turning on their creator. Frankenstein monsters stand 8 feet tall and weigh 500 pounds. They are immune to sorcery.

GENIE—DJINNI

Level 10, AC 16, Physical 8/+2, Mental 5/+1, Speed 2 (fly 4), XP 17,400

Attacks: Fists 2d6

Powers: Conjuraton, control air, elemental form (gas), gate, illusion, immunity (cold), invisibility, resistance (acid), sorcery (15,000 XP), telepathy, ultra-vision

Djinn are magical beings composed of air. They are sometimes summoned by sorcerers, who want to make use of their cosmic powers. They are tricky, however, and not to be trusted.

GENIE — EFREETI

Level 10, AC 16, Physical 8/+2, Mental 5/+1, Speed 2 (fly 3), XP 17,400

Attacks: Fists 2d6 + 1d6 fire

Powers: Conjuraton, control fire, energy form (fire), gate, illusion, infra-vision, immunity (fire), power blast (fire), sorcery (20,000 XP), telepathy

Efreet are magical beings composed of fire. They are sometimes summoned by sorcerers, who want to make use of their cosmic powers. They are malevolent, however, and not to be trusted.

GHOST

Level 6, AC 14, Physical 2/+0, Mental 4/+1, Speed 2 (fly 3), XP 8,500

Attacks: Touch 1d6 + lose 1 point of strength or gaze (see below)

Powers: Etherealness, infra-vision, invisibility, possess, power burst (fear), ultra-vision

Ghosts are the spectral remains of living creatures that have died, usually the victims of murder or having died with unfinished business. Meeting a ghost's gaze causes 3d6 points of damage and reduces a person's WIS by 1d4 points.

GHOUL

Level 3, AC 14, Physical 5/+1, Mental 4/+1, Speed 2, XP 900

Attacks: Bite 1d6 and claws 1d8

Powers: Infra-vision, power touch (paralyze)

Ghouls are undead corpses that feed on the living and dead. They are usually found in graveyards or ossuaries.

GIANT

Level 14, AC 25, Physical 12/+3, Mental 2/+0, Speed 2, XP 1,400

Attacks: Weapon 3d6 or fists 2d6 or throw boulder 3d6

Giants are humanoids, usually primitive, that stand 12 to 18 feet tall and weigh more than a ton. Giants can throw boulders up to 180 feet and can roll feats of DEX to catch boulders (or other large objects) thrown at them and immediately throw them back.

GIANT ANIMAL

Giant animals are like their normal counterparts, except they have double the Level, add +2 to their physical rating and they do +1d6 damage.

GIANT SCORPION

Level 5, AC 16, Physical 6/+1, Mental 1/+0, Speed 2, XP 1,700

Attacks: Claws 2d6 and sting 1d6 + paralyze

Powers: Paralyze (sting)

Giant scorpions can be found in irradiated deserts or the menageries of sorcerers and mad scientists.

GIANT SPIDER

Level 2, AC 14, Physical 5/+1, Mental 2/+0, Speed 2, XP 1,500

Attacks: Bite 1d6 + poison

Powers: Poison (bite), spider climb, web

Giant spiders are about the size of dogs and can be quite intelligent.

GIANT SQUID

Level 12, AC 17, Physical 9/+2, Mental 1/+0, Speed 0 (swim 2), XP 2,500

Attacks: 10 tentacles 2d6 + squeeze and bite 3d6 (grappled foes only)

Powers: Iron grip

Giant squids are more than 20 feet long and very clever for animals. They can make the squeeze special attack with their tentacles. When frightened, they can create a cloud of ink that obscures sight and allows them to flee.

HUMANS

Ordinary Human

Level 1, AC 10, Physical 3/+0, Mental 3/+0, Speed 2, XP 100

Attacks: Fists 1d4 or by weapon

Use these statistics for normal human beings with little or no combat training.

Warrior

Level 2, AC 12, Physical 4/+1, Mental 3/+0, Speed 2, XP 200

Attacks: Fists 1d6 or by weapon

Use these statistics for trained fighters, soldiers, police officers and gangsters.

Elite Warrior

Level 3, AC 14, Physical 5/+1, Mental 3/+0, Speed 2, XP 300

Attacks: Fists 1d8 or by weapon

Use these statistics for members of the Special Forces, assassins, spies, gangster lieutenants and leaders of human warriors.

KAIJU, INSECT

Level 30, AC 30, Physical 20/+6, Mental 4/+1, Speed 2 (fly 6), XP 9,300

Attacks: Slam 6d6

Powers: Resistance (all energies, force, poison, disease), invulnerability (epic), power burst (force from wings), regenerate

An insect kaiju is 100' long. It dwells within the earth or under the sea, emerging once a millennium when summoned to protect its people from a cataclysm.

KAIJU, REPTILE

Level 35, AC 35, Physical 25/+8, Mental 3/+0, Speed 2 (swim 3), XP 9,300

Attacks: Bite 5d6 + swallow whole, claws 2d6 and tail 3d6

Powers: Immunity (all energies, force, poison, disease), invulnerability (epic), power blast (radiation), regenerate, stomp

A reptile kaiju is 100' long. It dwells within the earth or under the sea, emerging once a millennium to destroy everything in sight. Its reflective hide reflects all energy and force powers, with a 30% chance of them being reflected back at the power user.

KRAKEN

Level 20, AC 20, Physical 12/+3, Mental 8/+2, Speed 1 (swim 3), XP 4,600

Attacks: 8 tentacles 3d6 and bite 5d6 (against grappled opponents only)

Powers: Infra-vision, sorcery (20,000 XP)

A kraken looks like a massive squid with six tentacles measuring 30 feet in length and two more that are 60 feet in length. Krakens are elder beasts and especially intelligent and malevolent. Like giant squid, they can produce a cloud of ink.

LION

Level 5, AC 15, Physical 6/+1, Mental 1/+0, Speed 2, XP 600

Attacks: Bite 2d6 and claws 1d8 + rake

Lions are either males wandering alone or with a brother, or in prides of 6 to 10.

LIZARDMAN

Level 2, AC 15, Physical 4/+1, Mental 3/+0, Speed 2 (swim 2), XP 400

Attacks: Bite 1d8 or by weapon

Lizardmen might be found in overgrown swamps or dank caverns. They are usually quite primitive. They can hold their breath for up to 1 hour.

MEDUSA

Level 6, AC 15, Physical 4/+1, Mental 4/+1, Speed 2, XP 4,100

Attacks: Snake hair 1d6 + poison or by weapon

Powers: Control animals (snakes), petrify, poison (bites), speak to animals (snakes)

A medusa looks like a woman with snakes for hair and a gaze that petrifies.

MUMMY

Level 8, AC 20, Physical 8/+2, Mental 1 to 8/+0 to +2, Speed 1, XP 2,800

Attacks: Fists 2d6 + contagion

Powers: Contagion (fists), invulnerability (super), iron grip, sorcery (15,000 XP)

Mummies are the animated corpses of ancient Egyptian or Mayan kings, queens or priests. Mummies suffer double damage from fire. At your discretion, a mummy may have the sorcery power. They suffer double damage from disease.

NYMPH

Level 6, AC 17, Physical 4/+1, Mental 6/+1, Speed 2 (swim 2), XP 1,700

Attacks: By weapon

Powers: Blinding beauty (see below), sorcery (5,000 XP), stunning glance (see below)

Nymphs are nature spirits that appear as beautiful women. They can stun creatures with a glance (feat of WIS to resist). Those who look directly at a nymph are blinded permanently by the nymph's unearthly beauty unless the nymph chooses to suppress this power.

ONI

Level 5, AC 18, Physical 6/+1, Mental 5/+1, Speed 2 (fly 3), XP 3,400

Attacks: Weapon 2d8

Powers: Infra-vision, sorcery (8,000 XP), negate power, polymorph, regenerate

Oni are Japanese ogres with magical powers. An oni is 10 feet tall and solidly built, with a grimacing red face, horns and fangs.

PHASM

Level 15, AC 17, Physical 5/+1, Mental 5/+1, Speed 2, XP 2,500

Attacks: Pseudopod 1d6

Powers: Immunity (poison, sleep, polymorph), polymorph

Phasms are intelligent, amorphous protoplasmic beings. They can assume any shape up to 15 feet in height or length.

ROBOTS

Android

Level 4, AC 17, Physical 6/+1, Mental 4 to 8/+1 to +2, Speed 3, XP 2,800

Attacks: Fists 1d6 or by weapon

Powers: Infra-vision, invulnerability (meta), resistance (all energies), telepathy (with other androids), ultra-vision

Androids are humanoid robots that are sometimes covered in false skin to make them indistinguishable from normal human beings. They take half damage from energy attacks and are immune to mental powers. Additional powers can be added to an android at the Mastermind's discretion.

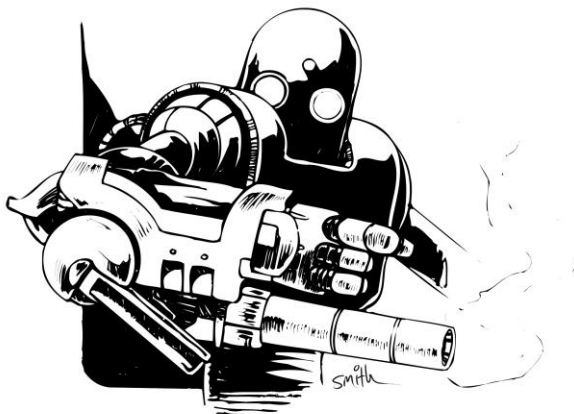


Giant Robot

Level 18, AC 28, Physical 15/+4, Mental 0/-1, Speed 1, XP 4,800

Powers: Infra-vision, energy blast (fire), power bolt (electricity or laser), energy attack, invulnerability (super), resistance (all energies), stomp, ultra-vision

Giant robots are one of the hallmarks of mad science. They are usually 15-20' tall. Giant robots take half damage from energy attacks and they are immune to mental powers.



Guardian Robot

Level 15, AC 24, Physical 8/+2, Mental 0/-1, Speed 2, XP 4,200

Attacks: Fists 2d6

Powers: Infra-vision, invulnerability (super), resistance (all energies), shield, ultra-vision

These robots are 8-10' tall and usually used to

guard an installation, or as bodyguards for scientific villains. They take half damage from energy attacks and are immune to mental powers. The robot's *shield other* power only works on its master or a person indicated by the robot's master. Additional powers can be added to the guardian robot as desired.

Spiderbot

Level 10, AC 21, Physical 10/+3, Mental 2/+0, Speed 3, XP 7,300

Attacks: 4 claws 3d6, bite 2d6 and eye ray (see below)

Powers: Infra-vision, power bolt (cold, electricity or fire), invulnerability (super), resistance (all energies), petrify (eye ray), spider climb, ultra-vision

Spiderbots are shaped like giant arachnids and are designed to retrieve people or things for their scientific masters. Spider-bots take half damage from energy attacks and are immune to mental powers.

SHAMBLING MOUND

Level 8, AC 20, Physical 7/+2, Mental 3/+0, Speed 1, XP 2,100

Attacks: Fists 2d6

Powers: Resistance (all energies), speak to plants, water breathing

Shambling mounds appear to be heaps of rotting vegetation. They are actually intelligent, carnivorous plants. A shambler's brain and sensory organs are located in its upper body. A shambler's body has a 6' girth and is about 8' tall when the creature stands erect. It weighs about 3,800 lb.



SHARK

Level 3, AC 15, Physical 5/+1, Mental 0/-1, Speed 0 (swim 3), XP 1,550

Attacks: Bite 2d6

Most sharks measure from 5 to 8 feet in length, while larger sharks can exceed 20 feet in length. In the presence of blood, they gain a +4 to attack.

SKELETON WARRIOR

Level 1, AC 15, Physical 3/+0, Mental 0/-1, Speed 2, XP 700

Attacks: Weapon 1d6

Powers: Immunity (cold), resistance (non-bludgeoning weapons)

These creatures are animated human skeletons created using *necromancy*.

SNAKE, CONSTRICTOR

Level 3, AC 15, Physical 5/+1, Mental 0/-1, Speed 2 (climb 2), XP 400

Attacks: Bite 1d6

Powers: Iron grip

Use these statistics for boas and anacondas. A constrictor can make a squeeze special attack with a successful bite attack. If successful, the squeeze deals 1d6 damage per round until the grapple is broken. Some have a swim speed of 2.

SNAKE, VENOMOUS

Level 1, AC 17, Physical 2/+0, Mental 0/-1, Speed 2 (swim 2), XP 1,200

Attacks: Bite 1d4 + poison or spit 0 + poison

Powers: Poison (bite, spit)

The venomous snakes include cobras, asps, vipers, etc. Villains enjoy putting several vipers in the bottom of pit traps. Some have a swim speed of 2.

