



X-MEN

AVENGED

A ROLE-PLAYING GAME
FOR 5 PLAYERS

PLAYER'S HANDBOOK

-CREATED BY-
DAVID WHITE

MARVEL



AVENGED

A Marvel Heroic Roleplaying Game for 4-6 players

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X-MEN AVENGED is a fan creation written by David White based on the 1990's "X-Men" series written by Chris Claremont and illustrated by Jim Lee.

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EVENT SOURCEBOOK

EVENT SYNOPSIS

The Avengers are heralded as the World's Mightiest Heroes, but when they fall in battle against Ultron, who will rise up to take their place? Ever since the first mutant gene manifested, mutants have been regarded as outcasts and, at the worst, monsters, and have been shunned from society. Professor Xavier's lifelong dream has been to bridge the gap between the *homo sapiens* and the *homo superiors*. To further this goal, Professor Xavier created the X-Men, a team of mutants that fight for human and mutant equality.

This three-Act Event based on the popular 1990's "X-Men" series written by Chris Claremont and illustrated by Jim Lee will see the X-Men rise up to fill the vacuum of superhero power left by the Avengers and then see them hunted down as vigilantes and terrorists when the Avengers (actually cyborg replicas built by Ultron) return and turn America into a superhuman-controlled police state. With the Avengers beaten and the Fantastic Four out of the picture, it is up to the X-Men to defeat the cyborg Avengers, defeat Ultron and save the world. But how can the mutants save a world that fears and hates them?

Everything in this Event is intended for the Watcher. Players should stop reading if they want to be surprised!

PREPARING FOR THE EVENT

X-Men Avenged requires a little preparation before you run it for the first time. Here's what you need.

- **Read over the entire Event** provided here and become familiar with the villain datafiles and key Scenes.
- When your group meets to play the first session, have each player **choose a hero from the datafiles provided.**
- Each play should **choose two Milestones** to pursue for this Event. They may choose a Milestone from either their datafile or from the Event-Based Milestones included with this Event.
- **Make sure you have enough dice, plenty of Plot Point tokens, and some kind of action order token for each player.** You may also benefit from taking note of each hero's Affiliations and what Milestones the players have chosen. Keep this list near you for reference during the game.
- If this is your group's first session of Marvel Heroic Roleplaying, you should **introduce your players to the basic rules and go over their datafiles with them.** Hand out copies of the cheat sheet for their reference.

STRUCTURE OF THE EVENT

X-Men Avenged is a 3-Act Event. Each Act gives the players plenty of opportunities to bust out their heroes' super powers and amazing talents, and allows the Watcher to mix up the action a little with a large selection of bad guys.

- **Act One:** The X-Men must deal with the disappearance of the Avengers as well as deal with their own problems in their mission for human-mutant equality.
- **Act Two:** On the run, their Institute in shambles and Professor Xavier kidnapped by Sentinels, the X-Men must further investigate the mystery of what happened to the Avengers while avoiding Sentinel scanners and superhuman search parties.
- **Act Three:** The rumble in the jungle! After ousting the fake Avengers, the X-Men must track Ultron's hidden base to the Savage Land, where they must put an end to his newest bid for world domination once and for all.

X-MEN BLUE AND GOLD

As stated before, this Event takes place during Chris Claremont and Jim Lee's X-Men series that took place in the 1990's. This series was made even more popular by the Fox TV animated series based on this series. At this time of the Marvel Universe history, the X-Men have expanded to such a size that they must be divided into two separate teams: X-Men Blue and X-Men Gold.

X-Men Blue is led by **CYCLOPS** and contains team members **WOLVERINE, BEAST, ROGUE, GAMBIT** and **PSYLOCKE**.

X-Men Gold is led by **STORM** and contains team members **JEAN GREY, COLOSSUS, ICEMAN, ARCHANGEL** and **BISHOP**.

While these two operate on different missions, they both share a home in the Xavier Institute and find themselves relaxing together in between missions.

MILESTONES FOR THIS EVENT

A player may choose to pursue one or two of these Milestones in place of Milestones in the hero's datafile. More than one hero can have the same Milestone. That's okay! They aren't first-come, first-served.

A WORLD THAT HATES AND FEARS YOU

The X-Men are willing to go to any lengths to prove to the world that mutants aren't monsters. Even protecting those that hate them the most. How will you react when it seems that nothing you do will change human prejudice?

- 1 XP** when you protect an innocent bystander or layperson, exposing your mutant abilities in the process.
- 3 XP** when your mutant genetics become the center of a conflict.
- 10 XP** when you bring a peaceful understanding between a group of mutants and a group of non-mutants, or you actively take a militant stand against one side or the other.

DISCIPLE OF X

You strive to live by Professor Xavier's standards of tolerance and understanding as key to mutant survival.

- 1 XP** when you discuss non-violent means of opposing oppression.
- 3 XP** when you create an asset that helps a mutant overcome human oppression.
- 10 XP** when you either pledge your life to non-violence as a means of mutant survival or publicly disavow Xavier's teachings and seek another way to serve mutant-kind.

GENOCIDAL ROBOTS

Your hatred of Sentinels transcends rational thought and maybe even parallel universes. Nothing brings you more joy than seeing one being turned into a useless pile of smoldering junk.

- 1 XP** when you either discuss past battles with Sentinels or make plans to destroy one now..
- 3 XP** when you make an asset designed to destroy a Sentinel, or destroy a means of producing Sentinels.
- 10 XP** when you either wipe out a Sentinel factory, or you put yourself in mortal danger to save the life of a teammate in a battle with a Sentinel.

INSTITUTE PROFESSOR

There are many young mutants that need your help to understand and control their powers. You stand on the shoulders of past teachers, trying to keep Charles Xavier's legacy alive.

- 1 XP** when you relate the current situation to the subject you teach at the Xavier Institute.
- 3 XP** when you create an asset or resource during a Transition Scene with some students.
- 10 XP** when you graduate one or more mutants, having prepared them to go into the world, or you resign your professorship and leave the academy.

X-VETERAN

Never has being the paragon of mutanthood been so heavy a mantle to wear. You are tasked to make the hard decisions and choose difficult paths that will affect the future of your kind.

- 1 XP** when you discuss past mutant battles and how they relate to the conflict at hand..
- 3 XP** when you create a battle plan as an asset for your fellow mutants to use during an Action Scene.
- 10 XP** when you either leave the mutant team to join a team of predominantly non-mutant super heroes to gather a group of mutants for a new purpose.

UNLOCKABLES

As well as the usual things your players can spend XP on, add the following items to the list. Note that some Unlockables are listed as having a 5 XP and a 10 XP level, which correspond to minor and major Event Resources.

- **[5 XP] Desperate Evolution.** For 5 XP any mutant can unlock a temporary surge of energy for survival. Until the beginning of the next Transition Scene the hero steps up any Stunt dice created with mutant powers. This can be unlocked again once the Scene ends.
- **[5 XP/10 XP] Unlock Magneto.** The X-Men and their arch nemesis Magneto have clashed countless times over the years, but some crises that threaten all of mutantkind have driven them work together. This is one of those crises. Starting at the beginning of Act 2, any player who spends 10 XP during this Event can unlock Magneto as a playable character. A player who spends 5 XP can unlock Magneto's assistance in the form of a resource. At any time, the hero can cash in this resource and have Magneto show up for one scene to help the heroes. Essentially, Magneto shows up and removes one target from play (stressing them out, wrapping them in metal, throwing them into space, etc.) and then he flies off never to be seen again. If Magneto is called in against a member of the Avengers or Ultron, he takes one action against one target and then leaves regardless of whether the action was successful or not.
- **[5 XP/10 XP] Virtuous/Dangerous Mutant:** An action you've taken has made you a public face, giving you a reputation either for heroism or villainy. Any mutant can spend 5 XP to gain a fourth reputation-based Distinction lasts for the entirety of the Event. Examples of such Distinctions are **One Of The Good Ones** or **Dangerous Mutant**.

ACT ONE: A WORLD THAT FEARS AND HATES US

Act One is fairly straight forward and linear. The heroes start at the Xavier Institute, fight the brotherhood, go to Avengers Mansion, combat the Brotherhood, return to the Xavier Institute and then battle Sentinels and soldiers on the Institute Grounds.



SETTING: THE XAVIER INSTITUTE

While the heroes will travel to many different locations in the Act One, they will spend numerous Scenes at the Xavier Institute. Prominent locations of the Xavier Institute are described below with **SCENE DISTINCTIONS** included in the description.

BOAT HOUSE

DOWN ON THE SHORE is a boathouse holding **RECREATIONAL SUPPLIES** as well as **STATE OF THE ART OCEANIC TRANSPORTATION**. Much like the garden, X-Men like to come here to relax since the boathouse is **AWAY FROM IT ALL**.

CEREBRO

The **ULTIMATE MUTANT DETECTOR** is utilized by Professor Xavier to find mutants around the world as their latent mutant abilities are activated. The machine's **RESTRICTED ACCESS SETTINGS** can be overrules only by a **SECRET PASSCODE** known only by Charles Xavier, who has allowed Jean Grey to use it in the past only at desperate measures. Cerebro is housed in the **MOST SECURE LOCATION IN THE MANSION** as it contains **EXTENSIVE FILES ON THE MUTANT POPULATION** and their whereabouts.

DANGER ROOM

The Danger Room is where the X-Men come to train. The Danger Room is equipped with **SHI'AR FAST PROCESSING COMPUTERS** that react to the X-Men's choices by utilizing **EXTENSIVE FILES AND MODELING PROGRAMS, OVERLAPPING GRAVITY FIELDS**, and **HOLOGRAPHIC PROJECTIONS** to create realistic environments for the X-Men to train in. Set apart from the actual Danger Room training room is the **DANGER ROOM MASTER CONTROL**, where the facilitator of the training exercise, usually Professor Xavier, Cyclops or Storm may adjust the difficulty and settings of the current training program.

ESTATE GROUNDS

The Xavier Institute is built on a **LARGE ESTATE** that is mostly **OPEN TO THE ELEMENTS**. **STATE OF THE ART SECURITY** has been installed on the grounds to deter unwanted visitors.

GARDENS

A large part of the grounds is dedicated to a thriving garden. This garden sports a **WIDE ARRAY OF FLORA** and is a **RELAXING** spot where most of the X-Men, particularly Storm, like to relax.

HANGAR

The X-Men's main mode of transportation, **THE BLACKBIRD**, is housed here along with many other supplies. The Hangar is a **WIDE-OPEN SPACE** and full of **FIELD EQUIPMENT**. **FORGE'S WORKSHOP** is housed here where he maintains the Blackbird and other field equipment for the X-Men.

MAIN HOUSE

The actual mansion on the grounds is a prime example of **ARCHAIC ARCHITECTURE** and has many **WINDING HALLWAYS, STUDENT DORMITORIES,** and **CLASSROOMS.** The mansion is equipped with **DEFENSIVE ROBOTIC GUARDS** built into the ground around the house and also into the walls of the house itself. The hallways are constantly filled with **CROWDS OF MUTANT STUDENTS** on their way to class or to relax.

MED LAB

The Medical Laboratory also doubles as a **SCIENTIFIC RESEARCH CENTER.** The room houses **MEDICAL SUPPLIES** and **ALIEN TECHNOLOGY** that allow care and therapy to just about any humanoid species in the galaxy. Beast spends most of his time here.

MORLOCK TUNNELS

The estate grounds are **HONEY-COMBED** with tunnels and underground passageways. This **UNDERGROUND LABYRINTH** was once occupied by **HOSTILE MORLOCKS** and is considered the **WEAKEST AREA OF DEFENSE.** However, in a case of emergency, the tunnels are a good choice for escape.

SUB-BASEMENT

Underneath the Mansion is a sub-basement, which is **RESTRICTED ACCESS** to anyone but verified X-Men and Professor Xavier. The Sub-Basement can be accessed via **HIGH SPEED ELEVATOR TUBES. FACIAL AND VOCAL RECOGNITION MACHINES** scan the Sub-basements occupants at all times to prevent Security Breaches. The Sub-Basement itself is a **MAZE OF HALLWAYS,** sporting **ADAMANTIUM MELDED STEEL DOORS** and **ADAMANTIUM-MELDED STEEL WALLS.**

WAR ROOM

The War Room serves as the **INFORMATIONAL HUB** and base of operations for the X-Men. This room has a constant supply of **NEWS FEEDS** displayed via red dots on the **HOLOGRAPHIC WORLD GLOBE,** allowing the X-Men to see what disturbances are going on in the world and where. The War Room also has **COMBAT EQUIPMENT** and **STATE OF THE ART COMPUTERS.**

HOOK

This Event starts at the Xavier School for Gifted Youngsters, the X-Mansion, the base of the X-Men. Provided below are hooks and starting positions for where the characters begin this Event.

- Any of the couples (**Archangel** and **Psylocke**, **Cyclops** and **Jean Grey**, **Gambit** and **Rogue**) are together in one of the quieter locations on the grounds (such as the Gardens or the Boat House) enjoying one another's company or having a therapy session.
- **Beast** is in his lab performing various experiments.
- **Bishop**, **Colossus**, and **Wolverine** are training in the Danger Room.
- **Iceman** is having fun with students, taking in some sun at the beach, or surfing on an iceboard.
- **Storm** is tending her Garden outside and enjoying nature.
- X-Men that are not currently being played should be described as being on a mission, on vacation or otherwise out of the picture for this Event. When the Avengers assume control of the White House and begin forcibly registering superhumans, the other X-Men are snatched up (effectively removed from the Event).

You can mix and match these, as you like. Any number of the X-Men can be training in the Danger Room. Veteran X-Men such as Beast, Cyclops and Storm can be in a classroom teaching the mutant students. The X-Men may also be off on their own, relaxing after hard missions or even conversing with Professor Xavier. (If any of the X-Men are relaxing in an area with a TV, they may see a news report about the Avengers fighting Ultron.)

FORGE

Forge is a mutant with the ability to immediately understand the workings of a machine and then replicate it. Forge serves as the X-Men's resident mechanic and inventor. He is a mobile Scene Distinction, pitching in a **d8** when they need mechanical assistance or a **d4 + 1 PP** when he is in trouble. Forge stays down in the Hangar most of the time, working on new inventions in his workshop.

JUBILEE

Jubilation Lee is a mutant with the ability to create firework-like projections. She is a recent addition to the Xavier Institute and while she has helped the X-Men on numerous missions so far, she is still just a student. Jubilee is a mobile scene distinction, pitching in a **d8** during combat or a **d4 + 1 PP** when she gets in over her head. Jubilee is very close with Wolverine, who views her as a surrogate daughter of sorts. She is a hotheaded teenager and she wants nothing more than to be an X-Man.

DOOM POOL

The **doom pool** begins at **2d6** for this Act.



BUILDUP: THE SUMMONS

As the X-Men are all scattered about the Institute, they receive a telepathic summons from Professor Xavier, asking them to report to the War Room. Once at the War Room, Professor Xavier explains to the X-Men that the Brotherhood of Evil Mutants are attacking the sports stadium in New York City.

The X-Men must then decide how best to get to the NYC stadium to combat their foes and what if any resources they wish to establish for the upcoming scene.

GETTING TO NYC

The most expected way the X-Men will get to NYC is via the Blackbird, but leave it to the players to decide how they want to get there.

