

**OMNI-DATABASE  
ADMINISTRATOR FILE 3**

**DATABASE SEARCH:  
PROJECT MINOTAR**



# OMNI-DATABASE 3: PROJECT MINDWAR



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OMNI-Labs keeps its database of known meta-powered individuals in the middle of the Nevada desert, buried beneath a heavily fortified structure that has more in common with a military base than the research lab that's advertised at its front gate. The information in the database is the most complete and up to date data possible for the powers and background of every super-human known to mankind and alien species alike. Accessed by super-heroes, law enforcement personnel, international governments and even the occasional super-villain, OMNI provides a reliable resource for establishing who you're facing, how their powers work, and what they appear to be after.

Drawing on the vast amount of data stored there, this product details five new super-villains for your M&M campaign. Escapees from a military experiment gone wrong, these five psychics are struggling to make sense of a world that is forever changed by their experiences. Blessed with tremendous power and trapped by their own fractured psyches, many have turned to a life of crime in order to avoid capture by the government. Some have gone on to become mercenaries, others assassins or would-be conquerors of the world, but all the survivors of Project Mindwar are dangerous, deadly, and ready to rumble with anyone who tries to take them in.

## HOW TO USE THIS PRODUCT

This book presents five new characters that can be introduced into your M&M campaign. In order to help you quickly familiarize your players with the powers and history of the characters introduced in this product, we've included 5 handouts that can be used to give players a quick overview of who they are fighting.

For flavor reasons these handouts have been written as entries in the OMNI-Database that gives the series its name, but there is no reason you can't use them as information from another source relevant to your campaign. While there is the assumption of a shared background in these writeups, details are left vague so a referee can simply substitute the name of an established hero, villain or location from their own campaign. For background information on the OMNI-Database, download the free OMNI-Database Primer from our website: [www.clockworkgolem.com](http://www.clockworkgolem.com).

**PROJECT MINDWAR: A BRIEF HISTORY**

Project Mindwar was a top secret government initiative dedicated to developing telepaths and psychic soldiers with potential military applications. It started life as a splinter-cell of the Spartan Initiative, the US research project that has been turning out super-human soldiers since the 1950's, but eventually Mindwar took on its own identity and research facilities as the cold war increased the demand for telepaths and empaths in the espionage community.

Mindwar never achieved the lofty heights of its parent organization, but for nearly thirty years there were enough successes to justify its continued existence. Low-level telepaths were deployed throughout the world, and a number of increasingly powerful meta-human soldiers were born as a result of the Project's Psi-Active process – a bath of psychically charged liquids that had the potential to create spontaneous psychic mutations in ordinary humans when they were immersed and the pool was energized.

The Project ceased to exist in an official capacity in May of 1998, when records show a routine treatment of a test subject with the Psi-Active Process resulted in a powerful psychic wave sweeping through the Mindwar complex. Although only in existence for a few brief seconds, this wave was powerful enough to override the defenses of even the most powerful Mindwar operatives present at the time.

Those that survived were forever changed by the event, dubbed the Psi-Active Wave in official reports. The lucky ones were left in a catatonic stupor as a result, while others developed extreme delusions or personality quirks while they tried to cope with the experience. When a clean-up team arrived at the complex to contain the test subjects, it found nearly three dozen Mindwar operatives had escaped and another sixteen successfully evaded capture as the team hunted them through the complex. Among those that escaped were five full-fledged super-humans, along with a small group of minor psychics.

Although the typical survivor of Project Mindwar doesn't possess psychic abilities powerful enough to be considered truly super-human, they often appear as specialized thugs or mercenaries working for masterminds. Each survivor was left mentally disturbed by the psi-active wave, often manifesting psychotic or obsessive behavior.

The statistics presented in the sidebar can be used to replicate the majority of the low-powered survivors of the Psi-Active Wave.

| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +1  | +1  | +1  | +0  | +1  | -1  |
| 13  | 12  | 12  | 10  | 13  | 8   |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +5        | +3        | +3       | +5   |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +4           | +4            | +4/+2   | +1         |
| Max. Load    | Leap          | Grapple | Knockback  |
| 300 lb.      | 6/3/1         | +5      | -2         |

| Attack         | Damage | Special  |
|----------------|--------|----------|
| Unarmed Strike | +1     | None     |
| Assault Rifle  | +5     | Autofire |

| Skills   |
|--|
| Climb 4 (+5), Intimidate 4 (+5), Knowledge (Tactics) 4 (+4), Notice 4 (+5), Profession (Soldier) 4 (+5), Search 4 (+4), Stealth 4 (+5) |

| Feats  |
|--|
| Accurate Attack, Defensive Attack, Equipment 4, Second Chance (Mind Control) |

| Powers  |
|---|
| <b>Super-Senses 1</b> (Psychic Awareness), and one of the following powers:   |
| <ul style="list-style-type: none"> <li>• Confuse 4</li> <li>• Emotion Control 2</li> <li>• ESP 2 (Visual)</li> <li>• Illusion 2 (Visual)</li> <li>• Invisibility</li> <li>• Mental Blast 1</li> <li>• Mind Control 2</li> <li>• Mind Reading 4</li> <li>• Mind Shield 4</li> <li>• Super Senses 4 (Precognition)</li> <li>• Telekinesis 2</li> <li>• Telepathy 2</li> </ul> |

| Equipment  |
|--|
| Assault Rifle (+5 damage), grenades, body armor (+4 toughness) |

|  |
|--|
| <b>Abilities 8 + Skills 7 (28 ranks) + Feats 7 + Powers 5 + Combat 16 + Saves 8 = 52</b> |
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# Agamemnon

**Delusional Warlord**

**Power Level:** 8 (173 points)

**Real Name:** Dr. Eustace Proben

**Other Aliases:** None

**Affiliation:** Former Research Leader of Project Mindwar

**Nationality:** American citizen

**Age:** 59

**Height:** 5'9"

**Weight:** 167 lbs

**Eyes:** Blue

**Hair:** Sandy blond

**"I AM AGAMEMNON, KING OF KINGS!  
BOW BEFORE ME, OR BE PUNISHED  
FOR YOUR INSOLENCE!"**



| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +0  | +1  | +0  | +11 | +2  | +2  |
| 11  | 13  | 11  | 32  | 14  | 15  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +10/+0    | +2        | +3       | +10  |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +5           | +5            | +5/+2   | +1         |
| Max. Load    | Leap          | Grapple | Knockback  |
| 200 lb.      | 5/2/1         | +5      | -5/-0      |

| Attack            | Damage | Special             |
|-------------------|--------|---------------------|
| Unarmed Strike    | +0     | None                |
| War Axe           | +10    | Half Kinetic Energy |
| Telekinetic Blast | +10    | None                |

### Skills

Computers 10 (+21), Concentration 6 (+8), Craft (Chemical) 12 (+23), Craft (Electronics) 12 (+23), Disable Device 8 (+19), Knowledge (Behavioral Sciences) 10 (+21), Knowledge (Life Sciences) 13 (+24), Knowledge (Technology) 9 (+20), Medicine 8 (+10)

### Feats

Eidetic Memory, Improved Black, Inventor, Master Plan, Second Chance (Mind Control), Well Informed

### Powers

**Device 16** (Hard to lose, teke-gauntlet), **Device 3** (easy to lose, war-axe; *Power Feat*: Restricted: Treat as a normal axe unless user is telekinetic); **Device 1** (easy to lose, flying skiff), **Super-Senses 1** (Psychic Awareness)

### Devices

*Teke-Gauntlet*: **Blast 10, Deflection 10** (all ranged attacks; *Extra*: Reflection), **Force Field 10, Telekinesis 10** (Max Load: 24 ton); *War Axe*: **Strike 10** (*Power Feat*: Mighty); *Flying Skiff*: **Flight 1**

**Abilities 36 + Skills 22 (88 ranks) + Feats 6 + Powers 77 + Combat 20 + Saves 12 = 173**

**Background:** Dr. Eustace Proben always knew he was destined for great things. Gifted with a brilliant scientific mind, he made a name for himself in the early sixties by publishing a variety of treatises on genetic engineering and the development of super-

human powers. While many researchers scoffed at Proben's claim that it was possible to artificially cause psychic and meta-human mutation within a normal human, his theories had enough weight behind them to land him a position on the military think-tank known as the Spartan Initiative.

Proben spent most of the sixties creating super-soldiers alongside some of the most brilliant and controversial minds at the military's disposal. He had a hand in the refinement of the first generation of super-soldiers that became known as the Spartan series, as well as the development of several hi-tech weapons and armaments that were designed to inhibit the powers of super-humans by blocking nerve impulses from the brain.

While his technology was routinely hailed as being the work of genius, Dr. Proben found himself becoming increasingly frustrated with the research. For all the chances it gave him to apply his theories in practical terms, the hierarchy of the Spartan Initiative was focused entirely on the development of physically superior or superhuman soldiers. They left aside the potential of developing the mind as a weapon almost entirely.