TIGER

Level 6, AC 14, Physical 7/+2, Mental 1/+0, Speed 3, XP 800

Attacks: Bite 2d6 and claws 2d6 + rake

Tigers are the largest predatory cats.

TITAN

Level 25, AC 30, Physical 20/+6, Mental 15/+4, Speed 3, XP 23,150

Attacks: Weapon 5d6 or fists 3d6

Powers: Conjunction, control weather, charm, etherealness, illusion, infra-vision, invisibility, power bolt (electricity), sorcery (10,000 XP), negate power, polymorph

Titans are godlike giants from Greek mythology. In a pinch they can be used as stand-ins for the gods. Titans are 25 feet tall and weigh about 7 tons.

VAMPIRE

Level 10, AC 20, Physical 7/+2, Mental 5/+1, Speed 3, XP 12,150

Attacks: Fists 2d6 or bite 1d6 + vampire

Powers: Conjunction (bat swarm, wolf), elemental body (gas), hypnotize, infra-vision, necromancy, resistance (cold, electricity), polymorph (bat, wolf), regenerate (only in coffin), spider climb, vampire (bite)

Vampires are undead creatures that feed on the blood of living beings. They are intelligent and strong and very dangerous. Vampires are skilled at masquerading as living humans, but must return to their coffins in the daytime. Sunlight inflicts 1d6 points of damage each round to a vampire, and light based attacks deal double damage to them. Vampires cannot cross running water and recoil from holy symbols unless they roll a feat of WIS to resist their power or to make a successful attack against the holder of the symbol at -5 to hit to knock it from their grasp. Creatures that die from the vampire's bite rise as vampires under the control of their creator until they have killed at least 13 people, at which point they become independent vampires.

VERMIN SWARMS

A vermin swarm covers a 10 square foot area. Swarms can only be damage with blunt attacks (minimum damage) or area attacks. A creature covered by a swarm must roll a feat of WIS each round to do anything other than swat at the swarm.

Bat Swarm: Level 3, AC 16, Physical 2/+0, Mental 0/-1, Speed 1 (fly 2), XP 400, Attacks—swarm 1d6 | Creatures wounded by a bat swarm lose 1 hp per round to bleeding until the cuts are staunched.

Rat Swarm: Level 4, AC 14, Physical 2/+0, Mental 1/+0, Speed 1 (climb 1), XP 1,400, Attacks—swarm 1d6 + contagion

Spider Swarm: Level 2, AC 17, Physical 2/+0, Mental 0/-1, Speed 1, XP 1,500, Attacks—swarm 1d6 + poison | Spider climb

WEREWOLF

Level 8, AC 19, Physical 7/+2, Mental 2/+0, Speed 2, XP 2,500

Attacks: Claws 1d6 and bite 1d6 + disease

Powers: Contagion (bite), rage, regenerate (except from wounds caused by silver)

A werewolf is a human who assumes a hybrid man-wolf form or the form of a wolf. Victims of a werewolf's bite must roll a feat of CON or be infected with lycanthropy, becoming a werewolf at the next full moon.

WOLF

Level 2, AC 14, Physical 4/+1, Mental 1/+0, Speed 3, XP 200

Attacks: Bite 1d8

A person bit by a wolf must make a feat of STR or DEX to avoid being knocked to the ground and savaged by all nearby wolves for an additional 1d6 points of damage.

XILL

Level 5, AC 20, Physical 5/+1, Mental 4/+1, Speed 2, XP 3,900

Attacks: Bite (paralyze) or claws 2d6 or 2 weapon attacks

Powers: Etherealness, infra-vision, paralyze (bite)

Xill are alien horrors with four arms. They implant victims with their eggs after absconding with them to nests hidden in parallel dimensions. A victim grappled by a xill is bitten and paralyzed for 1d4 turns (resist with a feat of strength). On their turn in combat, they can implant their eggs in a paralyzed creature. The young emerge 90 days later, devouring the host from the inside and killing them. *Heal* destroys the eggs.

ZOMBIE

Level 3, AC 11, Physical 4/+1, Mental 0/-1, Speed 1, XP 600

Attacks: Fists 1d6

Powers: Immunity (all mind powers), invulnerability (meta), ultra-vision

Zombies are corpses animated by means of the *necromancy* power. Zombies are mindless. They take half damage from non-slashing attacks.

SHORE CITY — A SAMPLE SETTING

7

Comic book stories revolve around a villainous plot to do harm to a person, place or thing (or all of the above). The action involves not only fighting the villain and his allies, but in tracking down the villain and unraveling his plot. The key questions become the five W's - Who? What? Where? When? Why?

A setting provides the answers to these questions. For adventures to make sense, they should be grounded in a setting that players can investigate, learn and understand. A setting and characters that are used more than once make it possible for the players to make connections that single-use or extremely vague settings do not.

As the game's Mastermind, you can set your games in the real world. One's own home town is an excellent place to set games, because the players already have a working knowledge of the place and how it works. You can also set your games in an imaginary world of your own creation. This imaginary world is usually called a "campaign world", for it is where the series of super heroic adventures.

How wide is the World?

The world of your campaign can be as vast or compact as you like, and can draw on as many or as few fantastical elements as you like.

A city usually lies at the heart of a comic book campaign, whether it is a real city like New York, or an imagined city like "Center City" from the Cat-Man comics or the "Shore City" presented in this volume. The advantage of using a real city is obvious - one can find multiple maps online of most major cities, along with addresses of nearby businesses, etc. The advantage of an imaginary city is the control it permits the Mastermind. The imaginary city can have anything in it the Mastermind needs and can be modified and expanded as the Mastermind requires.

If you are working on a very low power, street level campaign of two-fisted heroes and racketeers, you need not detail too far outside the city limits. Its myriad streets and citizens are enough to fuel any number of game sessions. If you are working with more powerful heroes, you might want to consider the world beyond the city. Perhaps it is also based on the real world, following the same geography and history. Maybe your imaginary city, if you use an imaginary city, is the only thing imaginary about your campaign. On the other hand, maybe your campaign world has a divergent history - the Axis wins World War II, for example. Perhaps your world has imaginary countries in it as well, perhaps a state ruled by a mad dictator in the heart of Europe. Sometimes, the joy of an imaginary world is the sly literary references and inside jokes it allows the Mastermind to share with her players.

Where to Start?

If you are using the real world as your campaign, your job is as good as done. You can find road maps and guides to real cities on the internet or in your public library. Supplement these with a few notes and you are ready to play.

If you are using an imaginary city, you have a bit more work ahead of you. The key here is to do no more than you must to run your adventures. The reason for your imaginary world's existence is to serve as a setting for comic book adventures. Filling in every possible detail is usually wasted effort. Keeping lots of blanks gives you more time to work on the adventures, and also allows you to add things as the campaign and the players involvement in the campaign grows.

First, come up with a name for your city. Many comic book cities are based on real cities and incorporate things those cities or regions are famous for in the name - an imaginary city based on New York, for example, might be called Empire City or New Amsterdam. For *MYSTERY MEN!*, I decided to make an imaginary city on the shores of the Great Lakes named Shore City.

Once you have a name, you can work on a map. Again, the map of a real city can serve as a ready guide. Shore City, for example, is based on the streets of Cleveland, the

original home of the world's first comic book super hero. You'll want to make a map the players can use for navigation, noting important locations on the map and providing a guide for the players. You might also want a separate Mastermind map on which you can note secret locations.

Once you have established the "where", you need to start filling in the "who". Focus on people with whom the heroes will interact often - the mayor, chief of police, district attorney, public defender, private investigators, scientists and professors, crime bosses, etc. If you think it's important to know who the local high school principal is, include him. If not, leave it blank for now - you might need the principal to be a relative of a hero later, so better not to get ahead of yourself. Throw in some descriptive text about these people - what they look like, their personalities, secret goals and skeletons in their closet. You want these people to be touchstones for the campaign. Maybe Mayor Donaldson has gambling debts, or the daughter of the police chief is secretly a super villain. Comic books are usually over the top, so don't worry about plausibility.

Now that you know the people and places of your heroes' base of operations, you can think about going further afield. Again, you might just want to use the real world with a few fictional characters thrown in. If you want to throw in more fictional cities, countries, planets, etc., it will probably suffice to name them and give write brief descriptions. Until the heroes are winging their way to Silverado City or New Plymouth, you don't need to put much work into them. If they are taking a trip, you'll need to draw a map (maybe less extensive than the map of their home city) and create characters and locations for it.

Shore City

Shore City - "Jewel of the Great Lakes" - is a major metropolitan area on the shores of Lake Erie. Located in Lake County, Ohio, Shore City is known as both a center of industry and a hub for crime in the upper Midwest. Like most major cities, Shore City has port facilities, an international airport and rail service.

In this book, Shore City exists in a somewhat timeless state so that Masterminds can use it for Golden Age, Silver Age, Bronze Age or Modern Age games. Although an original creation, Shore City and its world make use of some characters, places and things invented by other comic book creators that are now in the public domain. I personally have an appreciation for little known characters and a fondness for stringing disparate creations together into a workable whole.

Shore City can be divided into a number of neighborhoods, each with its own character and crime problems and each with a number of important locations and people that should come in handy when Masterminds are plotting an adventure. What follows is a quick description of each neighborhood, some random crimes and events that might befall a hero patrolling that part of town and finally a description of the key locations in the part of town and the people that heroes might find there.

NOTE: This is just a rough guide to an imaginary place. At its heart, it is based on the classic, timeless comic books of the 1940s through 1960s. If you are a Mastermind wishing to use Shore City, feel free to personalize and change it. Don't be afraid to use what you like and throw out what you do not.



College Town

College town is a low to middle class suburb centered on the campus of Shore City University (Go Gladiators!). SCU was founded in the 1850's and has developed into a world-class center of technical and engineering studies.

d6 Patrol Event

- 1 Petty theft (bicycle, wallet, purse)
- 2 College kids staging a protest, with a 1 in 6 chance of ne'er-do-wells causing a riot
- 3 Serious crime (car theft, violent mugging, murder)
- 4 Scientific invention on campus or in Wainwright Labs goes awry – atomic pile goes critical, Frankenstein monster goes berserk, giant robot on rampage
- 5 Thugs of mad scientist stealing technology from Wainwright Labs
- 6 Scientific super villain shows up to battle local heroes

1. Wainwright Labs: Wainwright Labs was founded by millionaire inventor Charles Wainwright, taking space a couple blocks south of the university. A graduate of SCU, Wainwright's scientists and technicians work closely with SCU's students and faculty.

One of the inventions at Wainwright, an android that perfectly imitates a human being in form and personality (with only slight glitches due to sunspots), has been too successful. Mr. Wainwright has been replaced by his own invention, and other scientists are being replaced as well – twelve in all. The androids plan to gain access to the atomic power plant [32] and use it as a means to take control of the city.

2. Swisslaskia Social Club: David, the boy king of Swisslaskia, dissolved his country and moved every single person to the United States to escape the Second World War. The Swisslaskians are now American citizens (there was a Swisslaskian Battalion in the US Army), but they retain a deep love of their country and culture. The club is open to Swisslaskians and their guests and features a *rathskeller*, fine dining and a smoking lounge on the ground floor and offices and royal apartments on the second story. One of those offices belongs to the Clue Club, a group of plucky young Swisslaskian sleuths funded by the Boy King and sometimes joined by him when he is in Shore City. There is a 1 in 20 chance that the Boy King is visiting the club. When the king is in residence, his giant statue Goliath is usually left to stand guard in the harbor.

Boy King (Meta Hero), David of Swisslaskia, Ex-monarch: Level 6, Str 3, Dex 5, Con 3, Int 3, Wis 2, Cha 4, hp 35, AC 11, Atk +5, Spd 2; XP 7,500 (850); Gear—Goliath, sword.

Goliath, Animated Stone Statue: Level 20, Ph 20, Mn 1, hp 80, AC 27, Spd 2; Attacks—Fists 4d6, Powers—None.

3. Mercy General Hospital: Mercy General is the oldest hospital in Shore City, and the most respected thanks to its crack surgical staff. Head of surgery is Dr. Paul Grammercy, who doubles as the mysterious hero Dr. Mercy when not saving lives.

Mercy General is a four story building with several sub-basements (some long forgotten and perfect for the mad scientist who needs test subjects) modern x-ray equipment and several ambulances. The hospital is run by the mysterious St Cuthbert Society, a secret society with ties to the Knights Templar. The Society funds the rescue adventures of Captain Drake Foster, ace pilot and humanitarian. The society's on-site manager is Dr. Martin Lamar, an old doctor hailing from New Orleans with a down-home manner and a taste for crawdads.

Doctor Mercy (Meta Hero), Dr. Paul Grammercy, Surgeon: Level 9, Str 3, Dex 3, Con 2, Int 5, Wis 11, Cha 15, hp 25, AC 10, Atk +7, Spd 2; XP 12,500; Powers—Super Charisma (meta), Super Wisdom (meta), Gear—Medical tools.