ACTION: THE BROTHERHOOD

As the X-Men arrive, they find the stadium in **RUINS** and a **PANICKED CROWD** fleeing the scene. **A GAPING HOLE IN THE ROOF** could allow the X-Men easy access and the **HANGING JUMBOTRON SCREEN** could be employed for disastrous results. The Brotherhood is led by Quicksilver, son of Magneto and one time member of the Avengers. Quicksilver has flip-flopped back and forth between the differing sides of the law. This time, **Quicksilver** finds himself on the opposing side of the law, leading the unruly duo of **Blob** and **Toad**. You may also include Brotherhood members **Avalanche** and **Pyro** to challenge the X-Men further. The Brotherhood has attacked this stadium today to show that mutants aren't afraid of humans, but that humans should be afraid of mutants and should bow down to *homo superior*.

The Brotherhood expected the X-Men to show up, in fact they are happy for it, because now they get to give their old nemeses a good thrashing! The Brotherhood, while they were looking for a fight, weren't necessarily looking to get whipped. If Quicksilver falls or more than half of the team falls in combat, the remaining Brotherhood members either attempt escape or surrender.

BLOB

Solo		Short Temper
Buddy	▲	Follower
Team	●	Glutton

Distinctions

OBESE MUTANT

Godlike Durability ● Superhuman Stamina ●

Power Sets

SFX: *Heavy Hitter.* Add a d6 to your dice pool for an attack action and step back highest die by -1. Step up Physical Stress inflicted by +1.

SFX: *Invulnerable.* Spend a d6 from the doom pool to ignore Physical Stress or Trauma unless caused by fire-based attacks.

SFX: *Immovable.* Spend a d6 from the doom pool to ignore stress, trauma, or complications from attempts to move Blob from where he stands.

Limit: *Massively Obese.* In a weight- or size-sensitive situation, turn any OBESE MUTANT power die into a complication to add a d6 to the doom pool or to step up the smallest die size in the doom pool.

Limit: *Mutant.* Add a d6 to the Doom Pool when targeted by mutant-specific tech or milestones.

Specs Combat Expert ●

Fredrick Dukes



QUICKSILVER

Solo	▲	Son Of Magneto
Buddy	●	Quick To Anger
Team	●	Smugly Arrogant

Distinctions

SPEED PHYSIOLOGY

Godlike Speed ● Godlike Stamina ● Godlike Reflexes ●

Enhanced Durability ●

Power Sets

SFX: *Area Attack.* Against multiple opponents, add a d6 and keep an additional effect die for each additional target.

SFX: *Counterattack.* On a successful reaction against a Physical attack action from a nearby opponent while using Godlike Reflexes, inflict Physical Stress with your effect die at no cost to the doom pool or spend a doom die to step it up.

SFX: *Versatile.* Split Godlike Speed into 2d at -1 step, or 3d at -2 steps.













Limit: *Mutant.* Add a d6 to the Doom Pool when targeted by mutant-specific tech or milestones.

Limit: *Exhausted.* Shutdown any Speed Physiology power to gain a d6 doom die. Recover by activating an opportunity.

Specs Acrobatic Master ● Combat Expert ● Crime Expert ●

Pietro Maximoff



TOAD		Mortimer Tonybee
Solo 	Cunning	
Buddy 	Rejected By Humanity	
Team 	Submissive	
	Distinctions	
TOAD MUTATION		
	Amphibian Control 	Enhanced Reflexes  Enhanced Strength 
	Leaping 	Stretching 
Power Sets	SFX: <i>Multipower.</i> Use two or more TOAD MUTATION powers in a single dice pool at -1 step for each additional power.	
	SFX: <i>Tongue.</i> When inflicting a restraint complication on a target using Stretching, add a d6 and step up the effect die.	
	Limit: <i>Mutant.</i> Add a d6 to the Doom Pool when targeted by mutant-specific tech or milestones.	
	Limit: <i>Vulnerability.</i> Step up emotional stress from low self-esteem to step up the lowest die in the doom pool or add a d6 to the doom pool.	
Spec	Acrobatic Master 	Crime Expert  Tech Expert 

TRANSITION: CLEANING UP AVENGERS MANSION

As the X-Men are returning to the Institute, they inevitably learn of the recent destruction of the Avengers Mansion. During a recent battle between the Avengers and their longtime foe Ultron, Avengers' Mansion was destroyed and both Ultron and the Avengers disappeared. The superhuman community is gathering at the ruined mansion to search through the rubble. The X-Men arrive and find such superhumans as **Spider-Man, Wasp, Ant-Man** and **Hercules** all present and helping remove rubble. The X-Men may now recover stress and set up resources with the other heroes for later. At the end of the day, the X-Men return home with no clue as to what happened to the Avengers or Ultron.

The roster of Avengers you choose to describe in battle with Ultron will affect the story later. **Captain America, Iron Man** and **Thor** are the main staples of the Avengers and should be included in the lineup. **The number of Avengers needs to be equal to the number of X-Men.** As the Watcher, you may choose which Avengers to include in this roster from the following list: **Black Widow, Hawkeye, Sersi, She-Hulk, Vision** and **Wonder Man.** The X-Men will eventually clash with these Avengers at the end of Act Two, so use foresight to decide which Avengers you would like to see pair off against the X-Men.

Getting to the Purifier Hideout

The day after the destruction of Avengers' Mansion, the X-Men receive another mental summons from Professor Xavier. This time, Xavier informs the X-Men that a group of violent human activists known as the Purifiers have been kidnapping mutants off the streets. Xavier has pinpointed their location and now needs the X-Men to save the kidnapped mutants.

The Purifiers have set up base in an abandoned church in rural upstate New York. Once again, the Blackbird is the easiest choice the X-Men have of getting to the base, but if the Blackbird was previously destroyed or if the players want to pursue other paths, let them decide their own mode of transportation.

ACTION: WILLIAM STRYKER AND THE PURIFIERS

The Purifiers have formed a base within an abandoned church, **SURROUNDED BY TREES**, although there is a nearby knoll large enough for the Blackbird to land on. The church is **VERY OLD**, full of **ROTTING WOOD** and **CLUTTERED WITH EMPTY PEWS**.

William Stryker is inside of the church with a mob of **Purifier Cultists** and a group of **Purifier Soldiers**. (The number of Purifier Soldiers present is equal to the number of heroes plus one. So, six Purifier Soldiers for five heroes.) Anyone outside the church can hear hymns being sung, Stryker's preaching against the "sin and degradation of the demonic mutant race" and the screaming of a **TORTURED MUTANT**. Stryker expected someone would learn of his genocidal operations sooner or later, so he has posted **Purifier Snipers** (Purifier Soldiers with a d8 Sniper Rifle power die) to attack any unwelcomed visitors. Each sniper has a **d8 Hidden In The Trees Asset** that must be removed before the heroes can attack them (essentially, the snipers are so well camouflaged that the heroes must actively seek them out to determine where they are). If the heroes land the Blackbird far enough away from the church (not on the knoll) and approach through the forest, they may very well get the drop on the Purifier Snipers (effectively removing the d8 Hidden In The Trees Asset).



If the Snipers spot the heroes and raise the alarm, Stryker sends the Purifier Soldiers out to fight the heroes, while he and the cultists stay inside to continue their "worship." Stryker does not actively leave the church to fight the heroes. When the heroes enter the church, he inspires the cultists to attack them while he hangs back to grandstand and add die to the doom pool. When the doom pool rises by two die sizes or the mob is defeated, Stryker joins the fight. He refuses to surrender and fights 'til the bitter end.

WILLIAM STRYKER

Solo **6** Ex-Army
 Buddy **8** Compelling Orator
 Team **10** "God Wants Me To Kill Mutants"

Distinctions



ARMY TRAINING

Power Sets

Enhanced Reflexes **8** Psychic Resistance **8** Handgun **6**

SFX: *Focus*. If a pool includes a ARMY TRAINING power, you may replace two dice of equal size with one die +1 step larger.

Limit: *Exhausted*. Shutdown any ARMY TRAINING power to gain 1 PP. Recover power by activating an opportunity.

Specs

Business Expert **8** Combat Expert **8** Covert Expert **8** Menace Master **10** Psych Master **10**

PURIFIER CULTISTS

A mob of religious thugs who claim to do God's work but actually follow Stryker.

Team **6 6 6 6 6** Cult Mentality

6 6 6 6 6

Distinctions

Fanatical

Zealous

CULT TRAITS

Power Sets

Grab **8** Swarm **8**

SFX: *Area Attack*. Against multiple targets, for each additional target add d6 and keep an additional effect die.

Limit: *Cult Cohesion*. Defeat Team dice (with d8 stress or greater) to reduce mob.

PURIFIER SOLDIER

Solo **4** Mutants Must Die
 Buddy **6** Just Following Orders
 Team **8**

Distinctions

Power Sets

MUTANT HUNTER
 Assault Rifle **8** Knife **6** Body Armor **6**

Specs

Combat Expert **8** Covert Expert **8** Menace Expert **8**

TRANSITION: A BRAVE, NEW WORLD

As the X-Men return to the Mansion, they find a group of students huddled around the TV. Read the following aloud:

On the TV screen is a reporter, behind him is a mass of people crowded together looking at a stage in front of them. The man begins to speak, "If you're just joining us, the Avengers have returned from their recent disappearance and have called a press conference." The crowd behind him begins to talk louder. "Here they are know. Let's listen." The camera zooms in on the stage as Captain America, Iron Man, Thor, (and whatever Avengers members you have selected) approach the pulpit. They wave at the crowd and Captain America takes the pulpit. "My fellow Americans, superhumans, and mutants, it is a great day to be alive and to be an American." The crowd applauds and Cap beckons for them to quiet and continues his speech. "During our absence, we were transported to a different reality. A reality much like our on own, but in the future and what we saw here was disturbing." He pauses and looks over the crowd before he continues. "What we found there was tyranny and oppression, brought on by an anarchist government. The free people of the United States of America were denied there rights and forced to live more like slaves than citizens. The cause of this anarchist government was failure. Failure to serve and protect. The people who failed were us: superheroes. We finally managed to escape that horrible reality thanks to the help of Thor's magical powers and Iron Man's genius and we found ourselves back in the nation we love and hold dearest." The crowd applauds, but weaker this time. "My fellow Americans, we, the Avengers, stand before you and promise you security and protection from the oppressive government we met in that separate reality. We have just had a conference with the President of the United States and Congress and as of now, the Avengers are the Head of State of America." The crowd erupts into talking. Cap holds up his hand and quiets the crowd. "We promise to protect and serve. With Iron Man's genius, my patriotism and Thor's power we will govern this great nation to safety, prosperity and peace that it has never before seen! To ensure the survival of our great nation, I ask something very pinnacle of the superhumans all across America: I ask that you register yourselves as agents of the government. Your identities will be kept secret and safe from the public and enemies that would want to hurt you and your loved ones. Believe me, I know the importance of keeping those I love safe. Please, I beg that you see the benefits of the government I am suggesting to you and that you will register now. If you do not, we will hunt you down and imprison you. Our new perfect society will not stand for dangerous acts of vigilantism not supported by the government. That is all I have to say." As the Avengers file off the stage, the crowd rips into a roar of questions that the superhero team does not answer.

The Heroes are free to react to this news as they see fit. Some may support registration, some may oppose it. Either way, the scene ends when a small brigade of soldiers and Sentinels arrive at the X-Mansion.

ACTION: X-MANSION ATTACK

Ultron has been planning this coup for a long time and he has calculated every contingency, including the X-Men. Ultron calculated that the X-Men and other mutants would not register easily. As such, he has emptied a nearby military base to encourage the mutants to register or take them in by force. Knowing the fallibility of humans, Ultron also sent Sentinels to oversee the transaction. While the soldiers are armed and ready to fight, they first give the X-Men the choice to register. The leader of these soldiers should be **BIGGOTED** and **HARDHEADED**, making him difficult to reason with. He has strict orders straight from the White House to take any noncompliant X-Men or students into custody.

The talk between the two parties, mutant and army, should escalate to hostilities. The Sentinels are a menace and should serve to raise mutants' anxieties and the commanding officers' demands to register everyone in the Institute (even the children) should not sit well with the X-Men. If somehow the X-Men manage to avoid an argument that turns into a full-on fight, have an outspoken student (maybe Jubilee) jump forward and attack the soldiers, prompting them to act.

The brigade on the **Estate Grounds** should include one **Soldier Squad** and three **Sentinels**. The fight causes **PANICKED STUDENTS** to run in every direction. Collateral damage from opportunities or some such action should include injuring students, prompting the X-Men to focus on getting the students to safety, rather than simply fighting off the brigade.

As soon as the fight begins, an elite team of Soldiers (a **Soldier Squad** with a Mental Dampening d10 power die) break into Charles Xavier's office to kidnap him. If any X-Men are with Charles Xavier when the attack begins, they have the opportunity to save him. If not, Xavier is kidnapped and the elite squad of soldiers make off with him in the night, removing the leader of the X-Men.

If the initial Soldier Squad is defeated or if the doom pool rises by two die sizes, you may choose to add either a new Soldier Squad or another Sentinel. Every time the doom pool rises two dice, you may continue to add one of these two units to the fight free of cost. The military base is not shy on recruits and will keep sending waves of Sentinels and soldiers at the X-Mansion until the X-Men surrender. A sense of urgency should be forced on the X-Men as they fight the unrelenting tide of soldiers and sentinels and try to save the Institute students. A good escape option for the students is sending them into the Morlock Tunnels with Forge and/or Jubilee and/or Professor Xavier (if the heroes managed to save him) to guide them. If the X-Men attempt to escape with the students, spend a die from the doom pool to separate the two parties. (Ultimately, the students and any non-player X-Men all end up captured by the authorities.)

Heroes that are knocked unconscious are promptly seized and dragged away to an undisclosed military location.

The Action Scene should end with the X-Men separated from the students in some way (either through capture or escape), the Xavier Institute in shambles, and the threat of mutant registration looming over them.

SOLDIER SQUAD

A squad of highly trained and well-equipped soldiers.

Team **8 8 8 8 8** Distinctions Just Following Orders

8 8 8 8 8 Distinctions In Service To My Country

SQUAD FORMATION

Power Sets

Assault Rifle **8** Body Armor **6**

SFX: *Area Attack*. Against multiple targets, for each additional target, add a d6 and keep an additional effect die.

SFX: *Focus*. Replace two dice of equal size with one die +1 step larger.

Limit: *Squad Cohesion*. Defeat Team Dice (with d10 stress) to reduce squad.

SENTINEL

Solo **6** Distinctions All Mutants Must Die!

Buddy **8** Distinctions Programmed Loyalty

Team **10** Distinctions No Ethics

MUTANT HUNTING ROBOT

Superhuman Strength **10** Superhuman Durability **10** Cyber Senses **8**

Energy Beam **10** Subsonic Flight **8**

Power Sets

SFX: *Area Attack*. Against multiple targets, for each additional target, add a d6 and keep an additional effect die.

SFX: *Adaptive Learning*. Add d6 to the Sentinel's dice pool for each failed action against a specific superhuman opponent.

Limit: *Huge*. In weight- or size-sensitive situation, turn any MUTANT HUNTING ROBOT power into a complication to add a d6 to the doom pool or to step up the lowest die in the doom pool.

Limit: *Electronic Systems*. When targeted by an electromagnetic attack, shutdown MUTANT HUNTING ROBOT to step up the lowest die in the doom pool or add a d6 doom die.

Specs Combat Expert **8** Menace Expert **8**

(Note: Sentinels are immune to emotional stress and psychic attacks.)