In 1975 Dr. Proben made a presentation to the Joint Chiefs of Staff, detailing his theories on the possibility of awakening psychic potential in otherwise ordinary humans by means of regimented mental training and using science to enhance their natural abilities. Citing the example of several prominent superhuman conflicts involving powerful psychics, he made a detailed listing of the potential military applications of telepathy, telekinesis and precognition. Although there was some dissent among the Chief of Staff, Proben was made head of a new research project dubbed Mindwar within the week.

As head of Mindwar, Proben was in his element. Finally able to focus the direction of his research, the project set about refining and perfecting several of the crude psychic prototypes he had developed during his time in the Initiative. Among the concepts that were being developed was the Psi-Active Process, as well as a wide array of psychic weaponry.

Life changed for Eustace Proben the day Project Mindwar was started. While he reveled in the chance to put his theories into practice, it was forever tinged with the knowledge that he had to produce results if he wanted to continue. Every setback with the project had the potential to see it closed down, returning him to a position as just another brilliant mind among the many that existed at the Initiative. After getting his first taste

of research freedom, he wasn't willing to let that happen.

Proben pushed his staff and himself, trying to keep one step ahead, striving for successes that would keep funding coming into the project. He developed a reputation as a tyrant among the other researchers, but the results of his tests kept coming and the Chiefs of Staff remained impressed. Early studies quickly perfected some of the psychic weapons and enhancers, as well as stabilizing the Psi-Active Process so that it could reliably affect three out of every ten test subjects. Using tests administered during regular psychiatric evaluations, over three hundred psi-sensitive soldiers found their way into Mindwar once the process was given the green light.

Even after the Psi-Active Process met with success and Mindwar had created a small stable of psychic super-soldiers, Proben always felt the need to improve and impress. It was this drive that led him to continuing the study of several of the most successful subjects, constantly seeking to improve or broaden the scope of their powers. While Mindwar operatives were being deployed in Kosovo and the Middle East during the nineties, Proben was already thinking ahead.

When the demands of the new millennium required a more powerful psychic than those being produced by the project, he set a desperate plan in motion. Using the most reliable of the test subjects so far, a young empath named Wayne Penbrook, Proben would use repeated exposure to the Psi-Active Process to increase the level of Penbrook's psychic powers.

Several of Proben's researchers tried to talk him out of the plan, pointing out that even the most stable of the psychics to emerge from the process were often taxed to their limits by their new powers. Repeated exposures had been expressly forbidden by Proben himself until this point, theorizing that using the Process on an already active psychic could have disastrous consequences. Proben listened calmly to all concerns, then ignored them.

Reports from survivors indicate that Proben was exultant when the first power-spikes registered after Penbrook was immersed in the Psi-Active pool. His fevered enthusiasm carried through even when the first ripple of the wave escaped the silver liquid, engulfing several of the technicians on hand to monitor the process. By the time Proben realized that something was going wrong and ordered the process shut down it was too late, with the wave of psychic energy hitting a critical point and bursting through the Mindwar complex in a rush of empathic energy.

Standing so close to the source of the wave, Dr. Eustace Proben's personality was warped almost immediately. A desire to stay ahead of the competition and retain the right to administer his project became an overwhelming megalomania. Dr. Proben didn't want to conquer the world, he was instantly convinced that he'd already done so and now simply had to deal with a few super-powered rebels.

Renaming himself Agamemnon after the Greek king of the Iliad, Proben collected several of the psi-enhancers and weapons he had developed and disappeared before the clean-up teams arrived at the wreckage of the Mindwar facility. His rare public appearances since then have seen him wielding a wide

array of psychic weapons as he attempts to liberate an object that he believes is his by right of dominion. He has come into conflict with several heroes across America, and has had public clashes with the Mindwar escapee known as Grim who blames Dr. Proben for the wave.

**Powers:** Agamemnon's right gauntlet is designed to boost the telekinetic potential of the wearer, allowing them to lift over 50 tons, deflect attacks and generate powerful force fields and energy blasts. Agamemnon also carries a psi-active axe, designed to vibrate at high speeds when wielded by a psychic or telekinetic. The axe inflicts a mixture of slashing damage and telekinetic energy, a fact that has caught heavily armored heroes off-guard more than once. While he is theoretically capable of flight using his gauntlet, Agamemnon tends to rely on a prototype flying skiff rather than training himself to use that aspect of his power.

While his powers make him dangerous, Agamemnon's true threat is based upon his keen intelligence and the knowledge of genetics and psi-enhancement he acquired while working at Mindwar. He is capable of constructing a variety of devices to accomplish his plans, and still retains the knowledge of the Psi-Active process. He has the potential to create new psychic soldiers and minions if necessary, and retains enough influence and knowledge of former test subjects to convince many of them to work for him if necessary.

**Tactics:** Agamemnon has little military training and rarely sees conflict as a fight against equals, so his tactical acumen is largely non-existent. He starts any encounter expecting those around him to obey every order, and flies into a rage when they refuse.

If attacked Agamemnon reacts with shock and outrage before launching into an assault with his teke-gauntlet and vibrating war-axe. Although his tactics lack finesse, they are never devoid of common sense – Agamemnon knows enough to use his flying skiff to his advantage when faced with ground-based opponents, and is more than willing to use his telekinetic grapple to immobilize enemies with speed powers or super-strength.

If preparing to face known dissidents (such as heroes he has encountered once before), Agamemnon will often hire a "praetorian guard" to serve as his bodyguard during the combat. Often these guards are members of the mindwar process he convinces to work with him with promises of a cure, although he

### THE PSI-ACTIVE PROCESS

Agamemnon still possess the most complete understanding of the Psi-Active Process on the planet, which makes him something of a valuable commodity despite his desire to rule the world.

Although the US government has attempted to replicate the process several times, they haven't succeeded in creating a psychic capable of anything more complex than levitating a pencil since Agamemnon left. Several teams have been dispatched to try and recover the knowledge Agamemnon possesses, but thus far they have failed to return with anything worthwhile.

Although he possesses the ability to replicate the process, Agamemnon lacks the funds and resources to do so on a mass scale. If he ever had access to the kind of resources he possessed as the head of Project Mindwar, then it's entirely possible that he could create a powerful force of psychics capable of making his delusion of ruling the world a reality.

As it stands Agamemnon can only really use the process on a limited number of individuals, usually a collection of thugs or goons that he has coerced into working for him in exchange for their powers. In adventures involving Agamemnon, it's entirely possible that a hero will be exposed to the process, potentially triggering a genetic mutation or a fundamental alteration in the hero's powers.

In general, creatures exposed to the process will develop one of the powers listed under the statistics for Psi-War survivors on page 2. The results of exposure may be far more pronounced when a player character is involved, or may have no affect at all. If the later occurs, it's possible that the character possesses no psychic potential at all, and may not gain any powers with the psychic descriptor over the course of the campaign.

has been known to hire super-villains and mercenaries in the past. He often uses Achilles in this situation, as his psychological training makes it easy for him to bolster the ultimate warrior's powers.

**Campaign Use:** While he thinks of himself as a conqueror and warlord, Agamemnon makes a better plot hook than an arch-nemesis. His megalomania and delusional nature often means that he doesn't completely understand the nature of his crimes, but his belief that he controls and owns the world dominates every move he makes.

His thefts often consist of scientific works or experiments that he collects without a second thought, reasoning that his faithful subjects would be more than willing to donate their work to their rightful ruler. Kidnappings of famous scientists, diplomats and celebrities are done in order to give his peers a chance to meet their Monarch, not for any personal gain. Conflicts with heroes are struggles against radical dissidents rather than a slugfest between hero and villain. Agamemnon's view of the world is askew, and it's nearly impossible to prove to him that it could be any other way.

Because of his mania, Agamemnon can work effectively as either the leader of a super-villain force or the puppet being manipulated by someone more

sinister. Heroes should never be able to predict exactly how or why Agamemnon is attempting to achieve his goals, and there should always be the faint sense of worry that someone with a clearer and more realistic sense of villainy is directing him. His scientific genius and ability to recreate the psi-active process make him a dangerous opponent, and he is not afraid to recruit other escapees of the Mindwar Incident with the promise of curing them of their psychological problems.

**Personality:** As a result of his close proximity to the Psi-Active Wave, Agamemnon is a bundle of raw emotions filtered through his delusional megalomania. He goes from extreme anger to sudden benevolence with the barest provocation, reacting with childlike intensity to any stimuli he's exposed to.

**Appearance:** Agamemnon looks like a fit man in his late thirties, the end result of an age retarding drug he discovered early in his career. His costume consists of a black and red bodysuit, with a scarlet cape that he keeps fluttering with his telekinesis even if there is no breeze. He has sandy hair and dark eyes.