4. Shore City University: Shore City University has a large campus of twenty buildings, many laboratories, an astronomical observatory, an experimental atomic pile and six dormitories. The school's mascot is the gladiator and its athletic clubs play in the neighboring Claude Stevens Memorial Stadium, named for a popular professor and ornithologist who was senselessly murdered by racketeers. His son, Ken Stevens, is a biology professor at the university.

5. Third Eye Books: Third Eye is a quirky little shop nestled between a locksmith and a talent scout's office. The bookstore is kept dim and has some small tables and chairs for coffee drinkers and a maze of shelves with everything from German poetry to old college text books and all manner of genuine and false occult works. A trapdoor behind the counter gives access to the cellar, where any number of weird things can be placed by an enterprising Mastermind. Occult detectives, mystics and sorcerers will know of this place and probably visit it from time to time – assume a 1 in 6 chance per visit of running into a sorcerous hero or villain. The owner, Misty Rains, is a bit of a kook, but very friendly and quite knowledgeable about her stock. Like most bookstores, the Third Eye has a resident cat called Steptoe.

6. Cryogenics Laboratory: Started by Dr. Sigmund Parsons, the cryogenics laboratory seeks to freeze people just before they die so that they may be revived later when a cure for their disease has been discovered. They keep dangerous chemicals on site, and the police are suspicious of the operation.

7. Dance-A-Go-Go: Located where Old Town and College Town meet, this discotheque has become a persistent problem for the local police, not only because of scuffles and drunkenness, but because it is a hub for the many illegal activities in Shore City involving the younger set. Johnny Splendor, crime boss of College Town, has his headquarters above the discotheque, and employs some of the kids as unwitting pawns in his schemes. The headquarters is guarded by four goons. Splendor's armored limousine is kept in the alley behind the place for quick getaways.

Downtown

Downtown is composed of tall office buildings in the center, and smaller office and retail buildings on the periphery. In the daytime, the pedestrians are mostly white collar workers, government workers and captains of industry. At night the sidewalks are filled with revelers seeking theaters, restaurants and night clubs. Downtown has the greatest concentration of police in the city, but also the greatest concentration of wealth, keeping those police officers busy.

d6 Patrol Event

- 1 Mugging or other petty theft
- 2 Suicide attempt - person threatening to jump from window
- 3 Carjacking - car chase to ensue
- 4 Building is on fire - major emergency
- 5 Bank robbery - 1d6+2 armed thugs with getaway car
- 6 A super villain is attacking a government building, objective: conquest!

8. Shoreline Apartments: The Shoreline Apartments is the city's premier apartment building, housing industrial magnates, politicians and celebrities. It is constructed in the international style, and boasts a gymnasium, rooftop pool and helipad. The penthouse is owned by Senator Henry Knight, though it is usually occupied by his daughter Sandra, the fabulous Fantome. A secret elevator shaft, just large enough for herself, allows her access to a secret vault in the subterranean garage, where she keeps a black sports car. The doorman is Alex Trevino, a family man from the East Side who does his best to keep ruffians, salesmen and reporters out of the building.

9. Mangor Industries: Mangor Industries occupies this entire 80-story building. The most technologically advanced building in Shore City, it is constructed in the modernist style. The top three floors are the offices and living quarters of Max Mangor. They feature bullet-proof glass, infrared beams to detect intruders, close circuit security cameras, tungsten-steel blast doors that can be triggered with the press of a button on Mangor's lapel and other wonders that have sprung from his fertile mind. Mangor's private secretary is Cherelle Hoover (Lvl 4, 16 hp, stun gun and pepper spray), a former secret service agent with ties to European crime families. Cherelle had a brief affair with Bob Dart, the editor of the *Weekly Star*, that did not end well. Mangor's head of security is Gil Johnson (Lvl 5, 18 hp, handgun), ex-commando and soldier of fortune.

Mangor's sub-basements have the highest possible security (superhuman effort to get past the laser beams, acid pits and computer locks) and hold his newest inventions, including a suit of powered armor soon to be offered to the highest bidder, a belt intended to render a person invisible (still not working properly) and a guardian robot made to look like a supermodel. The robot, codenamed Project Jan, is intended to become Mangor's "girlfriend" and round-the-clock bodyguard after his publishing interests make the world believe that she is a supermodel.

Mangor, aside from being a wealthy inventor, scientist and philanthropist of the highest order, is also a super villain. Although he works behind the scenes, he controls several international criminal gangs and has spies and operatives in every major government and corporate boardroom in the world. He thinks of himself as Earth's secret emperor.

10. Amalgamated Insurance Building: The first skyscraper in Shore City when it was completed in 1928, it stands an impressive 55 stories. It is rumored that a few prominent gangsters form the building's foundation, and the ghost of Jimmy "The Nut" Levine, famed boss of the Waterfront, is said to walk the halls. This might be true, given that a secret vault in the basement holds \$5,000,000 in stolen art treasures. Besides Amalgamated, which takes the top seven floors, there are a number of insurance, law and real estate offices in the building. Amalgamated's top agent, Charles Grey, has a number of big accounts and, due to the rather common occurrence of super slugfests, makes a fine living on the expensive insurance policies of Shore City's real estate.

11. Shore City Police Headquarters: The SCPD has its headquarters in this 12 story building. The building is more secure than most (though not as secure as the Mangor Building). An underground parking garage (two levels) holds police units and motorcycles. Shore City has both an elected police commissioner, Timothy Knight, and a police chief, Michael Davison. Knight is the younger brother of Senator Henry Knight, and thus the uncle of Sandra Knight, the Fantome, although he doesn't know about her heroic identity. He and Davison don't always see eye-to-eye on crime fighting techniques, Davison being an old hand who rose through the ranks and fought many a gangster and racketeer. The best and most honest man on the force is Lt. Scott Morrison, a 15 year veteran of homicide and occasional ally of the Black Fury.

12. Planet Communications: Planet Communications is a media conglomerate that started as a newspaper, the *Daily Voice*, in the late 1800's. Founded by W. Griffith Concey, his great-grandson Louis is now largest shareholder and chairman of the board. Planet is the hub of a worldwide network of television, radio and newspapers, though they have never gotten their hands on privately held WEGG. The building has 75 floors, with the lowest 10 and top 6 occupied by Planetary and its subsidiaries. The building includes television studios, radio studios and presses down in the basement.

13. City Hall: This is Shore City's new city hall, built a few blocks from the old city hall in the international style. The old hall is now occupied by government offices (state, local and federal). Mayor Davis has his offices in this 20 story building. It has a security staff of 20 police officers.

14. Federal Building: Shore City's federal building, constructed in the Art Deco style during the Great Depression, houses the federal courts and the local branches of the Secret Service, FBI and Department of Space (mostly as a liaison for Mangor Industries). The honorable Andrew Kane, federal judge for 20 years, is the grand old man of Shore City's judiciary.

15. Imperial Building: This beautiful art deco construction is the tallest in Shore City. It is 103 stories, with two sub-levels atop an abandoned subway station. Businesses in the Imperial Building include the Tick Tock Diner on the first floor, the Blue Velvet Room on the second floor and the secret headquarters of the Golden Gladiators on the top floor. Building security employs 30 guards. The first sub-level holds maintenance and security facilities.

16. Stan's Red Cup Cafe: Stan's is a venerable old coffee shop that has been serving business people and downtown shoppers for three generations. It is currently run by Mike Gross, the grandson of the founder, Stan. Stan's serves breakfast and lunch and late night desert. The corner booth has been rigged by Black Fury to allow for quick escapes into a bricked up cellar that opens into the alley behind the café.

17. The Old Mercantile Exchange: The Mercantile Exchange dates from the late 19th century and hosts a commodities exchange and a business bank. President Robert Walker represents the oldest of the city's old money, with a family line that dates back to the pioneer days in the late 18th century. The vault is located in the cellar, and while it is fairly old, it has a very modern lock that takes a superhuman effort to crack. A staff of six armed guards is always on duty, and the vault holds 1d10 x \$500,000.

18. Mayor's Mansion: Mayor Jonathan "The People's Friend" Davis makes his home here, with his wife of 20 years and his five children (Thomas, the youngest at 16, having fallen in with a bad crowd). The mansion is guarded by four armed guards and secret serviceman Miguel Flanagan (codename Chattanooga, Lvl 6, 25 hp). The mayor's residence was constructed in the mid-19th century in the Beaux-Arts style, but it has all the modern conveniences. The mansion's vault holds various important papers, and the halls play host to about 1d6 x \$10,000 worth of art.

19. McTate & Mann Advertising: McTate & Mann is the city's premier public relations firm, having contracts with several local corporations, including Mangor Industries and the Golden Gladiators (super-heroes cause a great deal of collateral damage and public relations is imperative). Derrick McTate runs the show these days, with Ernie Mann having retired. His top person is Laura Sanderson, who handles the Golden Gladiator's account. Laura has an unfortunate gambling habit, a habit that Max Mangor knows about and has filed away for later use.

20. WEGG Radio Building: This tall building is topped by a large broadcast antenna. WEGG radio is the local radio powerhouse, dominating the ratings and specializing in news broadcasts. WEGG is owned by Eustace Gable, who would prefer an all-news format, but has begrudgingly consented to play rock & roll. His top news person is Penelope Kirt, a local gal done good who was born and raised in Old Town and who served some time as a war correspondent overseas. More than a few local politicians have had to go through the ordeal of a Kirt interview and all the local celebrities fear the sharp tongue of Benny Petron, morning shock jock.

21. Lake County Power: Lake County power has a monopoly on power generation in Lake County, of which Yorktown is the county seat and Shore City is the largest community. This building houses LCP's corporate offices and their central computer. The president, Debra Mendez, has an office on the bottom floor because she's deathly afraid of heights.

22. Star Building: The Weekly Star has its offices here in a three-story masonry building originally built in the 1890's and thus highly ornamented. The *Weekly Star's* editor is Bob Dart, secretly the mystery man called Swiftarrow. The presses are in the basements and the southern quarter of the building is given over to distribution. The *Weekly Star* is more of a newsmagazine than newspaper, and it tends to take a hard line on racketeers and political corruption. Bob Dart has few friends in high office and Max Mangor's private secretary, Cherelle Hoover, had a brief affair with him that has left her bitter. Dart's star reporter is Scott Morrison, who has many dangerous contacts in the local underworld, as well as some informants on the police force.

23. Brazonia Petroleum SA: The state-owned oil company of Brazonia, a South American nation nestled between Brazil and Venezuela, has its American headquarters in Shore City because it owns a controlling interest in offshore oil fields in the Great Lakes. The local chief of operations is Adan Casares, a hawkish man with a sharp head for business. He is well known for his opulent suits and expensive Cuban cigars. Adan runs a spy ring - corporate espionage - in Shore City that extends throughout the United States. His spy chief is Vinicio Gaytan, who can claim credit to no fewer than three coups in banana republics. He has clashed many times with Chattanooga [18].

24. First National Bank: Shore City's First National Bank is located in a large art deco building with 20 stories, many of them occupied by the bank and its staff. The president of the bank, Steven Hooper, is a hard-nosed financier with a shock of silver hair. He has been through a dozen booms and busts.

East River

In the old days, this was the upper class neighborhood of Shore City. Now, it is a lower to middle class neighborhood of white collar workers from Downtown, blue collar workers from the Industrial Corridor and Waterfront and a few hipsters renovating old brick warehouses to be used as riverfront apartments.

d6 Patrol Event

- 1 Petty theft (bicycle, wallet, purse)
- 2 Gang activity
- 3 Serious crime (car theft, violent mugging, murder)
- 4 Domestic dispute
- 5 House or building fire
- 6 Something unwholesome crawling out of the river

25. Fireball Field: The Shore City Fireballs play their baseball games here. The club's headquarters is located next to the field in a three-story office building famous for its bright orange paint. The Fireballs have not won a championship pennant in 13 years, but they have very loyal fans. Games are played under tight security, given the tendency of super villains to use major televised events to make long-winded soliloquies about their plans to rule the Universe. The Fireball's colors are red and white, with yellow trim.

26. The Bon Ton Mall: The Bon Ton is a modern enclosed mall located just outside downtown. Mall security is fairly lax (normal humans, no guns). The mall is a two-story structure with a large fountain in the central rotunda.

27. Shore City Savings & Loan: Shore City Savings & Loan has its main branch and offices in a three-story building here. The building is architecturally uninteresting. It is protected by four armed security guards, and has a sturdy vault that carries 1d6 x \$150,000 and safe-deposit boxes that contain about 1d4 x \$30,000 worth of stock certificates, jewelry and other valuables. The president of the savings and loan is Montgomery Fletcher, a man with a keen business sense and a willingness to bend the rules to close a large deal. His wife, Gloria, is considerably younger than him and is locally famous as the weather girl at Planetary Communications.