TRANSITION: MANSION ATTACK AFTERMATH

During this scene, the heroes may regroup if they were separated, either in the nearby forest or in the Morlock Tunnels. Some X-Men may have been captured in the previous attack and they regroup in a military transport en route to an undisclosed location.

After regrouping and recovering stress, the scene ends. Now that they are hunted fugitives on the run from the law and without a base to return to, the X-Men must turn their attention to finding a new base of operations at the start of the next Act. If any of their teammates were captured, they may attempt to rescue them as well next Act.

ACT TWO: THE UNITED STATES OF THE AVENGERS

The Avengers have returned and usurped control of the United States. The entire political climate of the US shifted overnight as the Avengers mobilized local police enforcement and army personnel to assist in the registering of superhumans. With the Avengers backing the registration, many of the superheroes have agreed that this is a good idea and already registered. However, there are a handful of superhumans who are mistrustful of this registration, mainly street-level heroes such as Spider-Man, Daredevil and the Heroes of Hire. But with so many superhumans registering freely, it is only a matter of time before all super heroes register or are forced to by the new United States of the Avengers. Meanwhile, Ultron sits back and watches as his plans unfold.



SCENE STRUCTURE

Act Two is more free-roam than Act One. Act Two begins immediately after the attack at the X-Mansion. Already, superheroes and villains alike have flocked to registration centers across NYC. A handful of superheroes, mainly street level heroes like Spider-Man, Daredevil and the Heroes of Hire resist this registration. The Buildup is followed by a series of Key Scenes that see the X-Men's war against the Avengers unfold. Action and Transition Scenes can be played in any order, but after the heroes are ambushed by Strike Team Mutant Hunter, they begin to see that there is more going on with the new Avengers regime than may at first be apparent and that they must confront the Avengers at the White House. There, the Act culminates in a brutal battle and a shocking revelation that sends the Event spiraling into Act Three.

Throughout the Act be sure to elaborate on televised battles between anti-registration and the Avengers, such as Thing vs Thor at the Baxter Building, or the Avengers taking down Hulk in the Nevada desert, or Captain America chasing Daredevil across the NYC rooftops. These aren't necessary elements to the game, but they should build on the general immersion of the players into the game.

BUILDUP

- Transition: Find A Safehouse

KEY SCENES

- Action: Rescue Captured Ally/Allies
- Action: Elude the Authorities
- Transition: Find Sentinel Base
- Action: Destroy Sentinel Factory
- Transition: Attend an Anti-Registration Meeting
- Action: Confront S.H.I.E.L.D. About Mutant Prejudice
- Action: Strike Team Mutant Hunter
- Action: Taking It To The Man
- Transition: A Special Message

HOOKS

The X-Men are stranded in New York, separated from their leader, without a base and with the entire US government against them. All X-Men that successfully escaped the X-Mansion attack and regrouped at the end of Act One begin this scene as a team. Those X-Men that were captured are being held at a high-security S.H.I.E.L.D. outpost awaiting transportation to Ultron's base in the Savage Land where they will be cloned and stored away for further examination. Captured characters are not available for play until their allies successfully rescue them during the Rescue Captured Ally/Allies Action Scene.

DOOM POOL

The doom pool starts at **2d8** for this Act.



TRANSITION: FIND A SAFEHOUSE

With no place to organize their efforts and to recover after a mission, the X-Men's primary objective should be establishing a safehouse. New York City is a large area and there are plenty of villains, clandestine organizations, and even heroes that have multiple secret hideouts hidden across the city and even on the outskirts of city, but finding a safehouse free for them to use will be a difficult task for the heroes. They can call on allies that haven't registered yet such as Iron Fist, Daredevil, Punisher or some members of the Fantastic Four (Invisible Woman, Thing). Some of the X-Men may also have safehouses they may access from their tenure on another team. If Magneto has been unlocked as a playable character, he also has access to many different bases. Former X-Men teammates may use their resources to supply the heroes with a safehouse. For example, Nightcrawler or Shadowcat, now members of the UK-based team Exaclibur, may learn of their former teammates' plight and use their pull in the British government to supply them with a safehouse outside of America jurisdiction.

Alternatively, the X-Men may force their way into an occupied (and hostile) safehouse such as those occupied by villains, Morlocks, or underground operations such as Hydra or AIM. If the heroes choose this option, frame the scene as an Action Scene. Details for Hydra and AIM can be found in the **MARVEL HEROIC ROLEPLAYING GAME CIVIL WAR EVENTBOOK**.

Nick Fury, Director of S.H.I.E.L.D., is also an option the heroes may employ to find a safehouse. Fury, while forced to hunt down those that oppose registration by the Avengers, is sympathetic to anti-registration sentiments and those that have a history with S.H.I.E.L.D. (Psylocke, Rogue, Wolverine) may know that Fury is not okay with this and may contact him. If this is so, go to the Confronting S.H.I.E.L.D. About Mutant Prejudice Action Scene.

ACTION: RESCUE A CAPTURED ALLY

If any heroes were stressed out and captured during the X-Mansion Attack at the end of Act One or at any time during Act Two, their allies may wish to play this Scene in order to free them.

When captured, a hero is taken to a secret facility where they await to be transported to Ultron's secret Savage Land base to be cloned and stored away. Before they are taken to Ultron's base, the captured heroes' allies have a chance to free them. Once the heroes have established the location of one of these superhuman storage facilities, either through rumors, interrogation, or direct advice from Nick Fury if they

have contacted him, they may set up an infiltration of the base. The facility has **EXTRAORDINARY SECURITY FEATURES**, meaning the walls are constructed from steel and plenty of anti-personnel weapons are hidden throughout the facility. Without a proper guide, the facility can become a **MAZE OF HALLWAYS**. The facility has a system of air ducts that heroes could possibly sneak through, giving them **GOOD PLACES TO HIDE** or make things challenging due to **ENCLOSED SPACE**. The facility is guarded by one or more registered superhuman(s), and **HEAVILY ARMED S.H.I.E.L.D.** agents.

OPTIONS FOR RESCUE A CAPTURED ALLY











- All is not what it seems! The Avengers know about the rescue attempt and have planned a counter ambush with Strike Team Mutant Hunter (see page 24)
- If a hero has been captured and the player wishes to unlock Magneto for play, allow him to do this. This means that the captured hero is escorted away before the X-Men can rescue them, effectively removing them from play. If the players still wish to rescue the captured hero, allow them to do so, but this would be a good place to ambush them as with the above option.

ACTION: ELUDE THE AUTHORITIES

Play this Scene when the heroes draw too much attention to themselves or when they are out prowling around New York City.

New York City is crawling with S.H.I.E.L.D. agents, US Army soldiers, and Sentinels, combing for unregistered superhuman activity, especially that of the X-Men, branded as Public Enemies #1 by the Avengers. If the heroes draw too much attention to themselves or if they don't expect an ambush, now would be a good time for Sentinels to swoop down on them, or for hidden S.H.I.E.L.D. agents to step out of the shadows to capture them, or either of these options and more! Allow the heroes to roll against the doom pool to see if they spot their hunters. This is an opportunity to stage a chase Scene through **EXPOSED ROOFTOPS, DARK ALLEYS, or CONGESTED TRAFFIC.**

S.H.I.E.L.D. Agent

Solo			Loyal to S.H.I.E.L.D.						
Buddy		Distinctions	Trained To Fight Superhumans						
Team									
EMERGENCY RESPONSE ARMOR									
Power Sets	Body Armor		Comms		Flight		Assault Rifle		
Specs	Combat Expert		Covert Expert		Menace Expert				

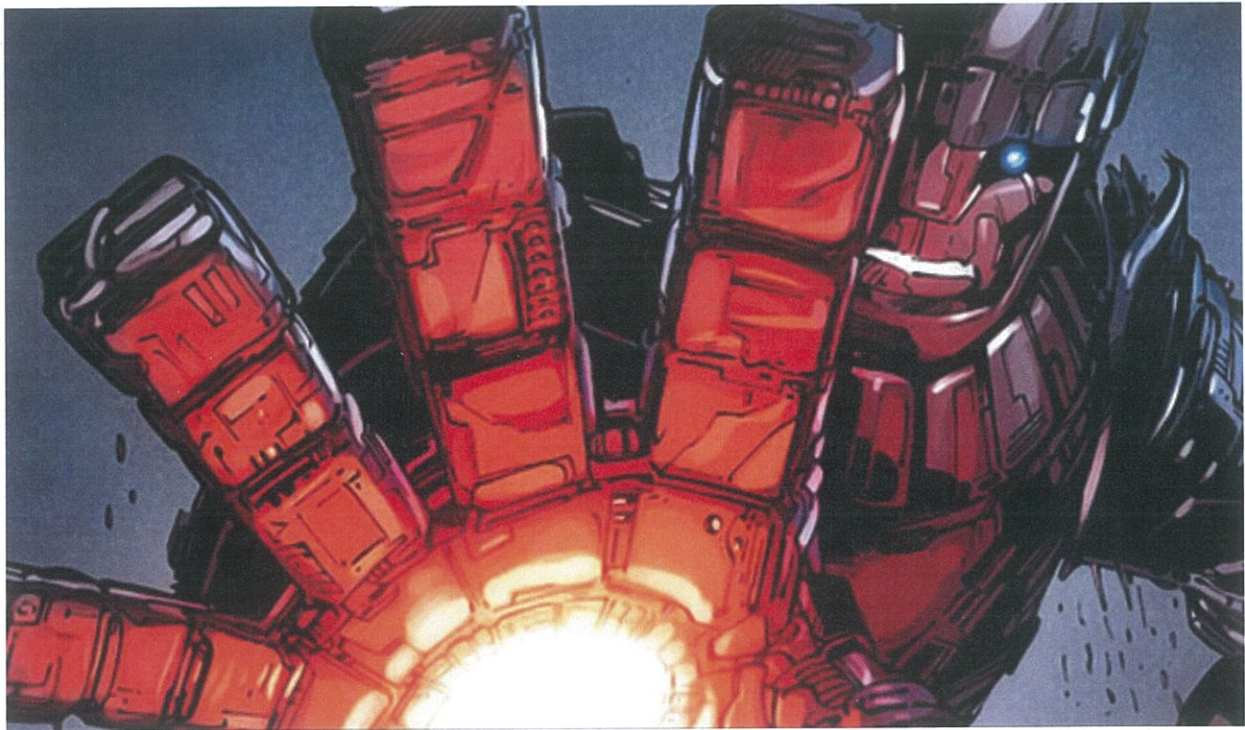
ACTION: DESTROY A SENTINEL FACTORY

Play this Scene when the heroes want to deliver a crippling strike against the Avengers regime.

If the heroes have gotten any significant leads in any of the previous Scenes, the heroes might decide to hunt down a Sentinel Factory. By finding and destroying a Sentinel Factory, the heroes can gain a momentary respite from Sentinel attacks as well as shake the foundations of the Avengers policing.

Breaking into the Sentinel Factory will be difficult as there are plenty of **GUARDS ON HIGH ALERT**, and **ADVANCED SECURITY SYSTEMS** constantly scanning for intruders. The inside of the factory is full of **CRATES OF HI-TECH EQUIPMENT** and **BUSY MANUFACTURING MACHINES**. There are two Soldier Squads and two Sentinels on duty at the factory when the X-Men arrive. You may spend a d8 doom die to add another Soldier Squad or Sentinel to the Scene. After defeating the guards and disposing of some of the on-duty Sentinels, the X-Men can destroy the factory how they see fit.

Additionally, you can have any heroes with a Tech Specialty comb the computers and find a blueprint for an Ultron Sentinel. This should serve to deepen the mystery of just what is going on behind the Avengers regime.



TRANSITION: ATTEND AN ANTI-REGISTRATION MEETING

Play this Scene when the heroes just need a breather and time to regroup. This scene should also allow them to gain some resources from the other Anti-Registration heroes.

The heroes may be (if they already have not been) contacted by Anti-Registration heroes. Those that oppose the Avengers movement to have all superhumans registered want to meet and discuss an organized effort to overthrow the government. Being forced into being a government agent just because they have super abilities does not sit well with them, and the idea of having their identity publicized and the danger such information would put their families in, sits even worse! Those that oppose the Avengers could include **Luke Cage, Iron Fist, Spider-Man, Daredevil, Punisher** and any others you would like to add to flesh out the scene.

Even though the heroes would like to make a concerted effort against the Avengers, this is better said than done. Tensions are high and many heroes have been running from one location to the next, avoiding authorities and Sentinels. The heroes all have different ideas of how to deal with the Avengers, ranging from Punisher's very brutal offensive on the White House to Daredevil's more passive resistance stance. Organizing a team out of these differing ideas is impossible and the Scene ends with the heroes going their own way. The players may still establish resources or recover stress during this Scene so that it isn't a total waste for them.

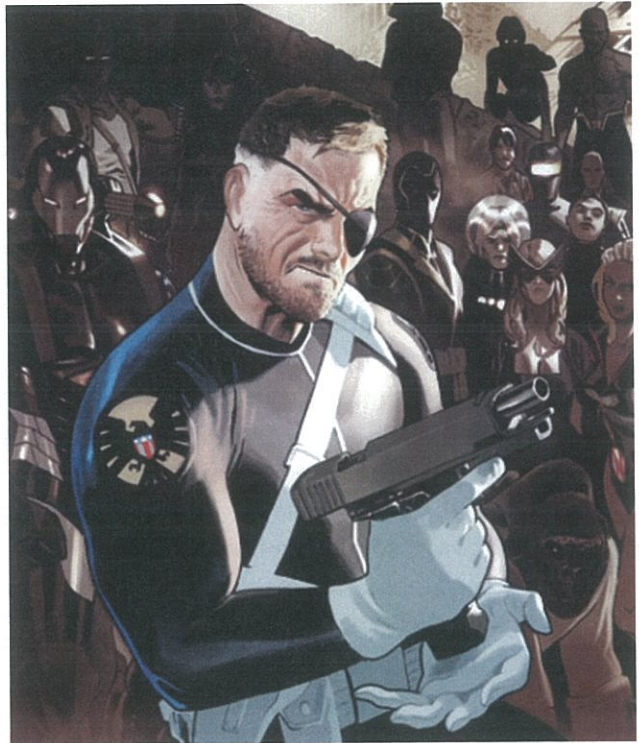
You can have the Scene end with one or a few of the Anti-Registration heroes such as Luke Cage or Punisher leave the meeting with a mumble under their breath about assaulting the White House. Heroes that leave in such a way do attack the White House, unless otherwise convinced and are captured. Then, they are cloned and their cyborg clone will reappear in the Strike Team Mutant Hunter Action Scene (see page XXX). If the heroes decide to assist the irate hero in his assault, you may allow this, but that would mean skipping many Scenes that may not have been covered yet. If you would rather this not happen, you can always interrupt their coup with either the Elude the Authorities or Strike Team Mutant Hunter Action Scene, in which the irate Anti-Registration hero is captured or otherwise removed from play before the attack on the White House can take place.

ACTION: CONFRONT S.H.I.E.L.D. ABOUT MUTANT PREJUDICE

Play this Scene once it's been clearly established that the Avengers regime and the authorities are more worried about apprehending non-compliant mutants and other superhumans than villains. If the team members don't come up with the idea themselves, you can introduce it through a reporter or other source.

So far the Avengers have seemed focused on hunting down heroes opposing registration. S.H.I.E.L.D. has hunted rebels in a disproportionate manner. This is particularly offensive to the heroes because super villains have been overlooked, ignored, or even worse yet given authority to hunt heroes down. In this Scene, the heroes confront S.H.I.E.L.D. Director Nick Fury about this prejudice.