# Achilles

Indestructible Super-Soldier

**Power Level:** 16 (319 points)

**Real Name:** Benjamin Brannigan

**Other Aliases:** None

**Affiliation:** Former Private of the United States Army

**Nationality:** American

**Age:** 22

**Height:** 6'

**Weight:** 230 lbs

**Eyes:** Blue

**Hair:** Blond

**"KEEP TRYING KID. WITH A FEW YEARS PRACTICE, YOU MIGHT GET GOOD ENOUGH THAT YOU'LL FORCE ME TO BREAK A SWEAT."**



| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +15 | +3  | +4  | +1  | +4  | +4  |
| 40  | 16  | 18  | 13  | 18  | 18  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +14/+4    | +12       | +11      | +12  |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +17          | +12           | +17/+6  | +15        |

| Max. Load  | Leap    | Grapple | Knockback |
|------------|---------|---------|-----------|
| 1,600 tons | 20/10/5 | +40     | -17/-12   |

| Attack         | Damage | Special |
|----------------|--------|---------|
| Unarmed Strike | +15    | None    |

### Skills

Acrobatics 8 (+11), Bluff 8 (+12), Climb 4 (+19), Intimidate 16 (+20), Knowledge (Tactics) 8 (+9), Notice 8 (+12), Sense Motive 4 (+8), Stealth 8 (+11)

### Feats

Accurate Attack, All-Out Attack, Ambidexterity, Assessment, Attack Focus 5 (Melee), Blind-Fight, Chokehold, Critical Strike, Defensive Attack, Dodge Focus 5, Elusive Target 2, Evasion 2, Fast Overrun, Improved Block 3, Improved Critical (Unarmed), Improved Disarm 3, Improved Initiative 3, Improved Overrun, Improved Sunder, Improved Throw, Improved Trip 3, Instant Up, Move-By Action, Power Attack, Prone Fighting, Redirect, Seize Initiative, Takedown Attack 2, Uncanny Dodge 2, Weapon Bind, Weapon Break

### Powers

**Adaptation 2, Enhanced Strength 20, Force Field 10** (Power Feats: Subtle; Extras: Impervious), **Immovable 10, Nemesis 8, Super-Senses 1** (Psychic Awareness), **Super-Strength 8**

### Drawbacks

Involuntary Transformation (Doubt; common, major)

**Abilities 43 + Skills 16 (64 ranks) + Feats 51 + Powers 144 + Combat 48 + Saves 24 - Drawbacks 7 = 319**

**Background:** Watching Ben Brannigan play football was like watching poetry in motion. While he wasn't the biggest man on his team, he was fast and tough enough to take on any opposition. His hometown team won every game they played for the five years he spent at high school, all largely due to Ben's ability to



glide through the opposition as if they weren't there. Ben Brannigan was unstoppable when he was on a roll, and everyone knew it.

Most people who didn't know him were surprised when Ben joined the army rather than sign on to a college team. Local papers called it a travesty, a young man with such talent throwing his life away, but Ben joined up anyway. Friends and family made half-hearted attempts to talk him out of it, but they gave up fairly easily. Ben was as difficult to stop off the field as he was on it once he'd made up his mind about something. He loved his country, and he wanted to give something back, and the army was the best way he knew to do that. Playing football was never going to challenge him the way the military would, and it wouldn't be half as satisfying.

Ben liked the army. He enjoyed basic training, was popular among the other men in his company, and really enjoyed the effect the uniform had when he was on leave. His unit got deployed in the Middle East not long after he finished training, and although he served with distinction he never seemed to rise through the ranks. He seemed like a natural leader on the surface, but the belief that he was too reckless to be trusted with command meant he stayed in the ranks.

Two years into his tour, Ben set his sights on joining Special Forces. He passed all the tests with practiced ease, and was on the verge of being transferred to a specialized training camp when a routine test registered his potential for psychic powers.

Tests and Project Mindwar discovered that Ben possessed a mild psychic exoskeleton, an invisible force field he projected around his body at all times that increased his strength and protected him from harm. While his field wasn't strong enough for him to be considered a fully-fledged super-human, it made him more than a match for most normal people.

Ben willingly agreed to undergo the Psi-Active process, and when he emerged his exoskeleton was strong enough to deflect small arms fire and gave him enough strength to throw a small car if he wanted too. He accepted the change easily, throwing himself into training in order to learn how to best use his abilities in the service of his country.

Of the three hundred test subjects on the Mindwar records, Ben remains the only one that passed every psychiatric evaluation following the emergence of his powers with flying colors. Years of being naturally adept at everything he attempted allowed him to adapt easily to being a super-human, and it took only a few weeks before he was deployed in the field with the codename Achilles.

When the Psi-Active wave hit, Ben's powers went haywire. He felt a surge of self-confidence unlike anything he'd ever known, transforming him into the world's most perfect warrior in his mind's eye. The intensity of his powers rose to match his heightened confidence, but only while his sense of self-worth was maintained. As long as he believed it was so, Achilles remained nearly unstoppable.

Ben also developed an overwhelming ego to match his new abilities, and the young man who only wanted to serve his country vanished forever. In his place was a man who lived for battle, dedicating himself to an eternal fight to prove his abilities to the world. He was the world's greatest soldier, and he intended to prove it.

Achilles started working as a super-human mercenary, hiring himself out as a one-man army to petty warlords and despots across the globe. He has joined with Agamemnon on more than one occasion, using his combat prowess to give a dangerous edge to the deranged scientist's plans.

**Powers:** The original studies of Achilles exoskeleton revealed that it was psycho-morphic in nature, triggered by Ben's subconscious in moments of high tension or anxiety and adapting to meet the demands of any physical threat. The adaptive nature of the exoskeleton made Achilles excel at any physical activity he undertook, and the work of the Mindwar scientists only heightened its effectiveness.

After he was hit by the psi-active wave, Achilles' exoskeleton was fueled exclusively by his self-confidence. As long as he believes that he is an unstoppable warrior that's impervious to harm, the exoskeleton makes it so. Granting him strength, endurance and martial abilities far beyond those he would ordinarily possess, the exoskeleton turns Achilles into an unstoppable engine of destruction. When his confidence wavers and doubt starts to creep into his mind, the exoskeleton fails completely until Achilles' confidence reaches its unshakable limits once more.

The field never extends more than a fraction of an inch away from Achilles' body, fitting over him like a glove, despite attempts by mindwar to teach him to extend its range.

**Tactics:** Achilles is the perfect warrior, able to adapt his tactics to meet any situation and possessing a wide range of martial abilities to fall back on. He brings a fight into melee as quickly as possible, preferring to

rely on his unarmed prowess and enhanced strength to take opponents down quickly and efficiently.

Although Achilles rarely carries weapons, he is quick to use the landscape as armaments once a fight begins. His great strength allows him to wield a street sign or tree trunk as easily as a sword, and he will use boulders or automobiles as ranged weapons if faced with opponents he cannot reach any other way.

Achilles exoskeleton adapts to meet new threats. The referee should be liberal with potential power-stunts to replicate the variety of abilities the exoskeleton exhibits.

**Campaign Use:** Achilles is an arrogant warrior with a simple glass jaw, making him a perfect villain to throw against hero teams whose charismatic front man or telepath has been overshadowed by more physical heroes.

Although he can be taken down in a physical confrontation, the most effective way of stopping Achilles is to shatter his confidence and reduce the perfect warrior to powerless Ben Brannigan once more. He is an easy foe for characters with good Bluff or Intimidate checks, as anyone with the presence necessary to stare the rampaging Achilles in the eye without flinching forces him to make a transformation check..

As a villain Achilles serves as a follower rather than a leader. He cares for little beyond proving that he is the ultimate warrior, so he is often manipulated or employed by criminal masterminds or third world dictators to serve as mercenary force. He is commonly associated with Agamemnon, who first dubbed him Achilles and possesses the necessary psychiatric acumen to transform Ben Brannigan into Achilles with but a few words of encouragement.

**Personality:** Ben Brannigan was once a confident young man with a genuine desire to serve his country. In the aftermath of the Psi-Active Wave he became a nervous introvert, always doubting his own abilities and wondering whether it's possible for him to succeed in even the most basic task. Once he transforms into Achilles he becomes a confident warrior, capable of taking on any opponent and afraid of nothing.

Achilles cares little for his country, or anything beyond proving his own prowess and searching out a glorious battle that can be used to carve his name into the annals of history. Destructive, bloodthirsty and merciless, he has the kind of cold ferocity that gives even the most hardened mercenary pause.

Ben dislikes the destruction he wreaks in his Achilles persona, but craves the feeling of confidence and power more than anything else in his life. The nervous young man is willing to go to any lengths to achieve the confidence needed to transform into his arrogant alter ego, although he often hates himself for needing the change so much.

**Appearance:** Achilles is a young, fit man in his late twenties that possess an air of supreme self-confidence. He wears a dark green costume with black boots, gloves and belt. Dark stripes run across his back and arms. Out of costume Achilles prefers to wear jeans and leather jackets, and has been known to affect a wide array of sunglasses.