28. Municipal Zoo: Shore City's municipal zoo is rightly famous for its well-tended gardens, interesting enclosures and its collection of odd creatures (including an owlbear and hippogriff) taken from the nefarious Doctor Allirog after that villain was apprehended by Captain Future. The zoo is also home to a family of three giant white gorillas. The gorillas, unbeknownst to the zoo staff, have psychic powers. They control the zoo and use some of the smaller animals to conduct heists. The zoo's director is Wallace Greenbaum, a balding gentleman with a religious fervor for conservation.

Hippogriff: Level 3, Ph 5, Mn 3, AC 15, Spd 2 (Fly 3); Attacks—Claws 1d6 and bite 1d8, Powers—Darkvision.

Owbear: Level 5, Ph 6, Mn 3, AC 15, Spd 2; Attacks—Claws 1d6 and bite 1d8.

Psychic Gorilla: Level 5, Ph 6, Mn 9, AC 15, Spd 2; Attacks—Claws 1d6 and bite 1d8, Powers—Charm, ESP, Precognition, Telekinesis, Telepathy.

Industrial Corridor

The industrial corridor of Shore City extends for many miles and forms the backbone of the city's economy. The largest development in the corridor is, of course, Shore City International Airport, which is bordered by warehouse facilities.

d6 Patrol Events

- 1 Labor strike threatens to become violent, maybe spurred by foreign agents
- 2 Truck hi-jacking (probably by gangsters)
- 3 Warehouse robbery
- 4 Factory accident (chemical fire, explosion)
- 5 Super villain attack on a factory or the airport
- 6 Major event at the Atomic Power Plant

29. Shore City International Airport: Shore City International handles hundreds of flights each day. The airport is run by Ofelia Harrel, the daughter of famed pilot Joseph "Zip" Harrel. Besides the domestic and international carriers, the airport also handles private planes and helicopters, including the cargo and rescue aircraft of the St Cuthbert Society's ace pilot Captain Drake Foster.

30. Acme Aviation: Acme Aviation is involved in aircraft design, partnering with various manufacturers. Much of its business is involved in designing, building and testing prototype aircraft and engines. Lance Gallant's brother Michael was a test pilot before sabotage ended his life and created Captain Triumph.

31. Gallegos Ball Bearings Factory: Enrique Gallegos came to America from the Philippines with nothing but the shirt on his back. Settling in Little Asia, he hustled and saved and started a business that eventually turned into this factory. Enrique now spends his days in retirement in his mansion in the West River neighborhood while his daughter Lydia, a keen go-getter with an Ivy League education, runs the factory.

32. Mangor Research: Mangor Research is a research and development facility for weapons systems with several military contracts. The laboratory is currently working on the next generation of missile guidance as well as the military applications of light, including destructive lasers and invisibility. The head of research is the lovely and devoted Dr. Stephanie Kane.

33. Atomic Power Plant: This power plant was originally a research project of the university's physics department, but has since been taken over by the power company. The plant has three reactors and an excellent safety record (aside from producing two atomic supermen and one radioactive monster). Chief engineer Monte Hooper, a graduate of SCU, does his best to keep things running smoothly, while plant manager Jamison McDaniel schemes to take the job of his boss, Debra Mendez.

34. United Motors Plant: The United Motors Plant covers 60 acres and produces both sedans and vans. The plant consists of three factory buildings and a three-story office complex. It is run by a cigar-chomping autocrat named Benito Santiago, a company man with high blood pressure and a knack for angering the local labor union.

35. Stross Chemicals: R. G. Stross started this chemical company during the war, making acids for military applications. The metal building has a dozen vats that are mostly used for mixing paint thinner. Stross still shows up for work every day, though he is confined to a wheelchair. His junior partner, Cathryn Blevins oversees most of the day-to-day operations. Stross has recently been overheard at the Millionaire's Club making claims of a great chemical discovery that will put his company back on map.

Little Asia

Ostensibly the southern leg of Old Town, this neighborhood has long been favored by new immigrants from Asia. Roaming through the area, one finds first and second generation immigrants from China, Japan, Korea, Thailand, Larijuna, Zandipore and the island country of Ricca. A few third generation immigrants stay in Little Asia, but most move on. The neighborhood was constructed in the early 20th century and is mostly composed of brick buildings between three and four stories tall.

d6 Patrol Events

- 1 Mugging, harassment, vandalism, petty thefts
- 2 Robbery of a shop - brick through a window
- 3 Gangster activity - threatening a shopkeep, a drive-by shooting
- 4 Tenement fire (50% chance of a child trapped inside)
- 5 Drug activity (dealing, violence)
- 6 Assassination by 1d4+1 ninja (elite warriors with invisibility power)

36. Tattoo Emporium: Qiu Gang, an elderly first generation immigrant from China, runs this tattoo emporium. He employs three younger men and women, who do a thriving business with sailors and young toughs. The parlor's entrance is in the alley behind the building, a brick tenement of four floors.

37. Oolong Tea Room: This comfortable tea room occupies the ground floor of a three-story brick building. It is run by Madame Lei-Ti, daughter of Dr. Wu Chang, a drug lord who runs his operations from the cellar. Wu Chang employs four elite bodyguards armed with hand guns. Lei-Ti also offers her services as a reader of palms and in this way makes contacts with many upper class men and women.

38. Friends of Tibet: Although maintaining its independence in this world, thanks to the bravery of such heroes as Amazing Man, the Flame, Green Lama, the Human Meteor, Mr. Mystic and Wonder Man, Tibet remains under siege by the communist Chinese. The Friends of Tibet is an aid society that also acts as a contact house for agents of

Tibet. There is a 1% chance per visit that one of the aforementioned heroes is paying a visit to the society.

39. White Tiger Martial Arts: Zhong Bai is the xifu of this academy, which instructs young men and women in shaolin kung-fu. Master Bai, as he is known in the neighborhood, is a kindly man of middle-age who dresses in the manner of his ancestors. He teaches his students to be protectors of the community.

Master Bai (Meta Hero), Martial Artist: Level 5, Str 5, Dex 20, Con 10, Int 4, Wis 6, Cha 3, hp 38, AC 16, Atk +4, Spd 4; Powers—Super Constitution (meta), Super Dexterity (super), Super Speed (meta).

40. Twin Dragon Studio of Self Defense: Sensei Taro immigrated from Ricca twenty years ago when the Claw, demonic ruler of that island country, was defeated and exiled. He eventually found his way to Shore City, where he ostensibly teaches judo, but actually teaches ninjutsu, selling the services of his pupils to the city's ne'er-do-wells as spies and assassins.

Sensei Taro, Martial Artist: Level 8, Str 6, Dex 10, Con 10, Int 3, Wis 5, Cha 5, hp 60, AC 13, Atk +6, Spd 2; Powers—Super Constitution (meta), Super Dexterity (meta), Gear—Shuriken, pistol.

41. Lakshmi Restaurant: Malini Ram runs a busy establishment, serving up curries for a hungry lunchtime crowd drawn from College Town and Downtown. The staff is friendly and efficient, but just about anyone can see the stress on their faces when the mistress is around. Although she seems cold in public, she has a terrific temper in private, and more than a few waiters and cooks have quit rather than face her fury. Their stress is well founded, for Malini is actually a rakshasa come from the sub-continent to spread her evil in America.

Rakshasa: Level 7, Ph 5, Mn 5, AC 21, Spd 3; Attacks—Claws 1d6 and bite 1d6, Powers—Darkvision, polymorph, read minds; Rakshasa suffer only half damage from non-magical weapons and can only be killed by weapons blessed by a Brahmin priest

Old Town

Old Town was once the entirety of Shore City south of the Waterfront. It is now the old and poor part of town, filled with tenements, cheap hotels, taverns and crime. Working class folks make their homes in the southwestern portion, near East River.

d6 Patrol Events

- 1 Mugging, harassment, vandalism, petty thefts
- 2 Robbery of a shop - brick through a window
- 3 Gangster activity - threatening a shopkeep, a drive-by shooting
- 4 Tenement fire (50% chance of a child trapped inside)
- 5 Drug activity (dealing, violence)
- 6 Gang war - 2d6 thugs on each side with machine guns

42. Abandoned Opera Hall: This gothic revival opera house served the community for many decades, but is now abandoned and in terrible need of repair. Vandals have covered the exterior with graffiti and homeless people and gang members have ruined the interior, though the crystal chandelier still hangs from the ceiling. The villainous Doctor Death has a secret hideout under the opera house that has not yet been discovered. He has several traps (pit falls, poison gas and poison darts) to keep intruders out.

43. Pop's Soda Counter: Pop's is one of the few decent places left in Old Town. Pop is a war veteran and a substitute father for many of the kids in the neighborhood, regardless of race, creed or color. The Down 'n Out Kids, a gang of colorful local punks, can usually be found here when they aren't busy with some adventure or escapade.

44. Shoreline Baptist Church: This church was founded by African-Americans migrating from the South and still serves as a center for their community in Shore City. The church has seen better days and the church members are currently hitting the streets raising funds with the help of Captain Triumph. Behind the church there is a community center with an active youth group. Deacon Charles Wensley runs the church, and the pastor is Bernard Waxter.

45. Tip Top Tavern: The Tip Top Tavern has been serving the criminal element, including super villains, for decades. It is a dimly lit dive that serves beer and cheap liquor in the front room and higher class fare in the backroom, reserved for super villains and gangsters who can pay. Dominick Pagliari is the bartender, a short man with a bulbous nose and beady, blue eyes. The bar is owned by Matthew "Echo" Schmeer, crime boss of the Waterfront. High level gang meetings are often held in the hidden basement, a holdover from Prohibition with tunnels that connect to the sewers.

46. Schonburg Street Mission: The local mission is run by Father Harley Hoaglan, a gang member in his youth who was saved by St Cuthbert's and then pursued a life in the church to give something back to the community. Despite his age and short stature, he is a skilled fighter and a quick friend to those in need. The mission is a three-story structure with a soup kitchen, offices and infirmary in the ground floor and dormitories for men, women and children on the upper floors.

47. Old Town Medical Clinic: The doctors and nurses in this free clinic have handled just about every injury and illness you can imagine. Dr. Sarah Malone runs the place with the financial aid of Mangor Industries and St. Cuthbert's Cathedral. She does a brisk side business in patching up the Black Fury after a night of crime fighting.

48. The Palladium: The Palladium was built as a vaudeville theatre in the 1920's and was soon retro-fitted into a movie palace. The theatre is now owned and operated by Theodore Klopfenstein, an old movie buff and former captain of industry. Renovating and operating the movie theatre was a dream of his, but vandalism and theft by kids in the neighborhood is making him seriously consider closing shop.

49. Shore City Orphanage: The Sisters of Eternal Mercy run this orphanage on behalf of the city. The first floor of the building is comprised of a school, infirmary and offices, and the upper two stories are dormitories for the boys and girls. Ken Baring, also known as Dynamic Boy, spent his formidable years in this orphanage, and now does his best to support the sisters and their good work.

50. Al's Pool Hall: This seedy pool hall would be unremarkable if not for the fact that Boss Feeney, boss of western Old City, has his headquarters in the cellar. Two armed thugs guard the entrance, and the manager can signal trouble by pressing a button under the counter. The headquarters is guarded by six thugs, and Boss Feeney is present about 60% of the time. He makes book and runs a protection racket.

51. Belvedere Hotel: The venerable Belvedere is a four-star hotel that has defied the slow rot that has taken hold in Old Town. Manager Marion Cornn runs a tight ship, keeping the staff friendly and busy and the guests pampered and happy. The hotel is an art deco structure that stands 22 stories high, giving guests a fine view of Lake Erie and the skyscrapers of Downtown.

52. Boom-Boom Room: The Boom-Boom Room is a cabaret that serves as a meeting place for criminals of all kinds. It is owned by Alvin E. Wolcott, dapper boss of the East Side, and the bartender is Ronnie Buechler, a three time loser with a killer left hook (elite warrior). Lovely torch singer Dena Aveltine is the main attraction.

53. CW Barton's Department Store: Barton's is the oldest department store in Shore City and is still visited by folks from the Downtown and East River neighborhoods. The Art Nouveau structure is five stories high, with a basement for deliveries. The store is now run by the great granddaughter of the founder, Clarissa Barton, who would like to build a new store in College Town but cannot afford to do so. Arson and insurance fraud have crossed her mind, but she hasn't yet summoned up the courage to do it. Her boyfriend, Alex Dasovich, works for Boss Feeney and is aware of her temptation.

54. St Cuthbert's Cathedral: St Cuthbert's Cathedral is the oldest Catholic Church in Shore City and is still one of the loveliest. It is considered off-limits by the gangsters. Bishop Ghilardi runs the cathedral and keeps his offices there. He and his priests do their best to keep the youth of Old Town on the straight and narrow path. The Golden

Gladiators are known to do charity work on a monthly basis at St Cuthbert's and other houses of worship in Shore City.