Nick Fury is sympathetic to those opposing the registration. He is, in fact, being forced into using S.H.I.E.L.D. resources to hunt down whoever the Avengers point their fingers at. If the heroes contact him, he'll meet with them with little hesitation at a secret S.H.I.E.L.D. base, or at a neutral rendezvous point.



The entire ordeal doesn't sit well with Fury and having worked closely with Captain America and the other Avengers, he knows they would never normally support this. He begrudgingly helps them now, but he is secretly working at unmasking what is really behind the Avengers new nation-wide initiative. He confesses his feelings to the heroes, but at this point, he has nothing but feelings; no facts to back up the Avengers strange behavior. He may, if they do not have a permanent safehouse, set them up with one of his.

After the conclusion of this Scene, frame a Transition Scene around the heroes hearing about Nick Fury's arrest. Fury finally delved too deep and found out Ultron's secret, but Ultron acted quick and had Fury apprehended before he could alert anyone. Wanting to use the media to inspire the masses, he framed Fury as a terrorist working against the government and sent the false information to all major news networks. Fury is promptly escorted to the Savage Land and the heroes loose contact with him.

After Fury is captured, Ultron pumps him for information and finds the location of the heroes. Ultron acts quickly and sends Strike Team Mutant Hunter to deal with the X-Men (see page 24).

ACTION: STRIKE TEAM MUTANT HUNTER

Play this Scene after Nick Fury is captured or when the heroes are on the verge of uncovering the truth behind the Avengers.

Ultron has learned the whereabouts of the X-Men's secret safehouse and is eager to try out his new batch of cyborg clones. The Strike Team attacks when the X-Men return to their base. If you wish to make this particularly challenging for the heroes, you can frame this Scene right as the heroes return, not allowing them a Transition Scene to recover from their last Action Scene.

The Strike Team is a random assembly of heroes and villains that the Avengers have managed to capture. There is no true rhyme or reason to who is selected to be on the team other than the mission of decimating the X-Men! The Strike Team contains cyborg clones of **Bullseye, Deadpool, Human Torch, Luke Cage, Omega Red, Punisher, Sabertooth, Tigra, Thing, Venom**, or **a member of the X-Men that is not currently being played**. This presents a great opportunity to use a hero that may have been captured and never rescued, stirring up plenty of emotions from their teammates. **The amount of Strike Team members should be equal to the amount of heroes minus one**. Try to include the same amount of cyborg heroes as villains in the Strike Team. The Strike Team also comes partnered with one or two **Soldier Squads**.

While the Strike Team members are indeed cyborgs, they resemble the heroes they were designed after in every way, even their brain patterns are regular. However, if a hero deals Trauma to a member of the Strike Team, they see wires and sparks instead of tendons and blood in their exposed wounds. Heroes with a Tech Specialty may roll against the doom pool plus a **d10 Supreme Tech** (hacking Ultron's equipment is very hard, to say the least) in order to determine the cyborg's point of origin, access its memories, or uncover where the cyborg's orders are transmitting from. All of these options should lead the X-Men to the White House. Even if the heroes do not succeed in the roll against the doom pool or have no hero with Tech Specialty, they should definitely be curious about why the authorities are sending cyborg copies of their friends after them. In any sense, this Scene should serve as the precursor to leading the heroes to the White House.

WASHINGTON



ACTION: TAKING IT TO THE MAN

Play this scene when the heroes realize there is more going on than at first seems, after they have battled Strike Team Mutant Hunter.

The Avengers have set up base in the White House, specifically the Oval Office. Since all of Act Two up to this point has taken place in New York City, the heroes must find a way to reach Washington, D.C. The White House is constantly patrolled by **Heavily Armed S.H.I.E.L.D.** agents down and along its **HALLOWED HALLS** and is outfitted with **THE BEST IN SECURITY SYSTEMS**.

The Avengers wait for the heroes in the Oval Office. Allowing the guards and security features to deal with them for now. Once the heroes reach the Oval Office, read the following aloud:

As you enter the Oval Office, you see Captain America sitting at the desk in the big chair with his back turned to you. Iron Man and Thor stand on either side of him and all three of them are looking at a screen that covers the back wall. On the screen is the robotic face of Ultron. From where you stand, you cannot make out the hushed tones of their conversation. As you prepare to enter the Oval Office, (the other members of the Avengers) step in behind you, blocking you in. Captain America, Iron Man, and Thor staring at you. Captain America speaks, "What you have seen here, X-Men, you will take to your graves and no one else will know." He raises his shield and yells: "Avengers, Assemble!"

You should have already selected which Avengers will appear in this Scene in Act One. Each Avenger engages in one-on-one battle with the X-Men. If the amount of X-Men has changed since Act One, adjust the members of the Avengers stationed at the White House appropriately. **You may spend a d8 from the doom pool to introduce a Soldier Squad to the Scene.**

Just like the members of the Strike Team, the Avengers are highly advanced cyborg clones, believing themselves to be the actual Avengers and possessing susceptibility to Mental and Emotional Stress. Physical Trauma inflicted on the Avengers reveals exposed wires and mechanics.

CAPTAIN AMERICA

Steve Rogers

Solo	6	Distinctions	Lead By Example
Buddy	8		Man Out Of Time
Team	10		Sentinel of Liberty



Power Sets

SUPER-SOLDIER PROGRAM

Enhanced Durability 8 Enhanced Reflexes 8 Enhanced Stamina 8

Enhanced Strength 8

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from poison, disease, or fatigue.

SFX: *Last-Ditch Effort.* Step up or double any SUPER-SOLDIER PROGRAM die on your next roll, or spend a doom die to do both, then shutdown that power. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Second Wind.* Before you make an action including a SUPER-SOLDIER PROGRAM power, you may move your physical stress die to the doom pool and step up the SUPER-SOLDIER PROGRAM power by +1 for this action.

Limit: *Patriot.* Add a d6 to the doom pool or step up the lowest die in the doom pool if you step up emotional stress inflicted by government forces or popular opinions by +1.

VIBRANIUM-ALLOY SHIELD

Godlike Durability 8 Weapon 8

SFX: *Area Attack.* Against multiple targets, add a d6 to your pool and keep an additional effect die.

SFX: *Ricochet.* Step up or double Weapon against a single target. Remove highest-rolling die and add an additional die to your total.

Limit: *Gear.* Shutdown VIBRANIUM-ALLOY SHIELD to add a d6 to the doom pool or to step up the lowest die in the doom pool by +1. Spend a d8 doom die to recover.

Acrobatic Expert 8 Combat Master 10 Covert Expert 8 Psych Expert 8

Vehicle Expert 8

Specs

IRON MAN

Anthony Stark

Solo	10	Distinctions	Billionaire Playboy
Buddy	6		Cuttined Edge Tech
Team	8		Hardheaded Futurist



POWERED ARMOR

Cybernetic Senses	6	Enhanced Reflexes	8
Superhuman Strength	10	Superhuman Durability	10

SFX: *Boost.* Shutdown highest-rated WEAPONS PLATFORM or POWERED ARMOR die to step up another POWERED ARMOR power by +1. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Power Surge.* Shutdown highest-rated power to add a d6 to the doom pool or to step up the lowest die in the doom pool. Spend a d8 doom die to recover.

WEAPONS PLATFORM

Missiles	6	Repulsors	8	Supersonic Flight	10
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SFX: *Area Attack.* Against multiple targets, add a d6 and keep an additional effect die for each additional target.

SFX: *EMP.* Target multiple tech-based opponents. Add a d6 or step down the highest die in the doom pool by -1 for each target and add them to a dice pool including Repulsors. Return added dice to doom pool and shutdown WEAPONS PLATFORM. Recover power by activating an opportunity or during a Transition Scene.

SFX: *Unibeam.* Step up or double REPULSORS on your next roll, or spend a doom die to do both, then shutdown REPULSORS. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Charged System.* Shutdown highest-rated power and add a d6 to the doom pool or step up the lowest die in the doom pool by +1. Recover power by activating an opportunity or during a Transition Scene.

Power Sets

Specs	Business Master	10	Science Expert	8	Tech Master	10	Vehicle Expert	8
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THOR

Thor Odinson

Solo	10	Distinctions	God of Thunder
Buddy	6		Legendary Ego
Team	8		Righteous Warrior



SON OF ASGARD

Enhanced Reflexes	8	Enhanced Senses	8	Enhanced Speed	8
Godlike Stamina	10	Godlike Strength	10	Mystic Resistance	8
Superhuman Durability	10	Weather Influence	6		

SFX: *Immune.* Spend a doom die to ignore stress, trauma, or complications from disease or fatigue.

SFX: *Invulnerable.* Spend a doom die to ignore physical stress or trauma results unless caused by mystical attacks.

SFX: *Second Wind.* Before you make an action including a SON OF ASGARD power, you may move your physical stress die to the doom pool and double the SON OF ASGARD power for this action.

Limit: *Thunderer's Guilt.* Step up emotional stress caused by guilt or the suffering of those you have sworn to protect to add a d6 to the doom pool or step up the lowest die in the doom pool.

MJOLNIR

Expert Sorcery	8	Godlike Durability	10	Supersonic Flight	10	Teleportation	10
Weapon	10	Weather Supremacy	10				

Power Sets

Specs	Combat Expert	8	Cosmic Expert	10	Medical Expert	8	Menace Master	8	Mystic Expert	10
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TRANSITION: A SPECIAL MESSAGE

After the Avengers are defeated, a holographic message stored in one of the Avengers cerebral processors is activated. Read the following aloud:

Suddenly, the screen on the back wall flickers to life and Ultron's face appears on it. "Very well done, homo superiors. You have defeated my Avengers cyborg clones, but no matter. I can manufacture more powerful versions at any time of my choosing. Resistance is futile, homo superiors. The data that my Avengers drones gathered for me has given me all I need to gain control of this world. In 24 hours, the entire world will bow before the superior being: Ultron! As we speak, my massive armies of superhuman duplicates are marching against all governments of the world to dismantle them and bring them to their knees, ready for assimilation. Watch in despair, homo superiors, as the age of flesh ends and the age of metal begins!" Ultron's face fades from the screen and it goes black.

Any heroes with a Tech Specialty may roll against the Doom Pool plus a **d10 Supreme Tech** asset in order to track Ultron's message to where ever it came from: the Savage Land. With the location of Ultron's base revealed, the X-Men must move out to deal with the mechanical puppet master and return things to the way they were.



ACT THREE: THE PUPPET MASTER

Armed with the knowledge of the whereabouts of Ultron's base of operations, the X-Men must seek out the self-proclaimed Master of Synthetics and defeat him in order to return things to how they were. But to reach Ultron, the heroes must journey through the Savage Land, fighting dinosaurs, mutants, and Ultron drones.



BUILDUP: ARE WE THERE YET?

This Act begins with the heroes finding a way into the Savage Land, whether via aircraft or other extraordinary means. Either way, the X-Men should be forced to land in an area outside of the forest and requiring them to hike to Ultron's base. This could be due to the fact that there is no location for them to land other than the plains outside of the forest or they may get too close to Ultron's tower and an electromagnetic pulse sends them spiralling to a crash landing in the forest. If the heroes seek a more unconventional means of reaching the Savage Land, such as teleportation or magic, just assume that Ultron has contingencies for such attempts, scrambling their movements and landing them in the forest.

DOOM POOL

The doom pool begins at **3d8**.



ACTION: DINOSAURS!

This scene occurs while the heroes are venturing through the steamy Savage Land jungle.

The area surrounding Ultron's base is a vast primeval jungle filled with **DANGEROUS FLORA AND FAUNA**, including dinosaurs, great cats, apes, terror birds, and other primeval or mutated monsters. Tribal cultures occupy pockets of civilization hidden in the **TROPICAL WILDS**.

While traveling through this jungle, the heroes are suddenly attacked by two enormous T-Rexes, provoked to anger by Ultron's recent invasion and the deforestation of their home.

GIGANTIC T-REX

Solo			Ferocious
Buddy		Distinctions	Angry
Team			Stupid

THEROPOD

Crushing Feet	Huge Head	Little Arms	Thick Skin
---------------	-----------	-------------	------------

SFX: *Area Attack.* Against multiple targets, add a d6 and keep +1 effect die for each additional target.

SFX: *Charging Smash.* Double or step up Crushing Feet on an action against three or more targets, then shutdown Crushing Feet. Recover after using Little Arms

SFX: *Crushing Chomp.* Double or step up Huge Head on an action against a single target, then shutdown Huge Head. Spend d8 doom die to recover.

Limit: *Huge.* Can't attack anyone smaller than a child, can't fit between narrow rocks, and other problems. Turn a THEROPOD power into a Complication and add d6 doom. Spend d6 doom to recover.

Power Sets

Menace Expert

TRANSITION: AFTER THE DINOSAURS

After the dinosaurs have been taken care of, introduce a Transition Scene that allows the heroes to use recovery actions. The heroes can make plans to search the jungle or go looking for Ultron's base. If they head for Ultron's base, they're going to arrive at **Fort Rex**. If they search the jungle, they may just run into **Ka-Zar** and his Savage Land army.

ACTION: KA-ZAR

This scene occurs if the heroes take time to explore the steamy jungle further.

Ultron's invasion of the Savage Land has upset the balance of many things. Creatures have been driven from their roaming grounds, denizens have been uprooted from their homes, and the land itself has been exploited to build Ultron's army and base. Many are not happy with these turn of events. Those indigenous people that have not been killed or enslaved by Ultron have gathered together to lay seige to Ultron's base. The leader of this motley army of savages and brutes is **Ka-Zar**, Lord of the Hidden Jungle and longtime ally of the X-Men. Ka-Zar and his army are currently laying in wait for the opportune time to attack. When the X-Men arrive, Ka-Zar attempts to recruit them into his army.

KA-ZAR

Solo 10 Lord of the Savage Land

Buddy 8 Stranger In A Strange Land

Team 6 Mere Mortal

SAVAGE

Enhanced Strength 8 Enhanced Speed 8 Enhanced Reflexes 8

Enhanced Stamina 8 Enhanced Senses 8 Bowie Knife 6

SFX: *Focus*. If a pool includes a SAVAGE power, you may replace two dice of equal size with one die +1 step larger.

SFX: *Second Wind*. Before you make an action including a SAVAGE power, you may move your Physical Stress die to the doom pool and step up the SAVAGE power by +1 for this action.

Limit: *Exhausted*. Shutdown any SAVAGE power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

ZABU THE SABERTOOTH

Enhanced Strength 8 Enhanced Speed 8 Enhanced Senses 8 Enhanced Durability 8

SFX: *Claws & Fangs*. Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress inflicted by +1.


SFX: *To The Rescue*. If Ka-Zar is stressed out, spend 1 PP to have ZABU remove him from the Scene.

SFX: *Lend*. Spend 1 PP to create an asset for another character. That character has access to ZABU THE SABERTOOTH for that panel.

Limit: *Animal Companion*. Earn 1 PP if you have ZABU THE SABERTOOTH shutdown for the remainder fo the Scene.

Specs Acrobatics Master 10 Combat Expert 8 Menace Expert 8 Psych Expert 8

Kevin Plunder



Power Sets

SAVAGE LAND ARMY

A disorganized attempt at an army composed of unruly Savage Land tribespeople.