### BEN BRANNIGAN

| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +1  | +1  | +1  | +0  | +1  | +1  |
| 13  | 12  | 12  | 10  | 13  | 13  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +1        | +1        | +1       | +3   |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +1           | +1            | +2/+1   | +1         |
| Max. Load    | Leap          | Grapple | Knockback  |
| 300 lb.      | 6/3/1         | +2      | -17/-12    |

| Attack         | Damage | Special |
|----------------|--------|---------|
| Unarmed Strike | +1     | None    |

| Skills  |
|---|
| Profession (Soldier) 4 (+5), Knowledge (Tactics) 4 (+4), Notice 4 (+5)                          |
| Feats   |
| Power Attack  |
| Powers  |
| Super-Senses 1 (Psychic Awareness)  |
| Drawbacks   |
| Involuntary Transformation (Self-Confidence; Uncommon, Major)                                   |
| Abilities 13 + Skills 4 (16 ranks) + Feats 1 + Powers 1 + Combat 6 + Saves 2 – Drawbacks 5 = 21 |

# Grim

Emotional Void

**Power Level:** 10 (157 points)

**Real Name:** Wayne Penbrook

**Other Aliases:** None

**Affiliation:** Former Soldier in the United States Army, Former Test Subject for Project Mindwar

**Nationality:** American

**Age:** 34

**Height:** 5' 9"

**Weight:** 187 lbs

**Eyes:** Green

**Hair:** Blond

**"HELL ISN'T PAIN AND SUFFERING. IT'S JUST NIGHT AFTER NIGHT OF NOTHING, WAITING FOR THE END TO COME"**



| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +4  | +3  | +4  | +0  | +2  | +0  |
| 18  | 16  | 18  | 10  | 15  | 10  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +10/+6    | +12       | +11      | +12  |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +8           | +8            | +8/+4   | +3         |
| Max. Load    | Leap          | Grapple | Knockback  |
| 600 lb.      | 9/4/2         | +12     | -5/-3      |

| Attack         | Damage | Special |
|----------------|--------|---------|
| Unarmed Strike | +4     | None    |
| Colt .45       | +4     | None    |

**Skills**  
 Acrobatics 6 (+9), Climb 6 (+10), Intimidate 8 (+8), Knowledge (Streetwise) 6 (+6), Notice 4 (+6), Profession (Soldier) 6 (+8), Search 4 (+4), Stealth 8 (+11)

**Feats**  
 All-Out Attack, Defensive Roll 4, Equipment 2, Favored Opponent 2 (Psychics), Instant Stand, Precise Shot, Power Attack

**Powers**  
**Device 7** (hard to lose, Experimental Drug Cache), **Immunity 5** (Fatigue effects), **Mental Blast 10** (Extras: Action: Reaction; Flaw: Limited: Only against targets that make psychic contact), **Mind Shield 10**, **Protection 2**, **Super-Senses 1** (Psychic Awareness)

**Equipment**  
 Heavy pistol, grapple-line  
**Abilities 27 + Skills 12 (48 ranks) + Feats 12 + Powers 58 + Combat 32 + Saves 16 = 157**

**Background:** Wayne Penbrook came from a long line of career soldiers, so no one was surprised when he joined the army the day after he graduated high school. He was a man driven by a love of his country and pride in belonging to a seven-generation military tradition. From the moment he started basic training he did his family proud, living up to every expectation that came with the Penbrook name and rapidly rising through the ranks.

Wayne was transferred to Mindwar when a routine physical revealed a strong potential for psychic abilities. He approached the project the same way he did the rest of his career in the military, doing what he was told and striving to serve his country to the best of his

abilities. Initial tests quickly led to the development of mild empathic abilities, abilities that were enhanced as he went through the project's strict regimen of physical and mental training.

Three years after the Psi-Active process was first utilized, Captain Wayne Penbrook became one of the first Mindwar operatives to serve the military. He engaged in an array of covert missions around the Middle East throughout the nineties, as well as serving as a bodyguard for the president and other national representatives when dealing with foreign nationals. His ability to sense and override the emotions of others proved invaluable during sensitive negotiations, and soon the military hierarchy put increased pressure on the Mindwar scientists to enhance or replicate Penbrook's abilities.

Wayne was put through a number of tests and techniques as the lab-coats attempted to replicate his powers, and they were responsible for transferring his brother Bruce into the program in the hopes that his DNA would hold similar potential. Most of these attempts failed, and Wayne could sense the increased desperation coming from the hierarchy as experiment after experiment failed. Although Mindwar succeeded in creating a variety of super-powered psychics, few matched Wayne's abilities as an empath.

Although he had his reservations, Wayne agreed to undergo a second psi-active treatment in order further develop his powers. The process had never been performed on the same subject twice, but one of the lab coats in the project outlined the expected increases

in his power if it was a success. The potential gain was significant, and it would elevate Wayne into the realm of the fully-fledged superhuman. No longer just a military asset, he could stand alongside the meta-human heroes that were looked up to by the general populace.

The first faint flutters of fear started as Wayne was attached to the psi-incubator, suspended over the layers of cerebral-fluids that would enhance his powers. As it was lowered, he could feel the sharp thrill of panic starting to rise. His fingers clenched around the restraints, his breath held. He was immersed, lightning firing around him. For a moment he screamed in pain, panic and fear rising like a dark terror in his mind. A storm of emotions started running through his head, the emotional state of everyone in the mindwar complex. His head hammered with pain, and Wayne struggled to control the rapid influx of emotional states. He pushed outward, trying to erect a barrier to block the external emotions.

Outside the incubator, the psi-active wave sent a storm of random emotions rippling through the Mindwar complex. Inside the incubator, Wayne Penbrook wasn't nervous anymore.

In the aftermath of the wave, Wayne found that he couldn't feel anything. There was no panic, no fear, no anger. He worked out what had happened calmly and rationally, then quickly reasoned that the government would be sending in a clean-up team to capture or contain the most dangerous experiments before they could get loose. As the source of the wave, Wayne was obviously going to be on that list.

Wayne noted his own response to the situation with a detached curiosity; a few hours ago he would have willingly surrendered to the incoming forces, hoping that he could be cured and returned to duty as an asset of the US military. Now any pride he felt in his career was gone, along with every other emotion. He liberated a small horde of experimental drugs from the Mindwar labs and fought his way through the clean-up team.

Since his escape, Wayne has worked as a mercenary for hire. He searches out situations and experiences that make him feel something, hoping to one day break through the mental blocks he set up while undergoing the psi-active process.

Drugs and violence are the only things that offer him a temporary respite from his lack of emotions, and even those are starting to lose their hold as his defenses get even more developed. His emotionally null state allows him to engage in any kind of morally reprehensible act without a flicker of doubt or

### Grim's Drug Cache

Grim's drugs give him access to numerous low-level meta-human abilities. Although the majority of the drugs are kept in a bandolier across his chest and in small pouches on his belt, there are emergency caches secreted in pockets and sachet's around his body. Catching Grim without a supply of drugs is nearly impossible. Grim's cache is as a dynamic array.

#### Drug Cache

**Boost 5** (All Physical Traits; *Power Feats*: Alternate Power: **Boost 5** (All Mental Traits), **Enhanced Constitution 6**, **Enhanced Intelligence 6**, **Enhanced Wisdom 6**, **ESP 5**, **Quickness 5**, **Regeneration 5** (All Recovery Rates), **Super-Senses 5** (Danger Sense, Precognition), **Telekinesis 5**, **Telepathy 5**

remorse, and he willingly takes on such acts with the secret hope that he will feel one of those emotions. He has hired himself out as an assassin, drug runner and freelance espionage agent, although his recent activities have seen him focusing more and more on personal goals rather than the desires of others.

**Tactics:** Grim is a cold tactician whose battle plans are untouched by fear or hesitation. At the same time he is pushed to extremes, hoping that by placing himself in a tactically dangerous position he can trigger some moment of anxiety or fear. In the past he has taken on entire teams of superheroes on his own, often facing opponents far beyond his physical capabilities, and fought with a passionless determination that unnerved his foes.

His wide array of experimental drugs makes Grim difficult to predict, as he has stolen a variety of advanced compounds that let him replicate certain super-powers for short periods of time. His emotional lack makes his mind a dangerous place to visit – in the past psychics that have contact Grim have experienced pain or uncontrolled feelings of fear as they plumb the dark void of his mind. His first encounter with the heroine Empathy left her in a coma for several weeks after she made contact with Grim’s mind.

**Campaign Use:** Grim is a man of extremes, constantly striving to recover the sensation of feeling. Over the course of a long campaign he can be used to illustrate exactly what it means to want something at all costs, performing acts of extreme violence and bloodshed that become more extreme as the campaign goes on. While he may start provoking brawls or fighting as a mercenary for more powerful villains, he can end the campaign as a brutal killer who massacres children and engages in morally bankrupt acts in the vain hope that they will revolt him or cause him to feel remorse.

As his acts get more extreme, Grim becomes an interesting figure for heroes to engage with. Rather than performing evil for its own sake, he pursues these acts with a clear and logical goal that may horrify innocent or morally upright heroes.

Grim makes an excellent foil for mentalists, particularly empaths that have the power and ability to breach his mental defenses. He will clash with such characters, confident that they cannot harm him but secretly hoping they will break through. While he has asked psychics for their help in the past, he found that violent provocation gives a more immediate and extreme reaction.