55. Acme Bus Lines Terminal: This terminal serves as a hub for Acme Bus Lines, which operates throughout the Midwest and Northeast USA. The terminal is built in the Art Deco style and is usually crowded.

56. Temple Beth Shalom: This lovely synagogue was constructed in the 1920's. It is known for its dome and the many good works of Rabbi Matthew Julias, an outspoken advocate for civil rights.

57. Municipal Water Works: Commissioner Horace Goldsleeve runs a tight ship at the local water works. Ten armed guards make sure the local crime bosses don't tamper with the water supply.

58. The Daily Clarion: The *Daily Clarion* is the top newspaper in Shore City. Started 35 years ago, it is a trusted daily with a large circulation owing to the spicy column written by crime reporter John Perry, secretly the crime fighter Black Fury. The Clarion building is four stories tall and built in the Gothic revival style. The presses are located on the ground floor, the archives in the basement and a distribution dock behind the building.

Riverfront Park

Riverfront Park is a large area of woods and meadows with picnic grounds located near the major streets, dock facilities for small water craft and horse trails. Crime is almost unheard of here, outside the rare fist fight or a small bit of pilfering. Local kids sometimes park in the northern portion of the park to make out, but the rangers discourage this behavior.

59. Riverfront Pavilion: This pseudo-rustic building of wood and stone with a cupola-style roof is nicknamed the Pavilion, but is really just a glorified maintenance shed. The groundskeepers and rangers belong to a cult of dark druids who wish to return Shore City to wilderness. They are currently hatching a plan involving the animals at the Municipal Zoo [27]. The druids meet in the woods on the solstices and equinoxes and maintain a base under the Pavilion. Head ranger Eddy Bis and parks administrator Cheryl Misasi are both members.

Waterfront

The Waterfront has been settled since the mid-1800's, with most of the buildings there having been built and rebuilt several times. The waterfront mostly consists of warehouses, light industrial space, old apartment buildings, flop houses and taverns. Clark Marina is one of the few decent looking establishments on the waterfront.

d6 Patrol Events

- 1 Drunk and disorderly, harassment, petty theft
- 2 Smugglers (at night) or fight (day or night)
- 3 Gangster activity - threatening a shopkeeper, a drive-by shooting
- 4 Fire on the docks or ship in distress
- 5 Warehouse robbery
- 6 Attack from beneath the Great Lakes (slime creatures, amphibian warriors)

60. Longshoreman's Hall: Longshoreman's Hall is a large brick building that serves as the headquarters for the local teamsters union. Secret tunnels underneath the hall were used for smuggling during Prohibition, but have been bricked up for decades. The head of the union is Saul Dimano, an old school teamster and friend (though not member) of organized crime. He takes his orders from Boss Blakley, who controls the Waterfront and has his headquarters here. A dozen thugs are always around to keep the peace.

61. Marine Scrap Yard: This large scrap yard, run by Jarred Smerud's family for three generations, deals mostly in nautical scrap, but also wrecked or old cars and lumber. Local youth gangs often hide out in the scrap yard, and local mad scientists sometimes shop here for robot-building material.

62. Salamander Stadium: Salamander Stadium was built 30 years ago to revitalize the Waterfront. It is surrounded by newer retail and is just a stone's throw away from the abandoned amusement park. The Salamanders are two time world champions of professional football (American football, to be precise), but it's been more than a decade since they won the championship and the home crowd is getting restless. Newly recruited quarterback Sean Wills is expected to make a real impact next season. The Salamander's colors are red and gold.

63. Clark Marina: Clark Marina is one of two marinas for small, private craft on the waterfront, the other being located about 20 minutes to the east. Even though the other marina is newer and somewhat nicer, Clark has tradition behind it and its closer to Downtown, making it the favored spot for yachts. About 30 yachts anchor at Clark Marina, along with many smaller sailboats and fishing boats. Day-to-day operations are run by Bruno Howcroft, a former merchant marine and a man raised on the tough streets of Old Town. Bruno is a kind-hearted old rascal who is willing to talk to private detectives for a few bucks, but never the police.

64. Iron Island Prison: Iron Island is a super high security prison run by Warden Donald Wheeler. The upper portion of the prison contains gangsters, murderers, rapists and other maximum security criminals. Beneath the prison, in a watertight complex dug into the granite island, are kept supervillains apprehended all over the Midwest. The Beast, Doctor Death and Nazi Shock Gibson have all spent time in Iron Island. The sub-prison is patrolled by androids constructed by Wainwright Labs. Current inmates include Super-Size, Ro-Man 2J and Shrodinger.

65. Caesar Shipyards: The Caesar Shipyards were established during the war to build patrol boats and pocket freighters. They now build a variety of smaller craft, though much of the yard is now idle. New owner Alvin Spellman is pressing Senator Knight to move a space rocket contract to the shipyards to bring Shore City into the future of engineering, and he has partnered with Max Mangor in this enterprise.

West River

The West River represents the western suburbs of Shore City. It consists of a sprawl of lower-middle class to lower-upper class homes, small parks, retail centers, car dealerships and schools.

66. 528 Andriola Way: The suburban home of Lance Gallant, the secret identity of Captain Triumph. The home is a single-story ranch with a large yard.

Beyond the Map

Shore City extends for quite a ways beyond the map, mostly consisting of suburbs and industrial sites. To the east is Wilson Naval Air Station, and to the south Fort Mauldin Army Base. Located about seven to eight miles offshore are a number of oil derricks working oil fields discovered underneath the Great Lakes.

Beyond Shore City

Beyond Shore City is Lake County. The United States of this fictional world is not terribly different from the one we know, aside from the addition of such places as Atomic City, CA, Silverado City, NV, Saint Margethe, MN, New Plymouth, MA and Center City, IL.

History is generally unaltered, though the details now often include superheroes and supervillains and the technology, at least in the hands of a few, is more advanced than in the real world. The first moon landing, for example, took place in 1952 by Rocky X of the Department of Space rather than in 1969 by Neil Armstrong of NASA.

The world includes a few imaginary countries as well. Perhaps the two most famous (or infamous) are Fascovia and Ricca. Ricca is an island nation in the Pacific that was once home to the demonic Claw. Ricca was allied to Japan and Nazi Germany in World War II and even helped them launch an invasion of Hollywood that was repelled by Black Cat, Shock Gibson, Captain Freedom, Ted Parrish and War Nurse and her Girl Commandos.

Fascovia is a small nation located between Germany, Switzerland and France. An ally of the Axis powers in World War II, it became the final home of most of the Nazi and fascist supervillains (and Hitler's brain, according to some tabloids), and thus managed to survive its larger ally's defeat. Ruled by the villainous scientist Kilgor and his robot army, it annexed Swisslaskia when King David dissolved that nation and moved its

population to the United States. Fascovia is now a safe haven for the likes of Baron Doom, Captain Nazi, the Green Ghost and Iron Jaw. Other fictional countries that exist in the world of Shore City include Balkania, Iremistan, Larijunia and Zandipore in Asia, the European nations of Aissur, Andura, Rutania and Slivonia and the South American nations of Brazonia, Mexidor and Parador.

ALL FALL DOWN — A SAMPLE SCENARIO

8

“All Fall Down” is a sample adventure for *MYSTERY MEN!* Although written to star the Golden Gladiators that are introduced in this book, it should be easy enough to modify for your own heroes.

The Plot

The Clown, arch-villain and super spy, plans to topple the Imperial Building, the building in which the Golden Gladiators have their headquarters. The fact that he may kill thousands in the process is, in his mind, irrelevant.

The Clown’s plan is simple: He will install an “earthquake machine” (technically it is a Vibrational Inversion Harmonics Generator or VIHG, invented by Dr. Gilliam King of Wainwright Laboratories) in an abandoned subway tunnel beneath the Imperial Building. Once the machine is activated, The Clown and his compatriots have 30 minutes to get away before an earthquake topples the structure.

The Timeline

Adventures usually revolve around villainous plots that occur on a timeline – i.e. they happen whether the heroes respond appropriately or not. The following timeline is used for this adventure. Note – some parts of the timeline occur before the beginning of the adventure, but need to be understood and taken into account by the Mastermind to properly run the adventure.

30 days ago, Dr. King came under increased pressure to create an operating prototype of his VIHG. Synthetic crystals have proven incapable of producing the correct harmonics, and Wainwright Laboratories balked at purchasing an expensive diamond.

25 days ago, Dr. King was approached by a private investor interested in his research and willing to provide a \$25 million dollar diamond. He accepts the proposal and scurried off one night with his research, leaving the inoperative prototype in his laboratory. The “private investor” is the Clown, but Dr. King did not know this.

4 days ago, Dr. King, working in a hidden laboratory outside Shore City, finished his new prototype, with some modifications suggested by his new benefactor. All that

remained was to obtain the needed diamond, which was arriving in a few days on the royal yacht of the Shah of Iremistan.

Today

7:00 AM: Alarms go off at the First National Bank of Shore City [24]. Five thugs of Boss Feeney hit the bank. They steal \$400,000 dollars, but their primary mission is to distract heroes from the real plan. The thugs escape in a waiting sedan and head into the subway station at Robinson and Cole.

7:15 AM: Alarms go off at Shore City Savings & Loan [27], hit by four of Feeney's thugs who abscond with \$250,000 dollars. They proceed in a sedan east down Siegel to the subway entrance at Siegel and Reeves.

8:00 AM: Both sets of thugs leave the subway at Robinson and Novick, where they enter a waiting armored car. The car heads for a cabin in the woods about 2 hours outside Shore City.

9:00 AM: A runabout called the *Ozymandias*, owned by Boss Schmeer, is stolen from the Clark Marina on the Waterfront. The runabout carries the Brute and four elite mercenaries who work for the Clown. Their target is the *Royal Pearl*, the yacht of the visiting Shah of Iremistan.

9:30 AM: *The Royal Pearl* is met by the *Ozymandias* and boarded after it takes gunfire. The Shah and his daughter are aboard, along with four bodyguards. The Shah's diamond is stolen by the Brute, who then proceeds to a rendezvous point 2 hours outside Shore City.

10:00 AM: The armored car and the stolen *Ozymandias* arrive at the cabin of Hans Gimmel, a Swiss jeweler of shady reputation who arrived three days earlier, summoned via the underworld by the Clown for an important job. His fee is \$500,000 dollars, the remainder of the stolen money going to Boss Feeney's organization.

4:00 PM: Six hours of work by Gimmel cut the diamond to the proper shape for the VIHG. The Brute and the elite mercenaries leave in the armored car headed into Shore City. Feeney's thugs are met by two sedans and also head into the city.

5:00 PM: The Clown and four elite mercenaries arrive at the Imperial Building's loading docks with the VIHG, which is disguised as a generator. They proceed to access the sub-levels, making their way through a long forgotten door that accesses the old subway station beneath the building.

5:45 PM: The VIHG is assembled and ready to go. It lacks only the diamond to power it.

6:00 PM: The armored car is hidden in an alley behind Planet Communications [12]. The Brute and his men, disguised as maintenance workers, proceed south to the subway

entrance at Robinson and Kirby. Once in the station, they enter a door marked "Maintenance – No Entry" and enter the old subway tunnels that are located above the new subway tunnels.

6:15 PM: Feeney's thugs reach his penthouse apartment with the stolen money, which is put into his vault.

6:20 PM: The Brute and his men reach the abandoned station beneath the Imperial Building. The diamond is handed over to Dr. King, who is now working under duress.

7:00 PM: The diamond is properly loaded and calibrated and the Clown turns the machine on. Dr. King is stabbed by the Clown and left to die. A note will be found in his apartment explaining his anger over his experiments not getting more respect, and thus his decision to prove to the world his genius. In a world with super villains, a letter like this is quite plausible.

7:30 PM: The VIHG reaches its critical stage and causes an earthquake which destroys the foundation of the Imperial Building, destroying it and the area around it. The Clown and his compatriots are on the road to Center City.

1:30 AM: The Clown and his men arrive in Center City and proceed to the airport, where they have a 4:00 AM flight to Fascovia with connections in Washington D.C. and Stuttgart, Germany.

SETTINGS

While it is impossible to guess what a group of players is going to do, the following settings might be useful to you during this adventure.

Al's Pool Hall / Boss Feeney Hideout [50]

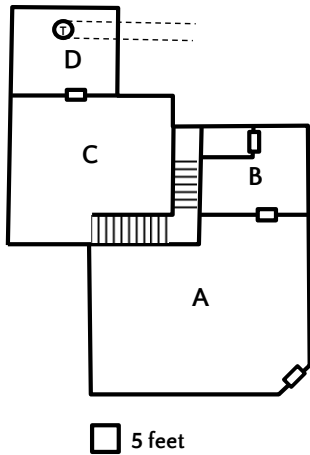
Boss Feeney has his hideout in the cellar beneath Al's Pool Hall. A broom closet in the upper level of the pool hall has a secret door in the back. One knocks three times and panel opens, allowing a machine gun toting thug behind the panel to check things out. If everything looks okay, he can open the secret door, which leads to a long wooden stair down to the cellar. The cellar is filled with twelve criminals (ordinary humans) and four armed thugs, as well as Boss Feeney during business hours. A trapdoor in the floor beneath Boss Feeney's desk allows access to a brick-lined tunnel that leads into the sewer system.