Team

6 6 6 6
6 6 6 6

Distinctions


Brutish


Unruly

Savage

MOB TRAITS

Power Sets

Grab 

Swarm 

SFX: *Area Attack.* Against multiple targets, add a d6 and keep an extra effect die for each additional target.

Limit: *Mob Cohesion.* Defeat Team dice (with d8 stress) to reduce mob.

The heroes can ally themselves with Ka-Zar and attack Fort Rex outright or they may convince Ka-Zar that such an attack would mean death for many of the indigenous army. Alternatively, the X-Men may use Ka-Zar's attack as a cover for their covert entrance into Ultron's base. However, the heroes should realize that such an attack would mean the death of Ka-Zar and his army. Ka-Zar knows this and is prepared for death (his wife Shanna died in Ultron's initial attack), but kind-hearted X-Men may be opposed to this option.

ACTION: FORT REX

This scene occurs when the heroes leave the forest in search of Ultron's base.

Fort Rex used to be a village inhabited by a number of indigenous people, but Ultron invaded this area and either killed off the indigenous people or enslaved them. He has chosen this location for his base because of its **RICH VIBRANIUM DEPOSITS**. Fort Rex now lies **IN SHAMBLES** and the area is **CONSTANTLY PATROLLED**. Ultron has employed mind control devices to enslave the indigenous people and while they are currently busy lugging things around, Ultron has no qualms with using them as cannon fodder, sending them into battle against invading forces while his **Ultron Drones** hang back and lay down suppressive fire. **Mind Controlled Mutates** are expendable and replaceable. Ultron's base looms out of the ruins, a **GIANT SPIRE** of coiling vibranium conduits.

The X-Men may attempt to sneak through Fort Rex, but they are opposed by the Doom Pool plus the Constantly Patrolled Distinction. If the X-Men employed Ka-Zar's army's suicide attack as a distraction, the heroes gain a **d8 Distraction asset** to aid them in slipping past Ultron's patrols.

MIND-CONTROLLED MUTATES

A mob of indigenous Savage Land dwellers all under the sway of Ultron's mind control devices.

Team

6 6 6 6 6

Distinctions

Not In Control

Mutated

Savage

Power Sets

MOB TRAITS

Grab 8

Swarm 8

SFX: *Area Attack.* Against multiple targets, add a d6 and keep an extra effect die for each additional target.

Limit: *Mob Cohesion.* Defeat Team dice (with d8 stress) to reduce mob.

ULTRON DRONES

A mob of robotic drones designed to look like Ultron, their master.

Team

8 8 8 8 8

Distinctions

Unemotive

Calculating

Robotic Guards

Power Sets

ROBOTIC MOB TRAITS

Energy Blast 8

Enhanced Durability 8

Flight 6

SFX: *Area Attack.* Against multiple targets, add a d6 and keep an extra effect die for each additional target.

SFX: *Focus.* Replace two dice of equal size with one die +1 step larger.

Limit: *Mob Cohesion.* Defeat Team dice (with d10 stress) to reduce mob.

(Note: Ultron Drones are immune to emotional stress and psychic attacks.)

TRANSITION: AFTER THE BATTLE

If the X-Men sought a more direct approach into Fort Rex, frame a Transition Scene where they can use recovery actions. If Ka-Zar and his army survived the attack, the heroes may try to convince them to help them assault the tower. Ka-Zar is **Determined**, however, to let the X-Men deal with Ultron while he and his army set about dispatching what is left of Ultron's patrols and liberating the remaining slaves.

ACTION: ULTRON'S BASE

Play this scene once the X-Men gain access to Ultron's spire in Fort Rex. This is the final encounter and there is no turning back once they enter. Make sure the heroes have established any assets, resources, and taken whatever recovery actions they are able to before moving on.

Ultron's base is composed on **INTERTWINING VIBRANIUM CABLES** and is **NOT DESIGNED FOR ORGANIC USE**. The inside of the spire is a **MAZE OF TWISTING PASSAGEWAYS**, making movement through the spire difficult. The heroes must overcome a **d10 Lost complication** in order to advance to the top of the tower.

Ultron waits for the heroes at the top of the spire. Read the following aloud when the heroes reach the top of the spire:

As you enter the room, you see that it is cylindrical in shape. Along the walls are vats filled with green liquid and, suspended in this liquid, is the Avengers, your X-Men allies, and other superhumans kidnapped by Ultron. Various holo-screens float in mid air around a central figure, floating on a metal disk: Ultron. Without turning to you, it speaks, "Welcome, homo-superiors. Did you really think that you could enter my tower and reach me if I did not will it?" His disk floats down to the floor and he steps off onto the ground. "I have lead you here, so that I may delete you myself. To borrow a phrase from you flesh-based beings, I will gain much pleasure from this." The door behind slides shut and you hear it lock into place. Ultron steps forward. "Shall we begin, homo-superiors?"

The spire not only serves as a hub of communication sent out to all of Ultron's drones across the world, but also a conduit to all the superhumans contained in the green-goopy vats. Ultron can access the powers of these superhumans during his fight against the X-Men. **The Watcher may spend a doom die from the doom pool equal to the die size of the desired Power Trait to add this power to Ultron's POWER CONDUIT Power Set. Additionally, the Watcher may spend a d8 to give Ultron access to a SFX from a captured superhuman's Power Set.** Ultron has access to all of the Avengers abilities as well as any of the superhumans included in this book and also to Charles Xavier's power set (see page XXX). You may assume that superhumans not described in this book were also captured by Ultron, you may access Powers from any of the datafiles included in the **Breakout** or **Civil War Event Books**.

The Watcher may spend a d8 from the doom pool to introduce some Ultron Drones or a Robotik Swarm to the Scene.

ULTRON

Solo 10 10 10

Buddy 8 8

Team 6

Distinctions

All Organics Must Be Deleted

Oedipus Complex

Supreme Artificial Intelligence

ADAMANTIUM BODY

Godlike Durability 12 Superhuman Strength 10 Enhanced Speed 8

Cybernetic Senses 8 Enhanced Reflexes 8 Superhuman Stamina 10

SFX: *Absorption.* On a successful reaction against an electric or electromagnetic attack action, convert your opponents effect die into either an ADAMANTIUM BODY or ENGINE OF MASS DESTRUCTION stunt or step up a ENGINE OF MASS DESTRUCTION power by +1 for your next action. Spend a doom die to use this stunt if your opponent's action succeeds.

SFX: *Boost.* Shutdown highest-rated ENGINE OF MASS DESTRUCTION or ADAMANTIUM BODY power to step up another ADAMANTIUM BODY power by +1. Recover power by activating an opportunity.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from poison, disease, electricity, radiation, death, or aging.

SFX: *Invulnerable.* Spend a doom die to ignore Physical Stress or Trauma unless caused by intangible or magical attacks.

SFX: *Self-Repair.* Spend a d6 doom die to recover your physical stress and step back your physical trauma by -1.

Limit: *Heavy Metal.* Against a magnetic attack, change any ADAMANTIUM BODY power into a complication to add a d6 to the doom pool or to step up the lowest die in the doom pool by +1.

ENGINE OF MASS DESTRUCTION

Concussion Blast 8 Encephalo-Beam 10 Supersonic Flight 10

SFX: *Area Attack.* Against multiple targets, add a d6 and keep +1 effect die for each additional target.

SFX: *Coma.* Add a d6 and step up your effect die by +1 when using Encephalo-Beam to inflict Mental Stress on a target

SFX: *Destabilizing Rays.* Step up physical stress inflicted by +1 when using Concussion Blast against a target using a Durability power in their reaction pool.

SFX: *Full-Power Blast.* Step up or double Concussion Blast on your next roll, or spend a doom die to do both, then shutdown Concussion Blast. Recover power by activating an opportunity.

Limit: *Power Surge.* Shutdown highest rated power to add a d6 to the doom pool, or to step up the lowest die in the doom pool by +1. Activate an opportunity to recover.

Specs

Combat Master 10 Cosmic Master 10 Menace Expert 8 Science Master 10 Tech Master 10

(Note: Ultron is immune to Emotional Stress and psychic attacks.)



Power Sets

CHARLES XAVIER'S TELEPATHY

Telepathy 12 Psychic Blast 10 Psychic Resistance 12 Mind Control 10

SFX: *Area Attack.* Add a d6 and keep +1 effect die for each additional target.

SFX: *Versatile.* Split any CHARLES XAVIER'S TELEPATHY power into 2d at -1 step, or 3d at -2 steps.

SFX: *Unleashed.* Step up or double any CHARLES XAVIER'S TELEPATHY power for one action. If the action fails, add a die to the doom equal to the normal rating of your power die.

Limit: *Mutant.* When affected by mutant-specific complications or tech, add a d6 to the doom pool or step up the lowest die in the doom pool by +1.

Power Sets

Once Ultron is defeated, read the following aloud:

Ultron staggers in front of you. It falls to the ground as sparks fly from its broken parts and oil leaks out of breaks in its infrastructure. It looks up at you and speaks. "Fools. Do you really think that by defeating me you have won? My mind is not implanted in this simple Droid, but located somewhere else, free from harm. You may have frustrated my attempts to delete you fleshy life-forms, but you will all bow before Ultron soon." Ultron's insides begin to click almost in robotic replication of laughter. "You have <click, click> only delayed the inevitable. <click, click> Enjoy your victory while it <click> lasts." The light fades from Ultron's eyes and it falls to the ground, deactivated.

ROBOTIK SWARM
A swarm of tiny insect-like constructs that swarm out of the crevices in Ultron's armor.

Team **6 6 6 6 6** Distinctions Tiny Scouring Hivemind

ROBOTIK SWARM TRAITS

Swarm **10** Flight **6**

Power Sets

SFX: **Area Attack.** Against multiple targets, add a d6 and keep an extra effect die for each additional target.

SFX: **Immunity.** Spend a doom die to ignore stress, trauma, or complications from physical attacks.

SFX: **Shred.** Add a d6 and step up your effect die by +1 when inflicting Physical Stress.

Limit: **Mob Cohesion.** Defeat Team dice (with d8 stress) to reduce mob.

(Note: Robotiks are immune to Emotional Stress and psychic attacks.)

CONCLUSION: IT ALL COMES DOWN

With Ultron defeated, all across the world his cyborg clones and Sentinels shut down. The captured superhumans are released from their vats and the entire spire begins to crumble down around the heroes. You may want to play this out as an Action Scene (having the heroes roll against the **Doom Pool plus a d10 Falling Debris complication**), or just have the heroes describe how they escape to save time.




After escaping the tower and finding a ride back to the U.S.A., Captain America makes a public speech, explaining what happened and how the Avengers will devote themselves to cleaning up the mess made by their cyborg imposters. During this speech, Captain America also praises the X-Men for their heroic work, helping the world toward mutant acceptance.

Congratulations! X-Men: Avenged is complete!

WATCHER DATAFILES


Below are some extra datafiles not included in the main part of this Event Book.

AVALANCE

Solo  Mutant Mercenary
 Buddy  Destructive
 Team  Coward

Distinctions

SEISMIC WAVE GENERATOR

Earth Mastery 

SFX: *Area Attack*. Add a d6 and keep an additional effect die for each additional target

SFX: *Constructs*. Add a d6 and step up your effect die by +1 when using SEISMIC WAVE GENERATOR to create assets.

SFX: *Dangerous*. Add a d6 to your dice pool for an attack action and step back highest die in pool by -1. Step up Physical Stress inflicted by +1.

Limit: *Mutant*. Add a d6 to the Doom Pool when targeted by mutant-specific tech or milestones.




Specs Crime Expert  Science Expert 

Power Sets

Dominikos Petrakis






BLACK WIDOW

Solo  Dangerous Liaisons
 Buddy  Natural Leader
 Team  Russian Superspy

Distinctions

RED ROOM CONDITIONING




Enhanced Durability  Enhanced Reflexes  Enhanced Stamina 

SFX: *Focus*. If a pool includes RED ROOM CONDITIONING power, replace two dice of equal size with one stepped-up die.

SFX: *Immunity*. Spend a doom die to ignore stress, trauma, or complications from aging, disease, or psychic attack.

Limit: *Deep Programming*. Step up the lowest die in the doom pool or add a d6 doom die to step up emotional stress inflicted by intelligence agencies and their directors.

WIDOW'S GEAR

Electric Blast  Swingline  Wall-Crawling 

SFX: *Full Auto*. In a pool including a Electric Blast die, add d6. Remove highest-rolling die and step up the effect die.

SFX: *Widow's Bite*. Spend a doom die to step up Electric Blast to d10; step back to 2d6 for subsequent actions. Activating an opportunity to recover.

Limit: *Gear*. Shutdown WIDOW'S GEAR and step up the lowest die in the doom pool or add a d6 doom die. Spend a doom die to recover WIDOW'S GEAR.

Acrobatics Master  Combat Expert  Covert Master  Menace Expert 

Vehicles Expert 

Power Sets

Specs

Natasha Romanov



BULLSEYE

"Lester"

Solo	8	Distinctions	Cold-Blooded Assassin
Buddy	6		Deadly Accuracy
Team	4		Killer Grudges



EVERYTHING IS A WEAPON

Enhanced Durability 8 Weapon 8

SFX: *Focus*. If a pool includes an EVERYTHING IS A WEAPON power, replace two dice of equal size with one stepped-up die.

SFX: *I Never Miss*. If a pool includes an EVERYTHING IS A WEAPON power, spend a doom die to reroll.

SFX: *Trick Shot*. Against a single target, step up or double Weapon. Remove the highest rolling die and use three dice for the total.

SFX: *Whatever's On Hand*. When using an asset, step up or double the asset die. If the asset is persistent, step it back for the rest of the Scene.

Limit: *Psychotic*. Step up mental stress taken to add a doom die to the stepped-up die.

Acrobatic Expert 8 Combat Master 10 Covert Expert 8 Crime Expert 8
Menace Expert 8 Psych Expert 8

Power Sets

Specs

DEADPOOL

Wade Wilson

Solo	8	Distinctions	Completely Unpredictable
Buddy	6		The Merc With A Mouth
Team	4		Totally Insane



TOYS FOR BOYS

Teleport 8 Weapon 8

SFX: *Unnecessary Sales-Boosting Violence*. Against a single target, step up or double a TOYS FOR BOYS die. Remove the highest rolling die and use three die for your total.

SFX: *They Can Cut Through A Tank... Honest*. Step back the highest die in your attack action pool to add a d6 and step up physical stress inflicted.

SFX: *I Can Use Two At Once!* On your next action or reaction, replace Weapon d8 with 2d6.

Limit: *Gear*. Shutdown a TOYS FOR BOYS power to add a d6 to the doom pool or step up the lowest die in the doom pool.

WEAPON X AUGMENTATION

Enhanced Reflexes 8 Enhanced Strength 8 Godlike Stamina 17 Psychic Resistance 17

SFX: *Healing Factor*. Spend a doom die to recover your physical stress and step back physical trauma.

SFX: *Immunity*. Spend a doom die to ignore telepathy or mind control.

Limit: *Unstable*. Step up mental stress to add a d6 to the doom pool or to step up the lowest die in the doom pool.

Acrobatics Expert 8 Combat Master 10 Covert Master 10 Menace Master 10
Psych Expert 8

Power Sets

Specs

HAWKEYE

Clint Barton

Solo	6	Distinctions	Checked Past
Buddy	4		Cocky Rogue
Team	8		Peerless Marksman



EXCEPTIONAL TRAINING

Enhanced Reflexes 8 Enhanced Senses 8 Enhanced Stamina 8

SFX: *Fortune Favors The Bold.* Spend a doom die to reroll when using any EXCEPTIONAL TRAINING power.