**Personality:** Grim feels no emotions, so he often comes across as taciturn and coldly logical to others. He pursues the idea of feeling something again with a cold desperation, going to any extreme and placing himself in desperate situations just to see if it forces him to feel. He is capable of both great kindness and great cruelty, but engages in both only if he sees the potential for testing the limits of his emotional state. Since extreme violence emotions still provoke at least a minor reaction within him, he often drifts towards violence behavior.

Although he no longer feels the emotional euphoria from the drugs he takes, Grim is all too aware of the physical consequences of taking them. He keeps himself well supplied in order to continue operating at his peak physical capability, refusing to fall prey to the physical ravages of withdrawal. While he lacks the desperation of most addicted criminals, his emotionless nature often makes his need for drugs even more dangerous.

**Appearance:** Grim is a blond, haggard man in his early thirties. He tends to dress in battered military uniforms, festooned with small pouches and packs that contain his pharmaceutical supplies. He is almost never without the jacket he was wearing when he escaped from the Mindwar complex.

# Interceptor

Psychic Battlesuit

**Power Level:** 13 (234 points)

**Real Name:** Lester Banks

**Other Aliases:** None

**Affiliation:** Former Soldier in the United States Army, Former Test Subject for Project Mindwar

**Nationality:** American

**Age:** 27

**Height:** 5' 8"

**Weight:** 146 lbs.

**Eyes:** Brown

**Hair:** Black

**"AIR-UNIT INTERCEPTED. PREPARING FOR TERMINATION"**



| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +2  | +10 | +2  | +1  | +2  | +1  |
| 15  | 30  | 15  | 13  | 15  | 13  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +10/+7    | +6        | +14      | +6   |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| + 8          | +8            | +16/+6  | +10        |
| Max. Load    | Leap          | Grapple | Knockback  |
| 400 lb.      | 7/3/1         | +2      | -5/-4      |

| Attack                           | Damage | Special           |
|----------------------------------|--------|-------------------|
| Unarmed Strike                   | +2     | None              |
| Wrist-Mounted Autocannon         | +6     | Autofire          |
| Heat-Seeking Air-to-Air Missiles | +10    | Explosion, Homing |
| Disintegrate (+2 to Attack)      | +12    | Machines only     |

### Skills

Acrobatics 8 (+18), Climb 4 (+6), Computers 5 (+6), Disable Device 3 (+4), Intimidate 2 (+3), Knowledge (Tactics) 4 (+5), Notice 4 (+6), Pilot 8 (+18), Profession (Soldier) 4 (+6)

### Feats

Accurate Attack, Acrobatic Bluff, Attack Specialization (Disintegrate), Defensive Attack, Defensive Roll 3, Dodge Focus 4, Elusive Target 2, Evasion, Favored Environment (Air), Move-By Action, Precise Shot

### Powers

**Device 28** (hard to lose, Interceptor Battlesuit), **Disintegrate 2** (*Extras:* Reaction; *Flaw:* Only effects machinery)

### Devices

*Interceptor Battlesuit Blast 6* (*Extras:* Autofire), Blast 10 (*Power Feats:* Improved Range 5, Homing 5; *Extras:* Explosive), **Deflection 7** (All Ranged Attacks), **Boost 10** (Any psychic power; *Power Feat:* Slow Fade 5; *Flaws:* Personal), **Enhanced Dexterity 12**, **Flight 9**, **Immunity 5** (Critical Hits, High Pressure, Suffocation), **Protection 5**, **Super-Senses 12** (Extended Vision 2, Direction Sense, Distance Sense, Infravision, Low-Light Vision, Radio, Time Sense, Ultra-hearing, Ultra-Vision)

**Abilities 27 + Skills 12 (28 ranks) + Feats 17 + Powers 126 + Combat 40 + Saves 12 = 234**



**Background:** Lester Banks was always good at breaking his toys. It never seemed like he did it intentionally, but from a young age things always seemed to be falling apart when he was around. The plastic limbs on his action figures fell off, his computer games always seemed to overload, even the jig-saw puzzle he was given for his tenth birthday seemed to go wrong. Regardless of what he did, everything he owned appeared to have a limited lifespan. He'd play with things for a few months, and then they'd be gone. As he got older, things steadily grew worse. His parents had him tested for genetic mutation, worried that the constant destruction may be more than string of bad luck, but the results came back negative.

After dropping out of high school Lester apprenticed himself to a carpenter that specialized in handcrafted furniture, excelling in the rustic environment preferred by his mentor. Trained by an aging hippie with a natural distrust of technology, Lester was taught to use hand lathes and saws rather than more modern power tools. As long as he kept away from the ancient cash register they used at the store, he almost managed to convince himself that his run of bad luck was over. Then his mentor came in one morning and told Lester the shop wasn't selling as much as it used too. Much as he hated to do it, he was letting Lester go.

It didn't take Lester long to find another place to continue his training, but in a more modern workshop his bad luck returned almost instantly. On his first day the lathe malfunctioned when he tried to use it. Three weeks later a power saw malfunctioned, coughing out a thick cloud of smoke. Six weeks later he was fired, owing the workshop nearly three thousand dollars for the tools he'd inadvertently destroyed.

After getting fired from a string of menial jobs in the months that followed, Lester joined the army out of desperation. He wasn't sure how long he'd last, especially if guns started to malfunction while he was around, but he didn't really see many other choices.

Project Mindwar first learned of Lester when he was in the stockade following an accident involving a handful of live grenades. The young cadet had a reputation as a troublemaker, but he was also known for his ability to field strip an M-16 faster than anyone in the history of his regiment. Initial tests revealed that there was a strong possibility of super-human abilities involved in the trail of destruction that followed him, so he was transferred to the Mindwar compound for further exploration of his abilities.

It took nearly six weeks to determine Lester's power, a low-level psychic impulse that caused machines to malfunction through continual exposure. The long diagnosis was hampered by computers and other testing equipment malfunctioning, although the focus training given to all Mindwar potentials helped Lester control the process. The unique nature of his powers prevented them from putting him through the Psi-Active Process due to the necessity of monitoring his powers through technological means, so the Mindwar trainers merely focused on helping Lester fine tune his powers while the Project hierarchy debated what to do with the young psychic.

The answer presented itself in a cross-department research with the air force. While Mindwar had disregarded earlier research into cybernetic interfaces and psychic-enhancing technology in favor of the Psi-Active process, a branch of the air force had been experimenting with advanced systems while trying to perfect an airborne battlesuit capable of reliably skirmishing with enemy fighters.

While the air-force development team had little luck developing a reliable interface that wouldn't harm the pilot, they had succeeded in creating a shielded system that reliably amplified brain signals and nerve impulses to allow the pilot to steer and maneuver the armor at high speeds.

Trading his own notes about psychic interfaces and cybernetics for a copy of the prototype armor, Dr. Proben used the prototype as the basis for a suit that could make use of Lester's unique abilities. Combining an interface that was specially shielded against Lester's power with a cybernetic booster that gave him increased control and range, the Interceptor armor transformed Lester into a dangerous airborne combatant. Realizing his potential as both a weapon of war, Lester was assigned to work with the air force while researchers sought out a way to control or replicate his powers in a beneficial way.

Lester's abilities proved invaluable against flying opponents, with his ability to destroy technology wrecking havoc against enemy fighter jets as they traveled at high speeds. While he made regular trips to the Mindwar Complex for further tests and debriefings, he came to enjoy his role as an armored warrior. He eventually found himself working for homeland security, helping keep American air space secure.

Lester and the Interceptor armor were at Mindwar for a routine maintenance check when the Psi-Active wave hit. The surge focused his love of being airborne and keeping the skies clear, and he was flying out of

the base at high speed within seconds of the wave being reported. Since that day Lester has been keeping American skies clear of all aircraft, foreign or otherwise. He has launched attacks of civilian and military jets with surprising regularity, acting on a drive to keep the skies clear at all costs. He has had several clashes with flying heroes, particularly the armored hero Tesla, and most recently hit the news when decimating a squad of fighter planes doing a routine patrol over Washington.

**Powers:** Lester Banks possesses a low-key ability to cause technology to malfunction, although it often requires significant periods of exposure for him to effect particularly large or complex items. Without the benefit of the Interceptor armor and other technology provided by Project Mindwar, his destructive abilities are largely unfocused and unconscious. He may be able to consciously cause an item to malfunction with extreme effort, but such activity is unlikely to succeed and leaves him nearly exhausted from mental strain.

While wearing the Interceptor battle suit, Lester's abilities are amplified and focused so he can cause particularly large or complex items to self-destruct with a thought. The armor also possesses a pair of long-range missiles, light armor plating over Kevlar layers, and boot jets capable of generating flying speeds in excess of 500 miles per hour.

The armor also comes with a wrist-mounted cannon that supplements Lester's destructive powers, as well as a thick metallic shield that can be used to deflect incoming attacks. Lester has received extensive training with the Interceptor armor, and knows its capabilities intimately.