A. Al's Pool Hall

B. Al's Office

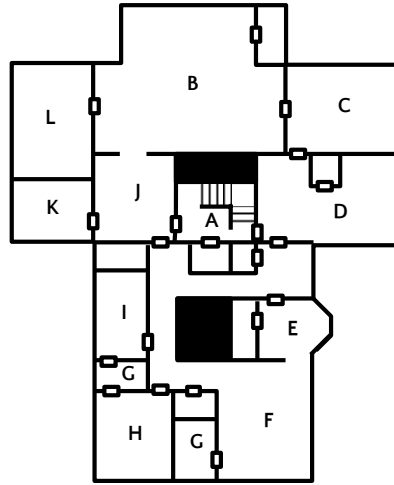
C. Hideout

D. Boss Feeney's Office



BOSS FEENEY'S HIDEOUT

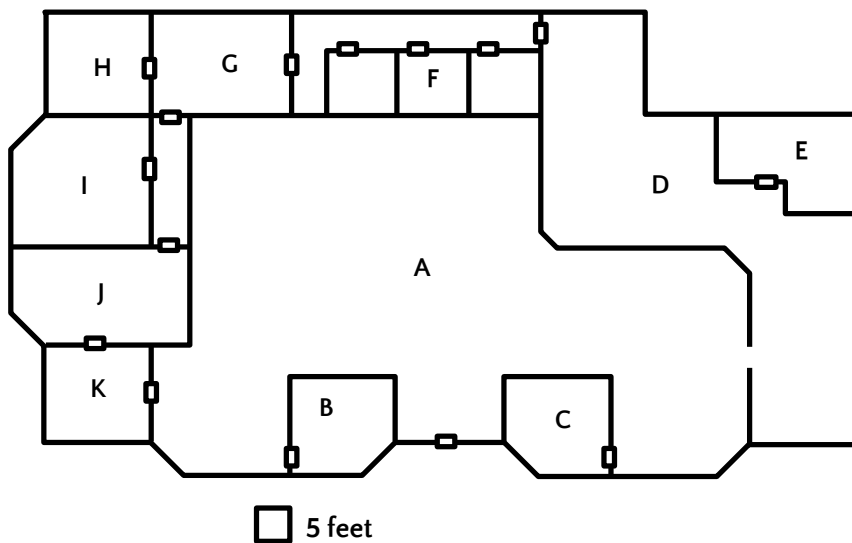
BOSS FEENEY'S HOUSE



Boss Feeney Home

Feeney's posh flat is on the 7th floor of a building on Tuska Street. He lives there with his wife, son (18 years old) and two daughters (15 and 11 years old). Feeney has an armed thug (Level 3) who poses as a butler and a maid. His office contains a wall safe that holds a ledger detailing his criminal enterprises (in code). There are several matchbooks from Al's Pool Hall scattered around the house.

- | | | |
|---------------------------|----------------------------|-----------------------|
| A. Stairwell and Elevator | B. Living Room w/fireplace | C. Dining Room |
| D. Kitchen | E. Laundry Room | F. Master Bedroom |
| G. Restroom | H. Son's Bedroom | I. Daughters' Bedroom |
| J. TV Room | K. Feeney's Home Office | L. Study |
| M. Balcony | | |



First National Bank [24]

The First National Bank of Shore City is well appointed with marble tile and polished oak. There is an armed guard standing inside the entrance doors and a second guard behind the teller counters. Two additional guards are on break upstairs. The vault has a round door that is 3.5 feet thick and weighs 20 tons. The lock takes a superhuman effort to crack. The vault contains \$400,000 dollars in cash and other valuables (gold, stock certificates) to the amount of \$1 million. Bank president Steven Hooper is in his office between the hours of 10:00 AM and 6:00 PM.

- | | | |
|-------------------|---------------------|-----------------------|
| A. Lobby | B. Stairwell | C. Security Room |
| D. Teller Area | E. Manager's Office | F. Loan Officers |
| G. Vault Room | H. Vault | I. President's Office |
| J. Secretary Pool | K. Receptionist | |

Shore City Savings & Loan [27]

The Shore City Savings & Loan consists of a lobby with a teller counter, three offices and a small vault with a 2-ft thick steel door (mea level lock) that weighs 8 tons. The vault contains \$250,000.

Cabin of Hans Gimmel

Gimmel's cabin consists of a single room with a small kitchen, bed, radio and two comfortable chairs. A trapdoor underneath a bear rug by the fireplace leads into a well-lit cellar in which Gimmel keeps a small workshop with a complete set of

jeweler's tools. As an added precaution, the Clown has equipped the cabin with a trap in the form of a *force cage* that holds people in the cabin for up to 4 hours. It is powered by a generator in the cellar. The cellar has a separate entrance/exit door located outside the cabin.

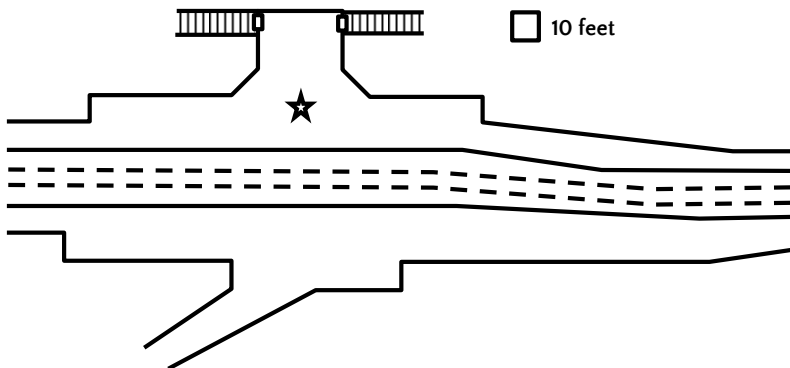
Royal Pearl, Yacht of the Shah of Iremistan

The Royal Pearl is a 100-ft long yacht. The upper deck has a galley, lounge and two staterooms and there are an additional four staterooms below deck. The yacht is currently carrying the Shah of Iremistan and his daughter, the Princess Peri. The shah is guarded by four elite warriors. Two are armed with machine guns and swords, while the other two have handguns and swords.

Royal Pearl: Level 12 (60 hp); DC 5; Speed 4

Abandoned Subway Station [15]

The abandoned subway station is located two levels beneath the Imperial Building. The entrances to the station have been locked (normal lock) for years, with new elevators having been installed in the lobby that lead down to the new station, located about 30 feet below the old station. Heroes that have followed the Brute and his men will enter from the south, while those who have come down from the basement of the Imperial Building will enter from one of the doors in the north. The star marks the location of the VIHG. The Clown and Brute are here (assuming the Brute has not already been defeated/captured), along with four elite warriors wearing medium armor invested with the *shield* power and carrying *force blades*. Dr. King is present, but flees at the first opportunity.



BLACK CAT (SUPER HERO)

First Appearance: Pocket Comics #1 (1940), created by Alfred Harvey & Al Gabriele

Illustration by Al Gabriele

Linda Turner was a stunt woman who grew bored with the fantasy of Hollywood and took up a life of crime fighting, starting with foiling a Nazi spy ring. She is assisted by Rick Horne, reporter for the *Los Angeles Daily Globe*, and her sidekick, the Black Kitten.

Strength	10	+3
Dexterity	10	+3
Constitution	10	+3
Intelligence	3	+0
Wisdom	3	+0
Charisma	5	+1

Level	10
Hit Points	65
Armor Class	13
Attack	+8
Speed Level	2
XP Value	3,500

Powers

Super constitution (meta)

Super dexterity (meta)

Super strength (meta)

Weapon master (melee, meta)

Weapon master (ranged, meta)

Gear

Motorcycle

Sidekick

Black Kitten (LVL 8, 49 hp)



BLACK DRAGON (EPIC VILLAIN)

First Appearance: Silver Streak Comics #10 (1941), by Jack Binder & Carl Formes

Illustration © 2010 Joel Carroll, used by permission

From his castle in the Himalayas, the Black Dragon peers down on the world and declares himself its rightful ruler. A powerful sorcerer, he has used his powers to create the daeglos, a wicked combination of man and the spirits of extinct dodos. It is said that the Black Dragon pulls the strings in many Asian governments.

Strength	2	+0
Dexterity	3	+0
Constitution	3	+0
Intelligence	10	+3
Wisdom	12	+3
Charisma	10	+3

Level	14
Hit Points	49
Armor Class	12
Attack	+11
Speed Level	2
XP Value	8,400

Powers

- Sorcery (30,000 XP)
- Super intelligence (meta)
- Super charisma (meta)
- Super wisdom (super)

Gear

- Castle



BLACK FURY (SUPER HERO)

First Appearance: Fantastic Comics #17 (1940), created by Dennis Neville

Illustration © 2010 Joel Carroll, used by permission

John Perry is a reporter for the Daily Clarion, writing crime reports and a gossip column. He puts on the Black Fury costume to scoop other reporters on the criminal doings of the underworld. His partner and ward is Chuck Marley, Kid Fury, the son of a police officer killed in the line of duty.

Strength	8	+2
Dexterity	9	+2
Constitution	9	+2
Intelligence	4	+1
Wisdom	3	+0
Charisma	3	+0

Level	8
Hit Points	44
Armor Class	18
Attack	+6
Speed Level	2
XP Value	2,925

Powers

Super constitution (meta)

Super dexterity (meta)

Super strength (meta)

Gear

Gloves and boots (*spider climb*; AC 12, 8 hp)

Light armor (*invulnerability-meta*; AC 14, 10 hp)

Sidekick

Kid Fury (LVL 9, 32 hp, same gear as Black Fury)



THE BRUTE (SUPER VILLAIN)

First Appearance: Weird Comics #15 (1940), creator unknown

Illustration © 2010 Joel Carroll, used by permission

The Brute is a super powered assassin and thug known for his bestial appearance and his poisoned gauntlets. Where many assassins rely on stealth to do their work, the Brute simply tears down a door or knocks a hole in the wall and throttles his victim to death, leaving as much collateral damage as he can.

Strength	18	+5
Dexterity	3	+0
Constitution	18	+5
Intelligence	3	+0
Wisdom	2	+0
Charisma	2	+0

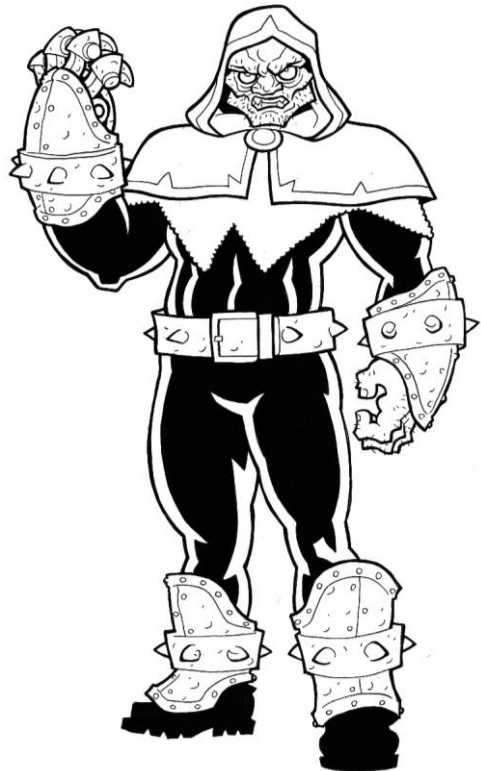
Level	11
Hit Points	94
Armor Class	16
Attack	+9
Speed Level	2
XP Value	4,200

Powers

- Invulnerability (meta)
- Super constitution (super)
- Super strength (super)

Gear

- Claws (*poison*; AC 18, 11 hp each)
- Light armor



CAPTAIN TRIUMPH (SUPER HERO)

First Appearance: Crack Comics #27 (1943), created by Alfred Andriola

Illustration © 2010 Joel Carroll, used by permission

Lance Gallant witnessed his test pilot twin Michael's death at the hands of Nazi saboteurs. He declared his desire for vengeance and is heard by the Fates, who returned Michael to Earth as a ghost. When Lance touches the "T" shaped birthmark on his arm, he merges with Michael's ghost and becomes Captain Triumph.

Strength	16	+5
Dexterity	9	+2
Constitution	10	+3
Intelligence	3	+0
Wisdom	3	+0
Charisma	5	+1

Level	9
Hit Points	59
Armor Class	18
Attack	+7
Speed Level	4
XP Value	4,650

Powers

Fly

Invisibility

Invulnerability (super)

Super constitution (meta)

Super dexterity (meta)

Super speed (meta)

Super strength (super)

Flaw

Lance must touch birthmark to transform into Captain Triumph. He is an ordinary human being otherwise, and his brother is a ghost.