Limit: *Headstrong.* Step up mental or emotional stress included in an action that targets you and add a d6 to the doom pool or step up the lowest die in the doom pool.

BOW AND TRICK ARROWS

Enhanced Durability 8 Weapon 8

SFX: *Shoot to Kill.* Add a d6 to your dice pool for an attack action and step back highest die in pool by -1. Step up physical stress inflicted by +1.

SFX: *EMP Arrow.* Target multiple robot or computerized opponents. For every additional target, add a d6 and keep an additional effect die.

SFX: *Adamantium Arrow.* Step up physical stress you inflict by +1 when your target uses a Durability power in their reaction pool.

SFX: *Tear Gas Arrow.* Against multiple targets, add a d6 and keep an additional effect die for each additional target.

SFX: *Explosive Arrow.* Step up or double Weapon for one action. If the action fails, step back the highest die in the doom pool to the normal rating of your power die.

Limit: *Gear.* Shutdown BOW AND TRICK ARROWS to add a d6 to the doom pool or to step up the lowest die in the doom pool by +1. Spend a d8 doom die to recover.

Acrobatic Expert 8 Combat Master 10 Covert Expert 8 Crime Expert 8

Menace Expert 8 Vehicle Expert 8

Power Sets

Spies

HUMAN TORCH

Johnny Storm

Solo	4	Distinctions	Hotheaded Hero
Buddy	8		Never Grows Up
Team	6		Shameless Flirt



FLAME ON!

Fire Mastery 10 Flame Blast 10 Supersonic Flight 10

SFX: *Area Attack.* Against multiple targets, for every additional target add a d6 and keep an additional effect die.

SFX: *Fiery Body.* On a successful reaction against a physical attack, inflict physical stress with your effect die at no cost. Spend a doom die to step it up.

SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from fire, heat, or cold.

SFX: *Multipower.* Add more than one FLAME ON! power to your dice pool. Step back each FLAME ON! die in your pool by -1 for each die beyond the first.

SFX: *Nova Flame.* Step up or double your FLAME ON! powers for that Scene, or spend a doom die to do both. Take second-highest rolling die of each subsequent action or reaction as Physical Stress.

Limit: *Extinguished.* Shutdown all FLAME ON! powers vs. a flame-retardant attack to add a d6 to the doom pool or to step up the lowest doom die in the doom pool. Activate an opportunity,

Power Sets

LUKE CAGE

Solo		Distinctions	Come Get Some!
Buddy			Hero For Hire
Team			Street Smart



UNBREAKABLE

Superhuman Durability Superhuman Stamina Superhuman Strength

SFX: *Area Attack*. Against multiple targets, for every additional target add a d6 and keep an additional effect die.

SFX: *Second Wind*. Before you make an action including an UNBREAKABLE power, you may give each affected player 1 PP and step up the UNBREAKABLE power for this action.

SFX: *Versatile*. Replace any UNBREAKABLE power with 2d8 or 3d6 on your next roll.

Limit: *Difficult Recovery*. Add your Superhuman Durability die to the opposing roll when others try to help you recover your physical stress.

Business Expert Combat Expert Covert Expert Crime Expert
Menace Master

Power Sets

Specs

OMEGA RED

Solo		Distinctions	Treacherous
Buddy			Serial Killer
Team			Mistrustful Mercenary

Arkady Gregorovich



VAMPIRIC MUTANT

Superhuman Stamina Superhuman Strength Leech

Enhanced Reflexes Enhanced Durability

SFX: *Death Spores*. When attacking multiple targets with Leech, add a d6 for each additional target and keep an additional effect die.

SFX: *Life Drain*. Spend an effect die from a roll including Leech to add or step up Durability, Strength, or Speed.

SFX: *Healing Factor*. Spend a doom die to recover physical stress and step back your physical trauma by -1.

Limit: *Hunger*. If an action that includes Leech fails, take emotional stress equal to your own effect die. If stressed out, shutdown VAMPIRIC MUTANT. Activate an opportunity to recover.

Limit: *Mutant*. Add a d6 to the doom pool or step up the lowest die in the doom pool when affected by mutant-specific tech, or milestones.

SOVIET SUPER-SOLDIER AUGMENTATION

Weapon Superhuman Durability Stretching

SFX: *Deadly Coils*. In a pool including Leech and Stretching, step up effect die by +1.

SFX: *Carbonadium Tentacles*. Step up or double a SOVIET SUPER-SOLDIER AUGMENTATION die against a single target. Remove the highest rolling die and add 3 dice for your total.

SFX: *Red Menace*. Use two or more SOVIET SUPER-SOLDIER AUGMENTATION powers in a single dice pool at -1 step for each additional target.

Limit: *Toxic Metal*. If Superhuman Stamina is shutdown, take d10 physical stress at the beginning and end of every Action Scene.

Combat Master Covert Expert Crime Expert Menace Expert

Power Sets

Specs

PUNISHER

Frank Castle

Solo **8** Dead Inside
Buddy **6** Former Marine
Team **4** Obsessed Vigilante

Distinctions

WAR ON CRIME

Enhanced Durability **8** Weapon **8**

SFX: *Explosives*. Against multiple targets, for every additional target add a d6 and keep an additional effect die.

SFX: *Full Auto*. Against a single target, step up or double a WAR ON CRIME die. Remove the highest rolling die and use three dice for your total.

SFX: *Take Your Shot*. Spend a doom die or take d6 Physical Stress to step up or double your Weapon die.

Limit: *Gear*. Shutdown a War on Crime power or SFX to add a d6 to the doom pool or to step up the lowest die in the doom pool by +1.

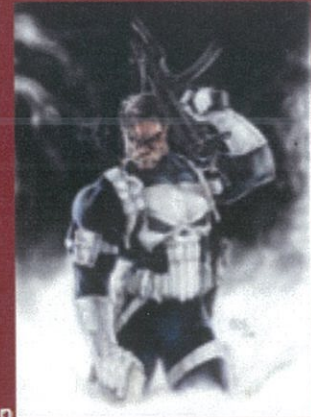
Limit: *Tragic Past*. When reminded of a past tragedy, step up mental or emotional stress to add a d6 to the doom pool or step up the lowest die in the doom pool by +1.

Combat Master **10** Covert Master **10** Crime Expert **8** Menace Master **10**

Psych Expert **8** Vehicles Expert **8**

Power Sets

Specs



PYRO

John Allerdyce

Solo **4** Former Romance Writer
Buddy **6** Criminal
Team **8** Hot-head

Distinctions

PYROKINESIS

Fire Control **8**

SFX: *Absorption*. On a successful reaction against a fire attack action, convert your opponent's effect die into a PYROKINESIS stunt or step up a PYROKINESIS power by +1 for your next action. Spend a d6 doom die to use this stunt if your opponent's action succeeds.

SFX: *Constructs*. Add a d6 and step up your effect die by +1 when using PYROKINESIS to create assets.

Limit: *Mutant*. Add a d6 to the Doom Pool when targeted by mutant-specific tech or milestones.

FLAMETHROWER

Weapon **8** Enhanced Durability **8**

SFX: *Area Attack*. Add a d6 and keep an additional effect die for each additional target.

SFX: *Dangerous*. Add a d6 to your dice pool for an attack action and step back the highest die in the pool by -1. Step up Physical Stress by +1.

Limit: *Gear*. Shutdown FLAMETHROWER and add a d6 to the doom pool or step up lowest die in the doom pool by +1. Spend a doom die to recover.

Specs Crime Expert **8** Psych Expert **8** Tech Expert **8**

Power Sets

Specs



SABRETOOTH

Victor Creed

Solo	8	Distinctions	Bad To The Bone
Buddy	4		Century-Long Grudges
Team	6		Savage Survivor



Power Sets

MUTANT PREDATOR

Enhanced Durability	8	Enhanced Reflexes	8	Enhanced Speed	8
Godlike Stamina	12	Superhuman Senses	10	Superhuman Strength	20

- SFX: *Adamantium Skeleton.* Step up or double Enhanced Durability when targeted by blunt-force or crushing attacks.
- SFX: *Berserk.* Add a doom die to your next action. After your action, step the doom die down and return it to the doom pool.
- SFX: *Claws & Fangs.* Step back the highest die in your attack action pool to add a d6 and step up emotional or physical stress inflicted.
- SFX: *Healing Factor.* Spend a doom die to recover your physical stress and step back your physical trauma.
- SFX: *Immunity.* Spend a doom die to ignore stress, trauma, or complications from poison, disease, or fatigue.
- Limit: *Bloody Past.* Step up emotional or mental stress caused by government or covert sources linked to your past to add a d6 to the doom pool or to step up the lowest die in the doom pool.
- Limit: *Mutant.* When afflicted by mutant-specific complications or tech, add a d6 to the doom pool or step up the lowest die in the doom pool.

Specs	Combat Master	10	Covert Expert	8	Crime Expert	8	Menace Master	10	Psych Expert	8
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SERSI

Solo	4	Distinctions	Greek Myth
Buddy	6		Mistress of Illusions
Team	8		Eternal



Power Sets

ETERNAL SORCERESS

Superhuman Strength	10	Superhuman Stamina	10	Telepathy	10
Telekinetic Mastery	10	Subsonic Flight	8	Cosmic Blast	10
Teleportation	12	Transmutation	12		

- SFX: *Area Attack.* Against multiple targets, add a d6 and keep an additional effect die for each additional target.
- SFX: *Healing Factor.* Spend a doom die to recover your physical stress and step back physical trauma.
- SFX: *Illusions.* When using Telepathy to create illusory-based assets or complications, add a d6 and step up the effect die.
- SFX: *Immune.* Spend a doom die to ignore stress, trauma, or complications from poisons, diseases, aging, or death.
- SFX: *Invulnerable.* Spend a doom die to ignore Physical Stress or Trauma.
- SFX: *Multipower.* Use two or more ETERNAL SORCERESS powers in a single die pool at -1 step for each additional power.
- Limit: *Bio-Engineered.* Step up Emotional and Mental Stress inflicted by Celestials, or tampering with your genetically altered physiology.

Specs	Acrobatic Expert	8	Combat Expert	8	Cosmic Master	10	Mystic Master	10
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SHE-HULK

Jennifer Walters

Solo **6** Crusading Attorney

Buddy **4** Impulsive

Team **8** Jade Giantess

Distinctions

GAMMA-IRRADIATED BLOOD

Godlike Strength **15** Leaping **8** Superhuman Durability **10**

Superhuman Stamina **10**

Power Sets

SFX: *Area Attack.* Against multiple targets, add a d6 and keep an additional effect die for each additional target.

SFX: *Collateral Damage.* Step up or double a GAMMA-IRRADIATED BLOOD power and give 1 PP to each affected target.

SFX: *Lose Yourself.* Step up or double a GAMMA-IRRADIATED BLOOD power for your next action and take d6 emotional stress.

Limit: *Puny Human.* Shutdown GAMMA-IRRADIATED BLOOD to add d6 to the doom pool or to step up the lowest die in the doom pool by +1. Activate an opportunity to recover or during a Transition Scene.

Specs Combat Expert **8** Cosmic Expert **8** Crime Master **10** Psych Expert **8** Vehicles Expert **8**



THING

Benjamin Grimm

Solo **4** It's Clobberin' Time!

Buddy **8** I'm A Monster

Team **6** Wotta Revoltin' Development

Distinctions

ROCKY ORANGE HIDE

Godlike Durability **15** Godlike Strength **15**

Enhanced Stamina **8**

Power Sets

SFX: *Area Attack.* Against multiple targets, add d6 to your pool and keep +1 effect die.

SFX: *Haymaker.* Double Godlike Strength for an action, then remove a die equal to the second-highest rolling die from that action from the doom pool.

SFX: *Invulnerable.* Spend a doom die to ignore physical stress or trauma unless caused by mystical attacks.

Limit: *Moody.* Add a d6 to the doom pool or step up the lowest die in the doom pool and step up emotional stress caused by doubt, guilt, or self-worth by +1.

Specs Combat Expert **8** Cosmic Expert **8** Psych Expert **8** Vehicles Master **10**



TIGRA

Greer Grant Nelson

Solo	6	Distinctions	Adventurous Were-Cat
Buddy	4		Borderline Feral
Team	8		Mystical Legend



Power Sets

CHOSEN CHAMPION OF THE CAT PEOPLE

Enhanced Speed	8	Enhanced Strength	8	Psychic Resistance	8
Superhuman Reflexes	10	Superhuman Senses	10	Superhuman Stamina	10

SFX: *Claws & Fangs.* Step back the highest die in your attack action pool to add d6 and step up physical stress inflicted.

SFX: *Immunity.* Spend a doom die to ignore stress from disease, poison, or psychic attack.

SFX: *Multipower.* Add more than one CHOSEN CHAMPION OF THE CAT PEOPLE die in your pool once for each die beyond the first.

SFX: *Pounce.* On a successful reaction against a physical attack, inflict physical stress with your effect die at no cost. Spend a doom die to step it up.

Limit: *Human Form.* Shutdown CHOSEN CHAMPION OF THE CAT PEOPLE power to set to assume human form. Recover CHOSEN CHAMPION OF THE CAT PEOPLE

Specs

Acrobatics Master	10	Combat Expert	8	Cosmic Expert	8	Covert Expert	8
Crime Expert	8	Mystic Expert	8	Vehicles Expert	8		

VENOM

Eddie Brock

Solo	8	Distinctions	Brutal Killer
Buddy	4		Failed Journalist
Team	6		Vengeful



Power Sets

SYMBIOTE

Enhanced Durability	8	Shapeshift	6	Superhuman Reflexes	10
Superhuman Strength	10	Superhuman Stamina	10	Tentacles	8
Swingline	6	Wallcrawling	6		

SFX: *Claws & Fangs.* Add a d6 to your dice pool for an attack action and step back highest die in your pool by -1. Step up physical stress inflicted by +1.

SFX: *Envelop.* Add a d6 and step up your effect die by +1 when afflicting an Entangled complication on a target.

SFX: *Multipower.* Use two or more SYMBIOTE powers in your dice pool, at -1 step for each additional power.

Limit: *Sonic & Fire Vulnerability.* When making a reaction against fire-based or sonic-based actions, Venom takes emotional stress equal to the effect die of the attack, regardless of whether he also takes physical stress. If he's stressed out by emotional stress, he flees immediately.

Specs

Acrobatic Expert	8	Combat Expert	8	Menace Expert	8	Psych Expert	8
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VISION

Solo		Just Wants To Feel Love
Buddy		Mix Of Advanced And Future Tech
Team		Synthezoid

Distinctions

ARTIFICIAL FORM

Electronic Senses		Enhanced Durability		Enhanced Strength	
Flight		Intangibility		Shapeshifting	
Solar Blast		Superhuman Stamina			

- SFX:** *Computerized Intellect.* When creating intellect-related assets, add a d6 and step up the effect die.
- SFX:** *Disruption.* When including Intangibility in an attack action, add a d6 and step up the effect die.
- Limit:** *Inexperienced with Emotion.* Step up emotional stress in situations when attempting to use or understand human emotions to step back the highest die in the doom pool by -1.