**Tactics:** Interceptor fights from the air whenever possible, and his maneuverability and speed combine to make him a dangerous combination. He prefers to engage opponents that rely on technology or power armor almost exclusively, using his mental powers to disable their armaments before relying on his armor's more conventional armaments to decimate the opposition. He engages airborne opponents in dogfights, relying on his surprising airborne agility to outmaneuver opponents. Against ground opponents he tends to rely on traditional strafing runs, flying past in a burst of gunfire before circling around for another pass.

**Campaign Use:** While he is capable of holding his own in combat, Interceptor is more useful as a plot device than he is as a single opponent for hero teams. His attempt to clear the air of all opponents often means he creates a situation far more dangerous than simply facing him in a fair fight – he sends passenger jets hurtling to the ground, takes out radar towers, and sabotages military air-support with equal ease. Taking out Interceptor may be easy, stopping the jumbo jet he's sent on a collision course with the city can be slightly more difficult.

Although it is easy to point Interceptor as a raving lunatic, it's also possible to turn him into a sympathetic villain by gradually revealing his flight. He still considers himself a patriot, and truly believes that keeping the skies empty is the best way to protect the country that he loves. Characters that learn of his involvement in Mindwar may attempt to cure him. Whether or not this is possible is left entirely to the referee, although if he is restored to his right mind there are a number of possible reactions Lester could have. He may become a hero, but he may also turn into a shattered wreck of a man driven to bouts of depression by the knowledge of what he once did.

**Personality:** Interceptor is a zealot, his broken mind focusing on achieving the only goal his abilities ever seemed suited to. Prior to joining the army he was a nervous, fidgety man who always expected things to go wrong. After putting his abilities to good use with Mindwar, he gradually grew in confidence by focusing on his unique abilities. He's still fidgety and vaguely uncomfortable in social situations, and never seems to be completely at ease unless he's airborne.

**Appearance:** Interceptor wears a light-weight suit of red Kevlar layered with deep blue steel plates. His arms and legs are lightly armored, giving him maximum maneuverability and control while in flight.

Out of armor Interceptor is a spindly scarecrow of a man who prefers aviator jackets and thick ray-ban sunglasses. He has been known to affect a white scarf and goggles at times, and is never far from a small pack that contains his armor.

## Mako

Malleable Narcissist

**Power Level:** 11 (120 points)

**Real Name:** Alfred Penbrook

**Other Aliases:** None

**Affiliation:** None

**Nationality:** American citizen

**Age:** 26

**Height:** 5'11"

**Weight:** 230 lbs

**Eyes:** Blue

**Hair:** Blond

**"MAKO IS THE MOST DANGEROUS MAN YOU'RE EVER GOING TO MEET, AND HE'S READY TO KICK SOMEONE'S BUTT."**



**Background:** Alfred Penbrook never wanted to be a soldier, but he knew that there was never any other option available to him. His family was career military for six generations, and his older brother was already serving his country with distinction by the time Alfred graduated from High School.

Alfred grew up capable of reciting hours of military history, working out with his father and elder brother in preparation for his eventual enlistment and practicing cadet drills almost as soon as he could walk. Although he spent a year traveling the country after he finished school, the overwhelming pressure from his family had him walking into a recruitment office on his nineteenth birthday.

| STR | DEX | CON | INT | WIS | CHA |
|-----|-----|-----|-----|-----|-----|
| +11 | +2  | +6  | +1  | +2  | +1  |
| 32  | 15  | 22  | 13  | 15  | 13  |

| Toughness | Fortitude | Reflexes | Will |
|-----------|-----------|----------|------|
| +15/+14   | +8        | +6       | +4   |

| Melee Attack | Ranged Attack | Defense | Initiative |
|--------------|---------------|---------|------------|
| +10          | +7            | +8/+4   | +2         |
| Max. Load    | Leap          | Grapple | Knockback  |
| 4,000 lb.    | 16/8/4        | +15     | -7         |

| Attack         | Damage | Special       |
|----------------|--------|---------------|
| Unarmed Strike | +11    | Improved Grab |

### Skills

Acrobatics 6 (+9), Climb 6 (+10), Disguise 0 (+11)  
Intimidate 8 (+8), Knowledge (Streetwise) 6 (+6),  
Notice 4 (+6), Profession (Soldier) 6 (+8), Search 4 (+4),  
Stealth 8 (+11)

### Feats

Attack Focus (Melee) 3, Chokehold, Improved Grab,  
Improved Grapple, Improved Trip, Power Attack, Weapon Bind

### Powers

**Elongation 4, Enhanced Constitution 6, Enhanced Strength 16, Force Field 1, Morph 2 (Humanoids), Protection 8, Super-Movement 1 (Slithering), Super-Senses 1 (Psychic Awareness), Telekinesis 2 (Flaw: Microkinesis: Light loads only)**

### Drawback

**Weakness** (Lapse in concentration; Very Common, Major Intensity; Occurs every round)

**Abilities 28 + Skills 12 (48 ranks) + Feats 9 + Powers 43 + Combat 30 + Saves 8 - Drawback 10 = 120**

Basic training was all he expected it to be, an endless succession of drills and hikes that blurred into one another as the days went on. Years of preparation made him a competent soldier from the beginning, but his lack of enthusiasm for the job prevented him from excelling. While six generations of Penbrook soldiers had been driven by a patriotic duty to their country, Alfred just wanted to get his stint over with so he could get on with the rest of his life. He'd do his stint serving his country, but then he was going to live life for one person – Alfred Penbrook. Unfortunately, things didn't turn out that way.

Three weeks before his tour was up, Alfred was transferred out of his platoon and into the Mindwar Project. He was told that his elder brother Wayne had exhibited a beneficial mutation when exposed to the Psi-Active treatment the project was developing, and that they hoped the shared DNA would do the same when Alfred was exposed to the same chemicals. Although they told him that co-operation was purely voluntary, Alfred knew a veiled order when he heard one. It meant adding three years to his tour, possibly even more, but they were offering some serious money to those that went through with the treatment. Alfred did the math, signed on the dotted line, and set his sights on the date at the end of the tests where he'd be free.

Alfred's first exposure to the Psi-Active process almost killed him. He emerged from the liquid bath a tangled mess of limbs and skin, his physical form quickly losing cohesion, as his mind was flooded with pain. Scientist moved quickly to try and halt the process, dosing him with the psi-inhibitors usually used to placate subjects, but they only succeeded in accelerating the problem. It wasn't until Wayne Penbrook used his empathic powers to fill his brother with calm that Alfred was capable of focusing his mind and pulling his body back into a semblance of its former shape.

Tests revealed that Alfred had developed a specialized form of micro-kinesis as a result of the process, developing the ability to control his body on the molecular level. This would allow him to elongate limbs, boost his strength and make his skin harder than steel, but also caused the fast-moving deterioration of his body's molecular cohesion if he stopped using his powers for even a second. He underwent months of training, learning to maintain the focus necessary to control his body, and gradually learned to expand the range of his abilities. The skills needed to master his powers were supplemented in specialized training in infiltration and espionage as the Mindwar Hierarchy sought a useful avenue for Alfred's powers.

Working as a secret agent appealed to Alfred, offering the allure of freedom that he always thought would be denied to him. He excelled in his training, honed his powers, and was within weeks of being transferred to work with the NSA when the Psi-Active Empath wave hit the complex. Alfred was in the middle of training at the time, and was quickly forced to defend himself against the two instructors that went mad with rage as soon as the wave hit. He disabled the both quickly and easily, his strength and durability easily overpowering his attackers.

Alfred Penbrook burgeoning confidence was boosted to near impossible levels by the wave, transforming him into an overwhelming narcissist with unshakable confidence in his own superiority to normal people. By the time the military control team arrived at Mindwar to clean up the mess, Alfred had already renamed himself Mako and killed over a dozen soldiers that got in his way. When the clean-up team engaged him, he simply walked through the hail of gunfire they sent in his direction and made off with one of the attack helicopters they landed on the base.

Feeling free for the first time in his life, Mako made his way to Los Angeles and fell in with the local crime syndicates. His powers and training made him a capable enforcer and hit man, and he's spent the last three years working as a thug-for-hire out of Venice Beach. Both his ego and his work have gotten him into conflict with several L.A. super-humans, with his most visible battle remaining a three-hour slugfest with The Stuntman.

Mako's rising ego-mania has led him to make an increased number of televised threats and public declarations in recent months, and several members of the Los Angeles underworld are concerned that the highly visible hit-man may soon make his own bid for power rather than working as a thug-for-hire.

**Powers:** Mako possesses a specialized form of micro-kinesis that gives him the ability to telekinetically control the molecules in his body. This allows him to alter the composition of his form with will, stretching and increasing the strength in his limbs with a thought and rearranging facial features into any face he can picture in his mind. He is capable of stretching his body nearly 40 feet, slipping through a crack only inches wide and hardening skin to the density of steel when faced with bullets or knives.

Although his powers are focused inward, Mako can also generate a low-powered telekinetic field capable of moving light objects and creating a force field hard enough to block most physical attacks by normal humans.