CHILLER (SUPER VILLAIN)

First Appearance: Mystery Men 2nd Edition (2016), created by John M Stater

Illustration by Storm Cook

Frieda Shapowski was Boss Turkel's main squeeze when he ran Shore City's underworld in the 1920's. Frieda was a jealous woman, and when she claimed she would go to the police if Turkel didn't stop fooling around, her fate was sealed. On a snowy night, she was driven into the woods and left to freeze to death, which she did. What Turkel didn't count on was her coming back ... with a vengeance.

Strength	3	+0
Dexterity	5	+1
Constitution	4	+1
Intelligence	3	+0
Wisdom	6	+1
Charisma	4	+1

Level	7
Hit Points	32
Armor Class	11
Attack	+6
Speed Level	2
XP Value	4,825

Powers

- Control weather (winter only)
- Create ice
- Immortality
- Immunity (cold)
- Power touch (cold)
- Power blast (cold)

Flaws

Undead: She can be repelled by holy water, church bells and holy symbols (requires she make a feat of WIS or flee).



THE CLOWN (SUPER VILLAIN)

First Appearance: Super Mystery Comics #5 (1940), creator unknown

Illustration © 2010 Joel Carroll, used by permission

The Clown is an international terrorist-for-hire and dedicated nihilist with only the most meager grasp on his sanity. Over the years he has sold his services to any regime or organization that could pay his fee, regardless of their ideology. The Clown has a genius for invention and is a skilled athlete and swordsman.

Strength	5	+1
Dexterity	12	+3
Constitution	5	+1
Intelligence	9	+2
Wisdom	2	+0
Charisma	6	+1

Level	12
Hit Points	54
Armor Class	16
Attack	+9
Speed Level	2
XP Value	3,850

Powers

- Super dexterity (meta)
- Super intelligence (meta)
- Weapon master (melee, meta)

Gear

- Electro-sword (*power blade-electricity*)
- Pyro-sword (*power blade-fire*)
- Spring-boots (*jump*)
- Costume (light armor)
- Magna-belt (*shield*)



DEVILFISH (SUPER VILLAIN)

First Appearance: Mystery Men! 2nd Edition (2016), created by John M Stater

Illustration by Storm Cook

Rogue Atlantean technomancer Vevin Quamman was unceremoniously drummed out of the Unseen University after he simultaneously dallied with the wife of an aristocrat and turned her into a thing of pure chaos. Since his exile, he has pursued many schemes to effect his rightful domination of the world – above and below the waves.

Strength	3	+0
Dexterity	4	+1
Constitution	3	+0
Intelligence	6	+1
Wisdom	3	+0
Charisma	3	+1

Level	8
Hit Points	36
Armor Class	17
Attack	+6
Speed Level	2 (Swim 3)
XP Value	4,750

Powers

Endure

Sorcery (10,000 XP)

Super science (10,000 XP)

Water breathing

Gear

Grenade (*power burst-electricity*)

Light armor (*invulnerability-meta.*

AC 18, 10 hp)



DOCTOR DEATH (EPIC VILLAIN)

First Appearance: Doctor Death (1935), created by Harold Ward

Illustration © 2010 Joel Carroll, used by permission

Dr. Rance Mandarin was a chemistry professor at Yale who finally had had enough of the modern world and its industrialization. He dreamed of a better world, a Stone Age world in which he would be master. To that end, he delved deeply into alchemy and other ancient secrets, and finally become Doctor Death.

Strength	1	+0
Dexterity	2	+0
Constitution	2	+0
Intelligence	12	+3
Wisdom	10	+3
Charisma	3	+0

Level	12
Hit Points	42
Armor Class	16
Attack	+9
Speed Level	2
XP Value	8,950

Powers

- Longevity
- Sorcery (50,000 XP)
- Super intelligence (meta)
- Super wisdom (meta)

Gear

- Cloak (*invisibility*; AC 10, 24 hp)
- Magic ring (*invulnerability-super*; AC 16, 18 hp)



ELASTRON (SUPER VILLAIN)

First Appearance: NOD 16 (2012), created by John M Stater

Illustration by Fritz Casas

Professor Alvin Coolidge was a mild-mannered creep who mostly stayed out of the way at the medical laboratories in which he worked. This changed, though, when had the misfortune to fall in love with Dr. Sheila Marx, a supremely intelligent woman who was engaged in secret government work. In a bid to garner some attention, he volunteered to test a mutagenic substance she was working on, and ended up with the power of elasticity. Dr. Marx was intrigued, and used Alvin as a tool to advance her career and increase her bank account. To this day, he is her willing slave.

Strength	2	+0
Dexterity	15	+4
Constitution	8	+2
Intelligence	6	+1
Wisdom	4	+1
Charisma	2	+0

Level	13
Hit Points	72
Armor Class	20
Attack	+10
Speed Level	2
XP Value	3,900

Powers

- Elasticity
- Endure
- Invulnerability (super)
- Super constitution (meta)



FANTOME (SUPER HERO)

First Appearance: Police Comics #1 (1941), created by Arthur Peddy

Illustration © 2010 Joel Carroll, used by permission

Sandra Knight is the glamorous daughter of Senator Henry Knight by day and the crime fighter Fantome at night, using her *blacklight ray* to foil villainy in our nation's capital and back at home in Shore City.

Strength	3	+0
Dexterity	5	+1
Constitution	3	+0
Intelligence	10	+3
Wisdom	4	+1
Charisma	18	+5

Level	6
Hit Points	21
Armor Class	11
Attack	+5
Speed Level	2
XP Value	4,850

Powers

- Super charisma (meta)
- Super intelligence (meta)

Gear

- Blacklight ray (control light-darkness, invisibility; AC 18, 56 hp)
- Penthouse apartment
- Car (sports coupe)



1337 “LEET” (SUPER VILLAIN)

First Appearance: Mystery Men 2nd Edition (2016), created by John M Stater

Illustration by Skorched Urf Studios

Darrin Jones’ powers first appeared in childhood, when he made a terrible mess out of his parent’s color television set. Over the years, he learned to control his powers under the direction of his proud parents, who saw him as an opportunity to become rich. Eventually, he tired of them and had them imprisoned by planting evidence of credit card fraud on them (digitally speaking).

Strength	2	+0
Dexterity	4	+1
Constitution	2	+0
Intelligence	17	+5
Wisdom	3	+0
Charisma	4	+1

Level	9
Hit Points	32
Armor Class	11
Attack	+7
Speed Level	2
XP Value	4,650

Powers

- Clairsentience (through computers)
- Super science (15,000 XP, computers only)
- Super intelligence (super)
- Techno-morph

Gear

- Laptop computer



MAGIC AGENT (SUPER HERO)

First Appearance: Magic Agent #1 (1962), creator unknown

Illustration © 2010 Joel Carroll, used by permission

John Force works for the secret service, fighting the spies and terrorists that would lay the United States low with the help of his magic coin. By rubbing on the Greek columns on the coin he can cast magic spells.

Strength	4	+1
Dexterity	6	+1
Constitution	5	+1
Intelligence	4	+1
Wisdom	9	+2
Charisma	3	+0

Level	10
Hit Points	45
Armor Class	11
Attack	+8
Speed Level	2
XP Value	4,500

Powers

- Super wisdom (meta)
- Weapon master (handgun, meta)

Gear

- Pistol
- Magic coin (sorcery pool-25,000 XP; AC 16, hp 46)

Flaw

- Blind in one eye (-1 to attack)



MARTO (EPIC VILLAIN)

First Appearance: Blue Bolt #6 (1940), created by Joe Simon and Jack Kirby

Illustration by Jeshields

Scientist Martin Hall dabbled with cosmic rays, mutating himself into little more than a powerful brain. Equipped with a robotic suit, he joined forces with the Green Sorceress, queen of the subterranean kingdom of Voltar, helping her scheme against the heroic Blue Bolt. After nearly dying in her service, he has since upgraded his equipment and struck out on his own as a would-be world conqueror.

Strength	1/7	+0/+2
Dexterity	5	+1
Constitution	2/8	+0/+2
Intelligence	18	+5
Wisdom	4	+1
Charisma	2	+0

Level	16
Hit Points	72/104
Armor Class	24
Attack	+12
Speed Level	2
XP Value	7,750

Powers

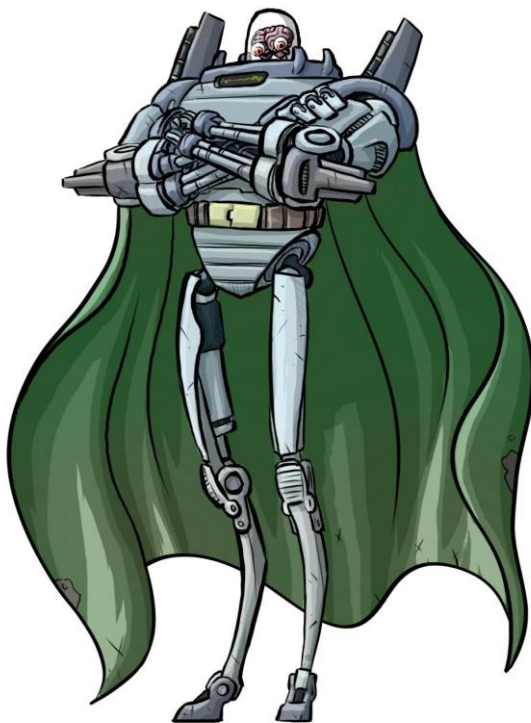
Science pool (10,000 XP)

Sense vibrations

Super intelligence (super)

Gear

Robot body (fly, invulnerability-super, super strength-meta, super constitution-meta, resistance-electricity, teleport once per day, AC 24, 108 hp)



MAX MANGOR (EPIC VILLAIN)

First Appearance: NOD 16 (2012), created by John M Stater

Illustration by Fritz Casas

Max Mangor was born on the same street as Steve Zeller (also known as Hyper-Man), but many years earlier. A bookish lad, he was picked on and tormented relentlessly, and eventually decided that he would have his revenge. He worked hard and earned a scholarship to Shore City University, where he quickly became renowned as a genius of the first order. Starting his own avionics company, Max Mangor became a celebrated name in Shore City, and secretly its greatest enemy, for Max Mangor has vowed to conquer the world!

Strength	2/8	+0/+2
Dexterity	3/9	+0/+2
Constitution	2/8	+0/+2
Intelligence	18	+5
Wisdom	2	+0
Charisma	18	+5
Level	12	
Hit Points	42/66	
Armor Class	16/21	
Attack	+9	
Speed Level	2	
XP Value	8,875	

Powers

- Super charisma (super)
- Super intelligence (super)
- Super science (20,000 XP)

Gear

Medium armor (endure, fly, invulnerability-meta, power touch-radiation, resistance-cold, fire and radiation, shield, sleep, super constitution-meta, super dexterity-meta, super strength-meta; AC 16, 64 hp)



MEAT (EPIC VILLAIN)

First Appearance: Land of Nod Blog (2011), created by John M Stater

Illustration © 2016 Joel Carroll, used by permission

Dr. Zanislav Prokov, a visiting scholar at Shore City University, was pursuing his research into the medical uses of radioactive enzymes late one night when his laboratory was broken into by a gang of students looking for drugs. In the ensuing fight, the doctor fell into a tub of his enzymes and transformed into something monstrous.

The enzymes not only made him terrifically strong and nearly invulnerable to pain, they also warped his mind, imbuing him with rage and giving him the ability to project that rage in the form of field of pure force. Unable to continue his work, Dr. Prokov has become a super powered criminal and a frequent foe of the Golden Gladiators.

Strength	20	+6
Dexterity	3	+0
Constitution	15	+4
Intelligence	12	+3
Wisdom	4	+1
Charisma	2	+0

Level	14
Hit Points	119
Armor Class	16
Attack	+11
Speed Level	2
XP Value	8,400

Powers

- Berserker
- Force Fields
- Invulnerability (epic)
- Super Constitution (super)
- Super Intelligence (meta)
- Super Strength (epic)



MISS VICTORY (SUPER HERO)

First Appearance: Captain Fearless #1 (1941), created by Charles Quinlan

Illustration © 2010 Joel Carroll, used by permission

Stenographer Joan Wayne works in a government office and grows sick of the rampant corruption she is faced with each day. Inspired by other mystery men, she puts on a costume and goes to work cleaning up Washington D.C. The source of her amazing powers is unknown.