HYPER-DENSITY

Superhuman Durability		Superhuman Strength	
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- SFX:** *Diamond-Hard Body.* Step up or double any HYPER-DENSITY power for one action. If the action fails, spend a doom die equal to or larger than the normal rating of that power die.
- Limit:** *Mutually Exclusive.* Shutdown Flight and Intangibility to activate HYPER-DENSITY. Shutdown HYPER-DENSITY to activate Flight and Intangibility.
- Limit:** *Too Heavy.* Change HYPER-DENSITY into a complication and step down the highest die in the doom pool. Activate an opportunity or remove the complication to recover HYPER-DENSITY.

Power Sets

Specs

Combat Expert		Science Expert		Tech Expert	
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Alex Lipton



WONDER MAN

Solo		Been Dead Before
Buddy		Hollywood Hero
Team		Ionic Powerhouse

Distinctions

ENERGY-AUGMENTED FORM

Enhanced Reflexes		Enhanced Senses		Godlike Durability	
Godlike Stamina		Godlike Strength		Subsonic Flight	

- SFX:** *Immunity.* Spend a doom die to ignore stress, trauma, or complications caused by aging, disease, poison, radiation, or vacuum.
- SFX:** *Multipower.* Add more than one ENERGY-AUGMENTED FORM power to a dice pool. Step back each ENERGY-AUGMENTED FORM power in your pool once for each die beyond the first.
- SFX:** *My Fist Hit Like Thor's Hammer.* Double Godlike Strength for an action, then add the second-highest rolling die from that action to the doom pool.
- Limit:** *Flirting With Instability.* Step up mental or emotional stress die being used against you to add a d6 to the doom pool or to step up the lowest die in the doom pool by +1. Step back the stress to the previous rating afterwards.

Power Sets

Specs

Business Expert		Combat Expert		Psych Expert		Tech Expert	
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Simon Williams




HERO DATAFILES



ARCHANGEL

Affiliations



SOLO 

BUDDY 

TEAM 

Distinctions


Apocalyptic Legacy
Astute Businessman
Fragile Psyche


 OR 
+1 PP


Power Sets

AVIAN MUTANT

Enhanced Reflexes 

Enhanced Senses 

Superhuman Stamina 


Enhanced Strength 


SFX: *Healing Blood.* Add Superhuman Stamina to your dice pool when helping others recover stress. Spend 1 PP to recover your own or another's physical stress or step back your own or another's physical trauma.

Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

TECHNO-ORGANIC WINGS

Supersonic Flight 

Weapon 

Superhuman Durability 

SFX: *Berserk.* Borrow a die from the doom pool for an attack action. Step up the doom die by +1 and return to the doom pool.

SFX: *Winged Charge.* Against a single target, step up or double Subsonic Flight. Remove the highest rolling die and use three dice for your total.

SFX: *Neuro Toxin.* On a successful action using Weapon, spend 1 PP to inflict mental stress at -1 step.

Limit: *Evil Rises.* When the doom pool includes at least 2d12 or when Archangel takes emotional or mental trauma, activate DEATH INCARNATE.


Limit: *Legacy of Apocalypse.* Step up emotional stress inflicted by issues with your history as Death to gain 1 PP.


Limit: *Heavy Metal.* On a magnetic attack or while swimming, change any TECHNO-ORGANIC WINGS power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.


DEATH INCARNATE


Death is the residual personality left from Apocalypse's tampering with Warren's psyche during Warren's stint as the Horseman of Death. Death is violent, merciless and kills without hesitation. While manifested, Death may be targeted like a mob's dice; Death does not take stress, but successful actions against it may reduce the doom pool. Death may use any of Warren's SFX but does not use any of his Affiliation, Distinction or Specialty traits. Death continues to grow in power if the doom pool also grows. If the doom pool is reduced to two dice, Death retreats back into Warren's subconscious, but is not truly destroyed.


Specialties

Acrobatic Master 

Business Master 

Combat Expert 

Menace Expert 

Psych Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

PP

STRESS/TRAUMA

P











M











F











XP



History

Life changed for Warren Worthington III, heir to the Worthington Industries fortune, when angel wings sprouted from his back. After a brief solo career, he joined the original class of X-Men as Angel. He returned home to discover his father murdered at the hands of his villainous uncle, Dazzler, who had schemed to marry and murder Warren's mother; the plan was thwarted, but not before Warren's mother succumbed to Dazzler's poison. Warren left the X-Men, first joining the Los Angeles-based Champions, and then becoming a member and financier of the Defenders. Warren later joined the rest of the original X-Men on the new X-Factor team.

Angel's wings were mutilated while defending the Morlocks from the Marauders. The wings became infected and had to be amputated. The loss of his wings so depressed Warren that he attempted suicide. The ancient and powerful Apocalypse struck a deal with Warren, replacing Angel's amputated feathery wings with deadly techno-organic steel, turning Warren's skin blue and transforming him into Archangel- Horseman of Death. Under Apocalypse's thrall, Warren fought against his friends until he was tricked into believing he had killed his friend Iceman. Warren regained control and worked hard to deprogram himself.

Warren left the team for a while, fighting an inward battle against his killer instincts. He eventually rejoined his X-Factor teammates in forming a new X-Men team. During this time, he struck up a romantic relationship with Psylocke who is attempting to help him through his killing urges.

Personality

As a child of wealth, Warren lived an indulgent carefree existence as a playboy. During his original tenure at Xavier Institute of Higher Learning, Angel was an inattentive student more interested in Jean Grey's attentions than his lessons. Though he hid his mutation from the public, he felt less of an outcast than many of his teammates, reveling in adventuring and super heroics.

After being transformed into Archangel, Warren became dark and brooding, lamenting his transformation and mourning the loss of his innocence. Warren's transformation to Archangel has not hampered his romantic relationship with Psylocke.

Abilities & Resources

Warren's natural abilities included increased muscle mass, hollow bones, the ability to withstand the rigors of high-atmosphere flight, and incredible stamina. After his transformation by Apocalypse, his wings became dangerously sharp weapons, capable of firing deadly quills, and his physical abilities were increased. This secondary mutation allows his blood to heal himself and others.

In addition to his mutant powers, Warren is the primary share-holder of Worthington Industries. He is an original member of the X-Men, and has connections with other heroes from his stints on other super teams. Between his wealth, his business and a lifetime of heroics, Warren can call upon great resources and contacts throughout the super hero community.



Milestones

Horseman


- 1 XP when you discuss your link to Apocalypse.
- 3 XP when you deny the pull Apocalypse has on your will.
- 10 XP when you either accept leadership of Apocalypse's empire, dedicating yourself to his vision of the world, or declare your link to Apocalypse's legacy finished and take direct action to sever it forever.

Angel of Death

- 1 XP when you allow your desire for vengeance to distract you from something or someone important to you.
- 3 XP when you inflict trauma.
- 10 XP when you kill a dangerous foe, or reject your urge to murder and spare that foe, explaining your mercy to the enemy and what you expect in return.

BEAST

Affiliations



SOLO 

BUDDY 

TEAM 


Distinctions


Genetic Activist
Renaissance Beast
Smartest Man In The Room

 OR 
+1 PP


Power Sets


BESTIAL MUTANT

Enhanced Durability 

Enhanced Senses 

Enhanced Stamina 

Superhuman Reflexes 


Enhanced Strength 


SFX: *Claws & Fangs.* Add a d6 to your dice pool for an attack action and step back the highest die in your pool by -1. Step up physical stress by +1.

SFX: *Oh My Stars and Garters!* Spend 1 PP to borrow the highest die in the doom pool as an asset for your next action, then step back and return the doom die.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.


Specialties


Acrobatic Master 

Combat Expert 

Cosmic Expert 

Medical Expert 

Science Master 

Tech Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Mutants Sans Frontières

- 1 XP when you use your Medical Expert to help a mutant recover stress.
- 3 XP when you choose not to engage in a confrontation in order to rescue or support noncombatant mutants.
- 10 XP when you either allow a mutant to die or give up your status or reputation to save a mutant.

Once an X-Man, Always An X-Man

- 1 XP when you point out how little the original X-Men have changed over the years.
- 3 XP when you lament to a teammate how much the world the X-Men sought to improve has changed for the worse.
- 10 XP when you invite a younger mutant to join the team, or leave the X-Men for the good of the team.

PP

STRESS/TRAUMA

P











M











E











XP



History

Born a mutant with ape-like features and limbs, Henry "Hank" McCoy was given the nickname "Beast". Hank's mutant physique enabled him to become a star football player. When a criminal called the Conquistador abducted Hank's parents to force Henry to work for him, the X-Men came to the rescue. The team's founder, Professor Xavier, recruited Hank and, codenamed Beast, he thus became one of the X-Men's original members.

Under Xavier's tutelage, McCoy earned his Ph.D. in biochemistry and genetics and went on to become a geneticist at the Brand Corporation. There, he developed a serum that further mutated him: he grew fur all over his body, as well as fangs and pointed ears. After his time in the private sector, Beast returned to super heroics first a member of the Avengers, then the Defenders. He eventually rejoined his original X-Men teammate in X-Factor.

The original members of X-Factor rejoined the X-Men. The Beast remains an active combatant, the X-Men's resident scientist and a teacher at the Xavier Institute.

Personality

Beast's personality has changed wildly based on his current state of mutation. In his more human-looking guise, he tended to be bookish and fairly serious. After he turned himself into a blue-furred creature, he started to joke and wisecrack more to cover up his insecurity he felt in looking less human. In any form, Hank McCoy is a dedicated scientist and loyal friend.

Abilities & Resources

Beast possesses superhuman strength, durability, endurance, speed, and agility. He is an amazing acrobat and able to use his clawed hands

and feet to cling to surfaces and climb walls. Beast heals somewhat faster than normal and can emit pheromones attractive to the opposite sex. Beast is also a trained geneticist and biochemist and considered one of the greatest scientific minds in the world.


With the possible exception of Wolverine, no mutant has as diverse a collection of allies as Beast. A founding and long-time member of that team as close friends, especially the other founders and their mentor, Professor X. As an Avenger, Beast often found public acceptance even during various periods of anti-mutant hysteria and worked alongside Captain America, Hawkeye, Ms. Marvel, and others. As a Defender, he befriended mystical heroes such as Dr. Strange and Valkyrie.


Hank's scientific reputation, expertise, and connections allow him access to some of the most advanced laboratories in the world.



BISHOP

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

Dark Future Survivor
Make A Difference
Mutant Policeman



+1 PP


OR





Power Sets


ENERGY BATTERY

Energy Blast 

Enhanced Stamina 

Enhanced Strength 

Guns 

Superhuman Durability 

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack, convert your opponent's effect die into an ENERGY BATTERY stunt or step up an ENERGY BATTERY power until the next Transition scene. If your opponent's action succeeds, spend 1 PP to use this SFX.

SFX: *Everything I've Got.* Step up or double any ENERGY BATTERY power for one action. If that action fails, add a die to the doom pool equal to the normal rating of this power die and then step back that power. Recover the power during a Transition Scene.


SFX: *Invulnerability.* Step back an ENERGY BATTERY power to ignore physical stress or trauma unless caused by a non-energy attack. Recover the power during a Transition Scene.


SFX: *Self-Healing.* Step back an ENERGY BATTERY power to recover your own physical stress or step back your own physical trauma. Recover the power during a Transition scene.


Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.


Limit: *Overloaded.* Shutdown any ENERGY BATTERY power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Specialties

Combat Expert 

Crime Expert 

Menace Expert 

Tech Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Cop From The Future

- 1 XP when you talk to a mutant as a police officer would speak to a citizen.
- 3 XP when you lead an investigation into a mutant-related crime.
- 10 XP when you either found a law enforcement agency for mutantkind, or join S.H.I.E.L.D. as a mutant liaison officer.

M

- 1 XP when you discuss parallels between your timeline and the present.
- 3 XP when you speak out against mutant bigotry to the press or to a government.
- 10 XP when you gather a team to destroy any possibility of your timeline coming true, or go back to your own timeline with a team of mutants in order to liberate it.

PP

STRESS/TRAUMA

P











M











E











XP



History

Lucas Bishop was born into a reality in which the original X-Men team was slain by the Sentinels. With no organized force to stop them, the Sentinels rounded up all mutants and imprisoned them in Mutant Relocation Camps. Each mutant was given a large M-shaped tattoo above their eyes to identify them. Human and mutant alike rose up against the Sentinels, overthrowing them. Bishop eventually became a member of the Xavier Security Forces, charged with capturing and punishing criminal mutants. Bishop and his two partners followed and killed the escaped mutant criminals that had opened a portal to the X-Men's timeline, but Bishop's friends were killed in the process, stranding Bishop in a world he had difficulty adapting to.

Bishop was brought to the Xavier Institute to recover. At first, his methods brought him into conflict with X-Men Gold team leader Storm and he accused Gambit of being a traitor in the X-Men's ranks. Despite his rough first impression with the X-Men, he joined them in their fight for mutant equality.

Personality

Bishop is a stern and serious man dedicated to doing what he believes is right, no matter what anyone else thinks. This frequently leads him to confrontations with others, as his actions can turn lethal if he believes it necessary. Coming as he does from a nightmarish future. Bishop constantly fears that the events of his own timeline's history are taking place in the present he now inhabits, and does anything he can prevent their recurrence.

Abilities & Resources

Lucas Bishop has the mutant ability to absorb almost any kind of energy directed against him, building it up within himself, and then discharging it at magnified levels. He is able to direct the power out of his body through his hands or through the weapons he carries. He is also able to use this power to heal himself and increase his strength to immense levels. In addition, Bishop is an accomplished police officer, having worked as a member of the XSF in the future. His knowledge of the future events sometimes relates to events in the present.



COLOSSUS

Affiliations

SOLO BUDDY TEAM

Distinctions

Ironclad Loyalty
 Quick To Anger OR
 Russian Farmboy +1 PP

Power Sets

ORGANIC STEEL TRANSFORMATION
 Godlike Durability Superhuman Stamina
 Godlike Strength
SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.
SFX: *Invulnerability.* Spend 1 PP to ignore physical stress or trauma unless caused by electromagnetic attacks.
SFX: *Take the Hit.* Spend 1 PP to take physical stress intended for an ally or friend nearby.
Limit: *Conscious Activation.* While stressed out, asleep or unconscious, shutdown ORGANIC STEEL TRANSFORMATION. Recover ORGANIC STEEL TRANSFORMATION when you recover that stress or wake up. If you take physical trauma, shutdown ORGANIC STEEL TRANSFORMATION until you recover that trauma.
Limit: *Heavy Metal.* When attacked by magnetism, Anti-Metal, or when submerged in water, change any ORGANIC STEEL TRANSFORMATION power into a complication and gain 1 PP.
Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

Specialties

Combat Expert Menace Expert
 Psych Expert
 [You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Heroic Self-Sacrifice
 1 XP when you first use your *Take the Hit* SFX for an ally.
 3 XP when you allow another hero to talk you out of a dangerous situation.
 10 XP when you choose to either sacrifice yourself to your allies, or you're the last man standing.

Return to the Motherland
 1 XP when you first draw on your Russian heritage.
 3 XP when you make your Russian heritage the central issue of a confrontation or conflict.
 10 XP when you either deny your Russian heritage completely or abandon your friends for Russia.

PP

STRESS/TRAUMA

P

M

E

XP



History

Born on the Ust-Ordynski Collective in Russia, Piotr Rasputin grew up a dutiful son and a responsible worker on his family's farm. His mutant abilities manifested when he rescued his younger sister Illyana from a runaway tractor. Soon after, Charles Xavier recruited him to join the second generation of the X-Men, whose first mission was rescuing the previous team from the living island of Krakoa.