Mako maintains his physical form with practiced ease, but it quickly starts to disincorporate if his concentration lapses. If he is ever stunned or otherwise unable to take a free action to maintain his corporeal instability power, Mako's molecular structure starts to mutate and warp within the space of seconds. Mako must make a damage save every round against his own power (DC 23) until he regains control of his powers and solidifies his form once more.

**Tactics:** Mako carries himself like a brawler, but is capable of being as efficient and deadly as the shark he selected as his namesake. When fighting in front of a crowd he'll stretch out a conflict as long as possible, engaging in property damage and flashy moves just to demonstrate his own brilliance as a combatant. When there are no spectators he shifts to a more direct method, trying to take down an opponent as quickly as possible so he can get away and avoid detection. Often his pretence of being a straightforward combatant is purely to lull his opponents into a false sense of security, using misdirection and overconfidence to lure a target into position to Mako can hit with the full force of his training.

Between his super-human strength and elongation abilities, Mako makes good use of terrain in a fight. In urban areas he's prone to taking the high ground, pummeling his opponents from a position on the rooftops. When facing flying opponents he'll use his powers to hide in the midst of construction scaffolding or similar constructions, coiling around the struts like a snake while using the cover to negate the maneuverability and height advantage of flying opponents.

**Campaign Use:** Mako is an overwhelmingly arrogant thug with a penchant for picking on those he sees as inferior to himself. This makes him a good foil for tough guy heroes who possess similar attitudes, or more humble heroes who hide their power beneath a veneer of calm and serenity. There's always something satisfying about clobbering a loudmouth bully, especially when they behave like a spoiled celebrity for the majority of the battle.

Mako also has a growing public profile, which feeds his narcissism and may see a shift in his modus operandi. Public attention and fame may well transform him from an egotistical killer to an egotistical show pony, willing to pick any fight or perform any stunt in order to become a bigger star. He's popular among surfers, body-builders and a variety of Venice locals who believe he adds local color, and he may well mount a campaign to become Los Angeles's favorite super-villain if he thinks the acclaim could be worth it.

Like all the Mindwar villains, there's a dark side to Mako's behavior as well. His narcissism starts out under control, but as it grows over the course of a campaign he will gradually become more and more careless with the lives of others. While he started as a brutal killer-for-hire, he may end a campaign as a passionate serial killer attempting to take out anyone

who threatens his limelight. These traits grow slowly as the after-effects of the psi-active wave start to take hold, but Mako's decline into barbarism is nearly unstoppable.

**Personality:** Beneath the layers of arrogance and egomania instilled in him by the psi-active wave, Mako is a fairly aimless slacker who has been taking the easy path for most of his life. The wave pushed a subconscious desire for recognition to the fore, making it the primary motivator in Mako's life. He must be recognized as the best in every activity he undertakes, and isn't afraid to use his powers to force others to acknowledge that if necessary.

In his present state Mako is a volatile powder keg, rising to meet any dare or challenge and generally demanding the attention of others. His violent rages and need for attention are only getting worse, but he doesn't seem to care about or simply doesn't understand the implications of this. He cares little for anyone apart from himself, and is almost devoid of compassion for others.

The only thing Mako really fears is the loss of his powers, both due to the pain it causes him and the lingering fear that without them he will turn back into just another army screw-up.

**Appearance:** Although he can take on the appearance of anyone he wants, Mako prefers to shape his own body through exercise and the subtle use of his powers. He looks like a blond, tanned body-builder fresh from the Venice Strip, complete with tattoos and a haircut that mirrors the latest style. He remains fond of using his powers to give himself sharp, shark-like teeth.

Mako avoids wearing a costume, preferring to work in the latest fashions rather than being caught in a dated spandex suit. Occasionally he'll use his powers to adopt a parody of an opponent's costume, but generally he's far too concerned with looking good. He is often found wearing beach and surf labels or impeccable suits that he buys with the money earned from his mob hits.

## Agamemnon

Icon-Class Human

Real Name: Classified

Other Aliases: Classified

Team Affiliation: Classified

**WANTED FOR ASSAULT; MURDER;  
THEFT; DESTRUCTION OF PROPERTY;  
ATTACKS ON PROPERTY RESULTING  
IN DEATH;**

### Known Powers

Agamemnon wears a gauntlet that amplifies latent telekinetic talents in the user. The gauntlet allows him to lift over 50 tons, deflect incoming attacks with telekinetic shields, and generate powerful force fields and telekinetic energy blasts.

Agamemnon's axe is designed to resonate when in the hands of a telekinetic, vibrating at high speed. It is capable of cutting through high-density steel.

Agamemnon is often encountered aboard a flying skiff. Whether the skiff is capable of moving under its own power, or its flight is a function of his telekinetic gauntlet, isn't yet verified.

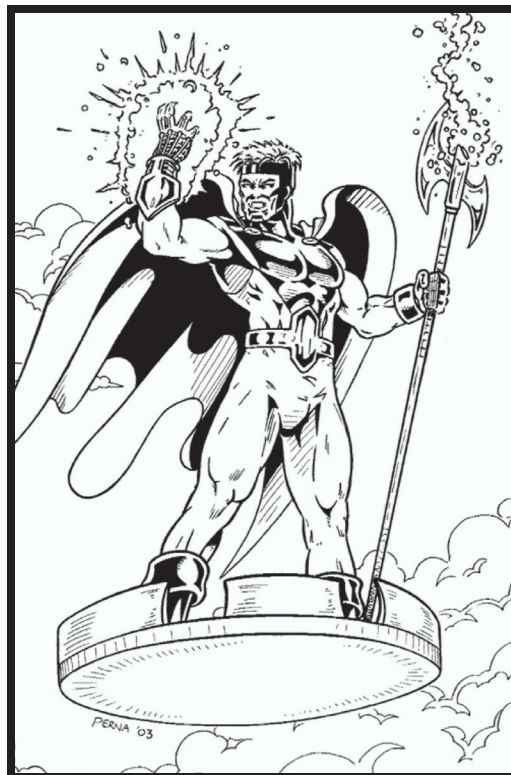
Agamemnon has received minimal combat training and exhibits few powers beyond his technologically advanced weaponry. He possesses an advanced knowledge of psionic weapons technology and mutation.

### Remarks

Agamemnon suffers from the delusional belief that he has conquered the world. He believes all encounters with super-human adversaries are conflicts with political dissidents who oppose his rule.

Agamemnon is wanted by the United States Military. Contact immediately if encountered. Capture alive if possible.

**CAUTION  
AGAMEMNON IS MENTALLY UNSTABLE  
AND PRONE TO VIOLENT OUTBURSTS. HE  
SHOULD BE CONSIDERED ARMED AND  
DANGEROUS.**



OMNI Database #110202

### Physical Description

|                    |            |
|--------------------|------------|
| Date of Birth:     | Classified |
| Place of Birth:    | Classified |
| Nationality:       | American   |
| Race:              | Caucasian  |
| Sex:               | Male       |
| Complexion:        | Fair       |
| Eyes:              | Blue       |
| Hair:              | Blond      |
| Height:            | 5' 9"      |
| Weight:            | 167 lbs    |
| Build:             | Medium     |
| Known Occupations: | Classified |



## Achilles

Ascendant-Class Mutant

Real Name: Classified

Other Aliases: Classified

Team Affiliation: Classified

**WANTED FOR MURDER; ASSAULT;  
THEFT; DESTRUCTION OF PROPERTY;  
ATTACKS ON PROPERTY RESULTING  
IN DEATH; MURDER; ABSENT  
WITHOUT LEAVE**

### Known Powers

Achilles is capable of projecting a psychic exo-skeleton that gives him super-human strength and combat abilities. In addition to increasing his physical prowess, Achilles exo-skeleton is nearly indestructible and impenetrable by normal means.

Achilles exo-skeleton has manifested adaptive powers in the past, rapidly mutating to counter new threats as they manifest.

Achilles exhibits training in a wide variety of combat techniques and martial arts. His fighting style is efficient and direct, often improvising weapons from his surroundings.

### Remarks

Achilles possesses a strong competitive streak, often choosing to focus on opponents that come close to matching his strength and skill. He has been known to publicly challenge such opponents to duels.

Achilles exo-skeleton is psychic in nature, requiring concentration to maintain. He is rendered powerless if his exo-skeleton is disrupted.

Achilles often works as a mercenary for hire. He has been known to serve as a soldier for Agamemnon (OMNI Database Number #110202), although established connections between the two are tenuous.

Achilles is wanted by the United States Government for being Absent Without Leave, and should be turned over to military authorities for court marshal once captured. He is wanted alive.