Strength	14	+4
Dexterity	9	+2
Constitution	9	+2
Intelligence	4	+1
Wisdom	4	+1
Charisma	3	+0

Level	6
Hit Points	30
Armor Class	18
Attack	+4
Speed Level	4
XP Value	5,000

Powers

Fly

Invulnerability (super)

Super constitution (meta)

Super dexterity (meta)

Super speed (meta)

Super strength (super)



PINBALL KING (SUPER VILLAIN)

First Appearance: Mystery Men! Second Edition (2016), created by John M Stater

Illustration © 2016 Joel Carroll, used by permission

Jeremy Tinker was a mechanical engineer who had had enough. All day he worked, at night he suffered under the tyranny of his wife. His only relief from his troubles was a spicy crime novel before bed and a daily game of pinball at the train station on his way home from work. The beauty of the physics of pinball got him thinking – could he apply that same mechanical precision to crime. After a particularly bad day of work, followed up by a bill of divorce when he got home, Jeremy decided to put his notions to work, and he planned his first crime as the super villain Pinball King. A dozen years and many clashes with Black Fury later, he's still enjoying his life of crime.

Strength	2	+0
Dexterity	11	+3
Constitution	4	+1
Intelligence	12	+3
Wisdom	2	+0
Charisma	3	+0

Level	6
Hit Points	33
Armor Class	17
Attack	+5
Speed Level	4
XP Value	4,225

Powers

- Super intelligence (meta)
- Super science (10,000 XP)

Gear

- Boots (super speed-meta)
- Pinball Shooters (friction control, power blast, power bolt)
- Light armor (invulnerability-meta, super dexterity-meta)



ROLLER DEMONS (SUPER VILLAIN)

First Appearance: Mystery Men! Second Edition (2016), created by John M Stater

Illustration © 2016 Joel Carroll, used by permission

The Roller Demons are not one super villain, but three. Maxine, Rita and Betty skated in the roller derby, and developed a well-earned bad reputation. They were violent, unruly and rude ... and a favorite of Chaos. One night, while they were robbing a liquor store and surrounded by the police, Chaos extended to them its dark blessings – just to see what would happen – transforming them into the roller demons.

Strength	11	+3
Dexterity	12	+3
Constitution	12	+3
Intelligence	2	+1
Wisdom	2	+0
Charisma	4	+1

Level	6
Hit Points	45
Armor Class	14
Attack	+5
Speed Level	3
XP Value	4,100

Powers

- Berserker
- Infra-vision
- Invulnerability (meta)
- Resistance (fire)
- Super constitution (meta)
- Super dexterity (meta)
- Super strength (meta)

Gear

- Roller skates (super speed-meta)



SCREAM QUEEN (SUPER VILLAIN)

First Appearance: Mystery Men! Second Edition (2016), created by John M Stater

Illustration © 2016 Joel Carroll, used by permission

Melody Strong was a singer and actress on the fast track until she was struck with a bout laryngitis that wouldn't end. One doctor after another gave her the same diagnosis – it was not laryngitis but something much worse. Not only would she never sing again, but even her speaking voice would be raspy. Melody finally came across a doctor with a radical new therapy involving radiation. She ventured to Mexico and received the treatment. It failed to bring back her old voice, but gave her amazing vocal powers that made her new life of crime possible.

Strength	2	+0
Dexterity	4	+1
Constitution	4	+1
Intelligence	3	+1
Wisdom	2	+0
Charisma	11	+3

Level	4
Hit Points	22
Armor Class	11
Attack	+3
Speed Level	3
XP Value	4,300

Powers

Charm

Power blast (sonic)

Shield

Super charisma (meta)

Gear

Revolver

Slinky dress



SUPER NINJA (SUPER VILLAIN)

First Appearance: NOD 16 (2012), created by John M Stater

Illustration by Rudolf Montemayor

The true identity of the villain known as Super Ninja is unknown. He lurks in the shadows, a super powered terrorist who uses fear and mystery to manipulate events. His ultimate aim appears to be wealth.

Strength	4	+1	Level	5
Dexterity	16	+5	Hit Points	18
Constitution	3	+0	Armor Class	18
Intelligence	4	+1	Attack	+4
Wisdom	4	+1	Speed Level	2
Charisma	3	+0	XP Value	5,025

Powers

Control light (darkness only)

Elemental body (air)

Spider climb

Super dexterity (super)

Gear

Blades (power blade-cold; AC 18, 6 hp)

Light armor

Night goggles
(infra-vision; AC 12,
3 hp)



SUPER-SIZE (SUPER VILLAIN)

First Appearance: Land of Nod blog (2011), created by John M Stater

Illustration by Fritz Casas

Heavy accountant Dexter Finkel didn't do so well with the ladies, so he tried Wainright Lab's new experimental weight loss drug. It worked well at first, slimming his 360 pounds down to a healthy 180 when a rejection from the receptionist at his office sent him back to Mister Patty's for a double cheeseburger. One led to another, and another, and soon he realized that not only couldn't he stop eating, but he was actually growing! Now, he's called Super-Size, and when he's not in prison on a restricted diet, he's on the rampage.

Strength	15	+4
Dexterity	3	+0
Constitution	15	+4
Intelligence	5	+1
Wisdom	2	+0
Charisma	1	+0

Level	8
Hit Points	60
Armor Class	16
Attack	+6
Speed Level	2
XP Value	4,800

Powers

- Enlarge (meta)
- Invulnerability (super)
- Stomp
- Super constitution (super)
- Super strength (super)



SWIFTARROW (SUPER HERO)

First Appearance: Golden Lad #1 (1945), creator unknown

Illustration © 2010 Joel Carroll, used by permission

Swiftarrow is secretly John Dart, crusading editor of the Weekly Star. He uses the fighting prowess learned as a commando and his expertly crafted crossbow and special arrows to fight crime in the roughest parts of town.

Strength	5	+1
Dexterity	12	+3
Constitution	5	+1
Intelligence	4	+1
Wisdom	3	+0
Charisma	5	+1

Level	11
Hit Points	42
Armor Class	16
Attack	+9
Speed Level	2
XP Value	4,100

Powers

- Super dexterity (meta)
- Super science (15,000 XP)
- Weapon master (crossbow, super)

Gear

- Arrows (invested with such powers as *sleep* and *web*)
- Crossbow
- Light armor



WILDFIRE (SUPER HERO)

First Appearance: Smash Comics #25 (1941), created by Robert Turner & Jim Mooney

Illustration © 2010 Joel Carroll, used by permission

After Carol Vance is orphaned by a forest fire, Vulcan, the god of fire, imbues her with elemental powers. Adopted by the Martins, teenaged Carol uses her powers to fight evil in all its forms.

Strength	3	+0
Dexterity	5	+1
Constitution	3	+0
Intelligence	3	+0
Wisdom	2	+0
Charisma	4	+1

Level	9
Hit Points	32
Armor Class	11
Attack	+7
Speed Level	2
XP Value	4,700

Powers

Control fire

Create fire

Fly

Immunity (fire)

Power blast (fire)

Gear

Hand weapon (power blade-fire; 3000 XP; AC 18, 7 hp)

Flaw

Suffers x2 damage from cold and water



IDENTITY ...

STRENGTH



DEXTERITY



CONSTITUTION



INTELLEGENCE



WISDOM



CHARISMA



PORTRAIT ...

LEVEL: XP:

HIT POINTS:

ARMOR CLASS:

ATTACK BONUS:

SPEED LEVEL:

POWERS ...

GEAR ...

FLAWS ...

MYSTERY MEN! can be used with other JMS games, like *BLOOD & TREASURE* and *GRIT & VIGOR*, though doing so requires a bit of conversion. Being a game about super beings, *MYSTERY MEN!* was designed to handle beings that could lift hundreds of tons or run at nearly the speed of light. This required some changes to the rules the game has in common with *B&T* and *G&V*.

To bring *MM!* characters into *G&V* or *B&T*, do the following:

- 1) Multiply normal ability scores by three, thus taking scores from 1 to 6 to 3 to 18; use the ability score modifiers from *G&V/B&T*.
- 2) Change super ability bonuses from steps of 6 to steps of 20, thus Meta abilities are +20, Super +40, Epic +60 and Cosmic +80.
- 3) Cut the *MM!* character's level in half.
- 4) For *GRIT & VIGOR*, invulnerability carries with it the following material equivalencies: Meta = stone, Super = bronze, Epic = steel and Cosmic = Adamantine.
- 5) For *BLOOD & TREASURE*, treat every 5,000 XP in a sorcery pool as one level worth of magic-user or sorcerer class (or another, if it seems more appropriate).



Designation of Product Identity: The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0a: Any and all logos and identifying marks and trade dress, such as all John M. Stater product and product line names including but not limited to Mystery Men!; any specific characters and places; capitalized names and original names of places, artifacts, characters, races, countries, geographic locations, gods, historic events, and organizations; any and all stories, storylines, histories, plots, thematic elements, and dialogue; and all artwork, symbols, designs, depictions, illustrations, maps, and cartography, likenesses, poses, logos, or graphic designs, except such items that are in the public domain or used via a Creative Commons license (and edition). The above Product Identity is not Open Game Content.

Designation of Open Game Content: Subject to the Product Identity designation above, the following portions of Mystery Men! Second Edition are designated as Open Game Content: the game mechanics, the names, statistics, and text for the creatures in Chapter 5 and anything else contained herein which is already Open Game Content by virtue of appearing in the System Reference Document or some other Open Game Content source.

OPEN GAME LICENSE Version 1.0a

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

Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law,

but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

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

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

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

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

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

Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

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

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

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

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

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

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

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

COPYRIGHT NOTICE

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

System Reference Document Copyright 2000-2003, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, John D. Rateliff, Thomas Reid, James Wyatt, based on original material by E. Gary Gygax and Dave Arneson.

Modern System Reference Document Copyright 2002-2003, Wizards of the Coast, Inc.; Authors Bill Slavicsek, Jeff Grubb, Rich Redman, Charles Ryan, Eric Cagle, David Noonan, Stan! , based on material by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, Peter Adkison, Bruce R. Cordell, John Tynes, Andy Collins, and JD Wiker.

Mystery Men! Second Edition Copyright 2016, John M. Stater; Author John M. Stater

Land of Nod, Copyright 2010, John M. Stater; Author John M. Stater

Pathfinder 2: The Skinsaw Murders. Copyright 2007, Paizo Publishing LLC. Author: Richard Pett

Swords & Wizardry Core Rules, Copyright 2008, Matthew J. Finch

END OF LICENSE



Good luck saving the world!

Come on, Buddy, Quit being A BAG-OF-DICE Newb like I was



IN **4** HOURS OF FUN A WEEK **YOU Can do ALL I did!**

I gained **25** Terrific LBS. of **HANDSOME POWER-PACKED BRAINS!**
I improved my **OLD SCHOOL CRED 1000%**
I won **NEW STRENGTH**
I won **NEW POPULARITY**



CHECK THESE OUT!



"I'm **PROUD** to be seen with **Jim NOW!** Every-body admires his build," says Nellie. "Jim can lift the front of a 2700 lb. car. He amazes his friends!"



You'll be A Real **ATHLETE** in **ALL SPORTS** Soon after **YOU** mail Coupon.

Jim is a **WINNER** in **ALL SPORTS NOW.** **YOU** will be, too, soon.



COME ON PAL, NOW YOU give me **4** PLEASANT HOURS A WEEK IN YOUR OWN HOME like Jim did and I'll give YOU A NEW HE-MAN GAMING EXPERIENCE for your OLD DRAB LIFE

"Congratulations, John! At last you visited the website as EVERY GEEK should. Soon You'll be as old school as I am," says John Stater to John Q Public

I don't care how indie or new school you are I'll make you OVER by the SAME method I turned myself from a wreck to the coolest of the cool. Why can't I do for you what I did for MANY THOUSANDS of geeky folks like You?

JUST TAKES PEN, PAPER AND DICE!

You'll see INCHES of added to your BEARD and BELLY. Your CREATIVITY broadened. From head to heels you'll gain OLD SCHOOL SPEED. You'll be A WINNER in EVERY GAME you tackle

JOHN STATER'S GAMES ARE FUN!

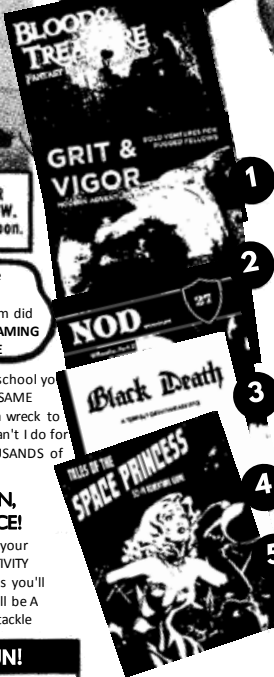
FANTASY, SCI-FI, MODERN, CRIME FIGHTERS!



You can find all this and much more at <http://www.lulu.com/spotlight/jmstater> or

<http://www.rpgnow.com/browse/pub/5747/John-M-Stater>

SAVES you YEARS and DOLLARS!!!



Go online and buy these great games NOW!

You'll LOOK, FEEL, ACT, like A Real HE-MAN! Win Women and Men Friends. Win in Sports! Win Promotion, Praise, Popularity.

USE A COMPUTER TO VISIT THESE WEBSITES!