**CAUTION  
ACHILLES HAS MURDERED OR  
HOSPITALIZED FIVE SUPER-HUMANS. HE  
SHOULD BE CONSIDERED EXTREMELY  
DANGEROUS.**



OMNI Database #110203

### Physical Description

|                    |            |
|--------------------|------------|
| Date of Birth:     | Classified |
| Place of Birth:    | Classified |
| Nationality:       | American   |
| Race:              | Caucasian  |
| Sex:               | Male       |
| Complexion:        | Fair       |
| Eyes:              | Blue       |
| Hair:              | Blond      |
| Height:            | 6'         |
| Weight:            | 230 lbs    |
| Build:             | Medium     |
| Known Occupations: | Classified |

## Grim

**Icon-Class Mutant**

**Real Name:** Classified

**Other Aliases:** Classified

**Team Affiliation:** Classified

**WANTED FOR THEFT; DESTRUCTION OF PROPERTY; ATTACKS ON PROPERTY RESULTING IN DEATH; DRUG TRAFFICKING; CONSPIRACY TO DISTRIBUTE OR MANUFACTURE DRUGS ABROAD WITH KNOWLEDGE OR INTENT THAT IT BE IMPORTED INTO THE UNITED STATES; ABSENT WITHOUT LEAVE**

### Known Powers

Grim is emotionally null, unable to feel emotions or pain. He is resistant to all forms of physical and mental damage.

Grim has access to a wide array of experimental pharmaceuticals, giving him the ability to simulate a wide range of super-human abilities for short periods of time.

Grim exhibits training in advanced combat techniques and marksmanship. He favors a colt .45 sidearm as his weapon of choice.

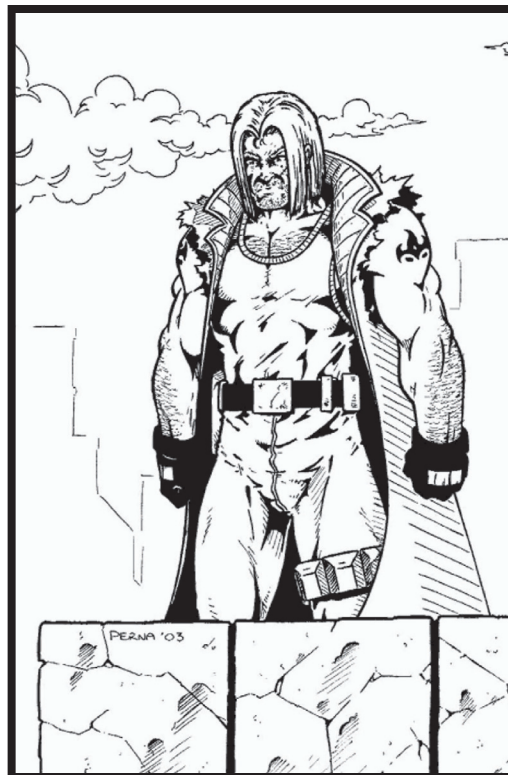
### Remarks

Grim appears to be afraid of nothing, but he has exhibited a desperate need to feel emotions. It is unknown whether his condition is the result of mental instability or some form of super-power.

Grim is wanted across South America and Africa for crimes committed while serving as a freelance mercenary.

Grim is wanted by the United States Government for being Absent Without Leave, and should be turned over to military authorities for court marshal once captured. He is wanted alive.

**CAUTION  
GRIM SHOULD BE CONSIDERED ARMED  
AND DANGEROUS. USE CAUTION WHEN  
APPROACHING.**



OMNI Database #110204

### Physical Description

|                           |            |
|---------------------------|------------|
| <b>Date of Birth:</b>     | Classified |
| <b>Place of Birth:</b>    | Classified |
| <b>Nationality:</b>       | American   |
| <b>Race:</b>              | Caucasian  |
| <b>Sex:</b>               | Male       |
| <b>Complexion:</b>        | Pale       |
| <b>Eyes:</b>              | Green      |
| <b>Hair:</b>              | Blond      |
| <b>Height:</b>            | 5' 9"      |
| <b>Weight:</b>            | 187 lbs    |
| <b>Build:</b>             | Medium     |
| <b>Known Occupations:</b> | Classified |

## Interceptor

Icon-Class Human

Real Name: Classified

Other Aliases: Classified

Team Affiliation: Classified

**WANTED FOR MURDER; ATTACKS ON  
PROPERTY RESULTING IN DEATH;**

### Known Powers

Interceptor wears a suit of advanced battle-armor capable of matching the speed of advanced fighter jets and military aircraft. The armor is equipped with a high-tech sensory array, a pair of long-range air-to-air missiles, a wrist-mounted machine gun and a mobile shield capable of withstanding machine gun fire.

Interceptor has also exhibited the ability to cause aircraft and other machinery to either self-destruct or malfunction. Whether this power is a result of his armor or a natural mutation is unknown.

Interceptor is a skilled marksman and hand-to-hand combatant. He has received extensive training in airborne offence and dog-fighting tactics, and exhibits advanced reflexes and maneuverability.

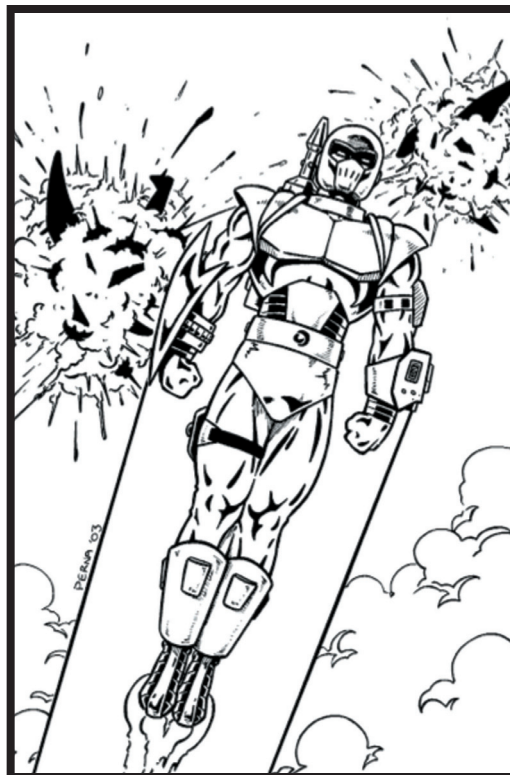
### Remark

Interceptor's armor was originally designed by the US Air Force to serve as an advanced interception unit when dealing with airborne threats to homeland security.

Interceptor remains obsessed with airborne targets. He often fixates on airborne objects, including birds, to the exclusion of ground-based opponents. He is protective of American air space, but shows no discrimination between foreign threats and commercial aircraft.

Interceptor is wanted by the United States Government for being Absent Without Leave, and should be turned over to military authorities for court marshal once captured. He is wanted alive.

**CAUTION  
INTERCEPTOR SHOULD BE CONSIDERED  
ARMED AND EXTREMELY DANGEROUS.  
APPROACH WITH EXTREME CAUTION.**



OMNI Database #110206

### Physical Description

|                    |            |
|--------------------|------------|
| Date of Birth:     | Classified |
| Place of Birth:    | Classified |
| Nationality:       | American   |
| Race:              | Caucasian  |
| Sex:               | Male       |
| Complexion:        | Pale       |
| Eyes:              | Brown      |
| Hair:              | Black      |
| Height:            | 5' 8"      |
| Weight:            | 146 lbs    |
| Build:             | Medium     |
| Known Occupations: | Classified |

## Mako

Icon-Class Mutant

**Real Name:** Classified

**Other Aliases:** Classified

**Team Affiliation:** Classified

**WANTED FOR ASSAULT; MURDER;  
THEFT; DESTRUCTION OF PROPERTY;  
ATTACKS ON PROPERTY RESULTING  
IN DEATH; ABSENT WITHOUT LEAVE**

### Known Powers

Mako possesses a specialized form of micro-kinesis that gives him the ability to telekinetically control the molecules in his body. This allows him to alter the composition of his form with will, stretching and increasing the strength in his limbs with a thought and rearranging facial features into any face he can picture in his mind. He is capable of stretching his body nearly 40 feet, slipping through a crack only inches wide and hardening skin to the density of steel when faced with bullets or knives.

Although his powers are focused inward, Mako can also generate a low-powered telekinetic field capable of moving small objects.

### Known Weaknesses

Mako's physical form is maintained by continued concentration. He experiences extreme pain if he loses the ability to maintain physical coherency with his powers, and prolonged difficulty could result in death.

### Remarks

Mako has been connected with several prominent figures in the Los Angeles underworld, and is thought to be working as a freelance assassin for hire.

Mako is wanted by the United States Government for being Absent Without Leave, and should be turned over to military authorities for court marshal once captured. He is wanted alive.

**CAUTION  
MAKO IS WANTED FOR THE ASSAULT  
OF SEVERAL SUPER-HUMANS AND  
REMAINS A SUSPECT IN THREE LOS  
ANGELES MURDER INVESTIGATIONS. HE  
SHOULD BE CONSIDERED EXTREMELY  
DANGEROUS.**



OMNI Database #110207

## Physical Description

|                    |            |
|--------------------|------------|
| Date of Birth:     | Classified |
| Place of Birth:    | Classified |
| Nationality:       | American   |
| Race:              | Caucasian  |
| Sex:               | Male       |
| Complexion:        | Tanned     |
| Eyes:              | Blue       |
| Hair:              | Blond      |
| Height:            | 5' 11"     |
| Weight:            | 230 lbs    |
| Build:             | Heavy      |
| Known Occupations: | Classified |



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