His tenure with the X-Men taught Rasputin how to control his powers and introduced him to many good friends and his long time love, Kitty Pryde. It also pushed him into a life where he has lost many loved ones and discovered uncomfortable truths about his family, his brother and his homeland.

Personality

Piotr Rasputin is a simple and caring soul often forced into violent situations. He is shy, trusting, and somewhat guileless, though capable of tremendous rage when he sees his friends hurt or innocents suffer. He is also selfless, bravely putting himself in harm's way time and time again to protect those weaker than himself. He prefers to hide his deeper emotions behind a stoic exterior, although his artistic talents provide an outlet for his friends to appreciate.

Given the tumultuous events of the past few years, he has an even greater appreciation for the fragile joys of love and living.

Abilities & Resources


Colossus possesses the ability to transform his body into a form of organic steel of immense density and toughness. This adds height to his already prodigious frame and more than doubles his weight. While in metal form he has tremendous superhuman strength and is almost invulnerable. Environmental conditions seem to have little effect in this form, though rapid shifts between extreme heat and cold can harm him. He neither appreciably tires nor needs to breathe, eat, or drink, until he returns to mere flesh. The presence of "Anti-Metal" variation of Vibranium causes Colossus to revert to his human form.


As a member of the X-Men, Rasputin has received significant training in combat and teamwork. He normally takes a front-line position in any team action and works especially well alongside Wolverine, with whom he has mastered the "Fastball Special," which involves bodily throwing Wolverine at an opponent. Of course, he also has access to the vehicles, extensive facilities and other resources of the team.



CYCLOPS

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions

I Don't Have Time For This
Tactical Genius
Uncompromising


+1 PP

OR



Power Sets

OPTIC BEAM

Force Blast 

SFX: *Area Attack.* Target multiple opponents. For every additional target, add d6 and keep +1 effect die.

SFX: *Energy Absorption.* On a successful reaction against an energy-based attack action, convert opponent's effect die into an OPTIC BEAM stunt or step up Force Blast by +1 until used in an action. Spend 1 PP to use this stunt if opponent's action succeeded.


SFX: *Ricochet.* Step up or double Force Blast die against a single target. Remove highest-rolling die and add an additional die to your total.


SFX: *Versatile.* Replace Force Blast die with 2d8 or 3d6 on your next roll.

Limit: *Ruby-Quartz Visor.* Earn 1 PP and either change Force Blast into a complication or shutdown Force Blast. Take an action vs the doom pool to recover.


Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

Combat Expert 

Cosmic Expert 

Covert Expert 

Tech Expert 

Vehicle Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

To Me, My X-Men

- 1 XP when you first lead a team including more mutants than non-mutants.
- 3 XP when you defeat a foe without any team member becoming stressed out.
- 10 XP when you either lead your team to victory over mutant issues or disband them in the face of persecution.

Romantic Tragedy

- 1 XP when you choose to express your affection for another mutant hero.
- 3 XP when you turn down aid in order to be alone with your chosen hero in a perilous situation.
- 10 XP when you either watch your chosen hero take d10 or more trauma or break off your relationship in order to save them.

PP

STRESS/TRAUMA

P











M











E











XP



History

Oldest son of USAF Major Christopher Summers, young Scott Summers barely survived the Shi'ar attack that took his parents from him. Attempting to save his life, his mother strapped him into the only parachute onboard and pushed him and his younger brother Alex from their father's burning plane. Orphaned and hospitalized, Scott became a ward of the state, which separated him from his brother and shuttled him from home to home. As he grew older, Summers' mutant abilities emerged and caused him trouble until Professor Charles Xavier rescued him and became the boy's teacher and father figure.

As "Cyclops," Scott Summers was a member of the first class of X-Men trained by Xavier. He has remained loyal to Xavier's dream, if not the man himself, at great cost over the years. His love Jean Grey was possessed by the cosmic entity known as the Phoenix and Scott witnessed Jean's sacrifice as the Phoenix to save the X-Men from the Shi'Ar Imperial Guard. After falling in love with and marrying Madelyn Pryor, actually a clone of Jean designed by Mr. Sinister, Scott discovered that the real Jean was still alive in the bottom of Jamaica Bay and that the Jean he had seen sacrifice herself on the moon was actually a cosmic clone. Scott left Madlyn, but not before she bore Scott a son and named him Nathan Summers.

Scott went on to join the original five X-Men, including the real Jean Grey on X-Force. After battling Apocalypse, Mr. Sinister and Madelyn Pryor and even having to send his son, Nathan, into the future, Cyclops returned to the X-Men to lead the X-Men Blue team and continue Charles Xavier's dream for mutant equality.

Personality

Cyclops behaves like the stern and no-nonsense leader he believes he needs to be. He has no real life outside of his responsibilities, sacrificing his personal needs to his perceived duties time and again. Selfless, he is devoted to safeguarding mutantkind from all threats and proving they can coexist with mankind.

Scott's devotion to Xavier's dream has cost him much, namely the death of his love and sending his son away to the future. These struggles, Scott has developed a dark and brooding personality. Worse, he sees even this condition as necessary for his situation. Despite his new personality, Scott is pursuing a new relationship with Jean.

Abilities & Resources

Scott Summers is an alpha-level mutant whose eyes act as aperture to an extra-dimensional source of energy. This energy emits in beam form whenever his eyes are open and can only be filtered safely by ruby

quartz lenses. Powerful enough to blast easily through reinforced materials and knock aside heavy vehicles, the beam manifests as concussive force rather than heat or radiation. The visor Summers wears gives him precise control over the beam's size, intensity, and scatter – and he is an expert marksman with his innate attack. Cyclops is immune to the effects of his own blast – even his closed eyelids are sufficient to block its release – and the energy powers of his brother Alex. The only thing he cannot do is control the energy itself, preventing it from spilling from his eyes, although whether this is due to physiological or psychological trauma is unclear.


In addition to his mutant power, Cyclops is a gifted tactician, hand-to-hand combatant, and pilot with extensive training in a variety of subjects, including telepathically implanted languages. He has access to all of the X-Men's tech, vehicles, and facility resources.


Finally, Scott can call on any number of teams and personal allies, including a telepathic girlfriend, an equally powerful mutant brother and a father with a spaceship and his own team.



GAMBIT

Affiliations



SOLO 

BUDDY 

TEAM 


Distinctions


Cajun Casanova
Master Thief
Shady Past


 OR 
+1 PP

Power Sets

KINETIC CONDUIT

Kinetic Influence 

Energy Blast 

Enhanced Reflexes 

SFX: *52 Card Pick-Up.* Step up Energy Blast for one action, then shutdown Energy Blast. Recover power during a Transition Scene.

SFX: *Area Attack.* Target multiple opponents. For each additional target, add d6 and keep +1 effect die.


SFX: *Charge.* When using Kinetic Influence to create a Charged asset for a gear-based power set, add a d6 and step up effect die by +1.


SFX: *Unleashed.* Step up any KINETIC CONDUIT power for one action. If that action is unsuccessful, add a die to the doom pool equal to the power's normal rating.

Limit: *Mutant.* Gain 1 PP when targeted by mutant-specific Milestones and tech.

Limit: *Non-Organic.* Gambit can only use his Kinetic Influence power on non-organic targets.


BO STAFF


Weapon 


Enhanced Durability 


Limit: *Gear.* Shutdown BO STAFF and gain 1 PP. Take an action against the doom pool to recover gear.


Specialties


Acrobatic Master 

Combat Expert 

Covert Master 

Crime Master 

Tech Expert 

Vehicle Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Honor Among Thieves

- 1 XP when you first use your Crime Master specialty in a scene.
- 3 XP when you abandon a teammate in the middle of a fight.
- 10 XP when you either choose to betray your teammate to keep your status as a indifferent thief, or give up your status as a indifferent thief in order to rescue your teammate.

Bonjour, Chérie

- 1 XP when you choose to flirt with a non-heroic Watcher character.
- 3 XP when you use your heroic activities put your chosen character in danger, or your commitment to your chosen character puts your team in danger.
- 10 XP when you convince your chosen character to abandon their group and run away with you, or you end the relationship because it would never work out between you.

PP

STRESS/TRAUMA

P











M











E











XP



History

The mutant Gambit was abducted soon after his birth by members of the Thieves' Guild of New Orleans, and was later adopted by Jean-Luc LeBeau, the head of the Thieves' Guild. Hoping to make peace between the Thieves' Guild and their rivals, the Assassin's Guild, Remy married the granddaughter of the Assassin's Guild leader. Her brother Julien was opposed to the union and challenged Remy to duel, in which Remy killed him. Banished from New Orleans, Remy became the international master thief known as Gambit.

Gambit was employed by Mister Sinister to organize a mutant team of assassins called the Marauders, but he was shocked when Sinister sent the Marauders to massacre the Morlocks. Later, Gambit met and aided Storm, who sponsored his membership in the X-Men. In the X-Men, Gambit quickly fell in love with fellow X-Men Rogue and the two have had a passionate relationship even though Rogue's powers keep them from touching.

Personality

Even though he is a member of the heroic X-Men team, Gambit is first and foremost a thief. He is a charmer, a loner and a con artist. His morals are questionable and his past even more so. The main reason Remy stays with the X-Men is because of his romantic entanglement with Rogue.

Abilities & Resources

Remy has the mutant ability to take potential energy stored in an object and convert it to kinetic energy, thus "charging" that item with explosive results. He prefers to charge smaller objects, such as his ever-present playing cards. Most charging takes place through direct skin contact. The power of his explosions is dependent on the mass of the object he is charging. Gambit can also use his powers to accelerate an object's kinetic energy instead of converting its potential energy, for example, he can charge his bo staff with enough power to level a house.

Remy is an accomplished rogue, possessing skills in combat, covert ops and general thievery. He has contacts all throughout the criminal underground and specifically in the New Orleans' Thieves' Guild.



ICEMAN

Affiliations

SOLO

6

BUDDY

10

TEAM

8

Distinctions

Hapless Romantic
 Heroic Prankster
 Terrifying Potential

4
 +1 PP

OR

8

Power Sets

CRYOKINESIS

Enhanced Durability 8

Enhanced Senses 8

Enhanced Speed 8

Enhanced Stamina 8

Ice Blast 8

Ice Control 8

SFX: *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.

SFX: *Constructs.* When using a CRYOKINESIS power to create assets, add a d6 and step up your effect die.

SFX: *Immunity.* Spend 1 PP to ignore stress, trauma, or complications from cold-based attacks.

SFX: *Multipower.* Add more than one CRYOKINESIS power die to your pool. Step back each CRYOKINESIS power die in your pool once for each die beyond the first.

SFX: *Omega-Level Mutant.* Step up or double any CRYOKINESIS power for one action. If that action fails, add a die to doom pool equal to the normal rating of that power die.

Limit: *Exhausted.* Shutdown any CRYOKINESIS power to gain 1 PP. Activate an opportunity or participate in a Transition Scene to recover that power.

Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

Specialties

Business Expert 8

Psych Expert 8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Living Up To The Ice

- 1 XP when you discuss how you can use your powers.
- 3 XP when you take stress while using your powers.
- 10 XP when you either seek out a mentor to help you unlock your full mutant potential, or abandon your friends and teammates in your quests to reach your limits.

Coping With Humor

- 1 XP when you crack a joke while inflicting stress on an opponent.
- 3 XP when you point out how absurd a situation has become.
- 10 XP when you either stop joking and declare a situation deadly serious, or you vow to retire from superheroing forever.

PP

STRESS/TRAUMA

P

4

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M

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12

F

4

6

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12

XP

Robert "Bobby" Louis Drake [secret]



History

Bobby's powers first manifested when he froze a bully solid. Cyclops was sent to recruit him, but a mob closed in on both young mutants. Professor Xavier saved them from the angry crowd and Bobby joined the X-Men as Iceman, where he quickly became best friends with Beast. Iceman was involved in their early encounters against numerous foes and was one of the original X-Men comrades Beast and Angel. Eventually, the original X-Men all reunited as X-Factor.

Bobby was kidnapped by Loki to use in a plan alongside the Frost Giants. Iceman was rescued, but not before his powers were augmented to such an extent that he needed a dampening belt to safely use them. His powers stabilized and he rejoined the X-Men, where a confrontation with the mutant Mikhail made Bobby realize he had not yet tapped the full extent of his powers. When a comatose Emma Frost hijacked Iceman's body and demonstrated even further abilities he never thought to use, Iceman's confidence was shaken. Currently, he remains at the Xavier Institute, but he is frustrated with how shallow his understanding of his own powers is.

Personality

As the youngest of the original team, he was unsure of himself and adapted by becoming the team's resident prankster. Iceman has had a number of failed romances; behind his exuberance and smiles, Iceman is a man deeply troubled with his own powers and sorely lacking confidence. He is one of the few Omega Class mutants in the world, and ought to be unrivaled by most of his teammates, but his powers have languished; the breakthroughs he experiences are often inspired by the ideas of others. Iceman went back to college for an accounting degree, seeking an identity outside of his powers. If he ever overcomes his trepidations about unleashing his full potential, Iceman may be one of the most powerful X-Men of all time.

Abilities & Resources

Iceman can lower the temperature around him and gather moisture to create ice. Originally, this manifested as snowman-like appearance and later as translucent ice. He often makes sleds of ice to replicate flying. He can use his ice to bulk himself up for battle, to create weapons and objects, and to hinder or bind his foes. As an original member of the X-Men, he is well known in the mutant community and counts much of the X-Men as close friends. He has connections to other heroes from when he was on the Champions and Defenders. Iceman can rely on countless heroes to answer his call should there ever be a need.



JEAN GREY

Affiliations

SOLO

6

BUDDY

10

TEAM

8

Distinctions

Unparalleled Psychic
Professor Xavier's First Student
Host of the Phoenix

4
+1 PP

OR

8

Power Sets

OMEGA-LEVEL TELEPATH

Enhanced Durability 8

Telepathy 10

Mind Control 8

Telekinetic Blast 10

Psychic Resistance 10

Telekinetic Flight 6

Telekinetic Mastery 10

- SFX:** *Area Attack.* Against multiple targets, for each additional target add a d6 and keep an additional effect die.
- SFX:** *Echo of the Phoenix.* Step up or double any OMEGA-LEVEL TELEPATH power for one action. If that action fails, add a die to the doom pool equal to the normal rating of that power die.
- SFX:** *Powerful Psychic.* Step back the highest die in your attack action pool to add a d6 and step up mental stress inflicted.
- SFX:** *Psychic Feedback.* On a successful reaction against a psychic action, convert your opponent's effect die into an OMEGA-LEVEL TELEPATH stunt or step up an OMEGA-LEVEL TELEPATH power until used in an action. If your opponent's action succeeds, spend 1 PP to use this SFX.
- SFX:** *Versatile.* Replace Psychic Blast or Telepathy die with 2d8 or 3d6 on your next roll.
- SFX:** *Psychic Healing.* Add Telepathy to your pool when helping others to recover stress. Spend 1 PP to recover your own or another's mental stress or step back your own or another's mental trauma by -1.
- Limit:** *Exhausted.* Shutdown any OMEGA-LEVEL TELEPATH power to gain 1PP. Activate an opportunity or participate in a Transition Scene to recover that power.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.
- Limit:** *Evil Rises.* If Jean takes emotional or mental Trauma or when the Doom Pool contains at least 2d12, activate the DARK PHOENIX.

DARK PHOENIX

The Dark Phoenix is the consequence of the Phoenix Force being corrupted by human emotions and it represents death and chaos. Whenever the Dark Phoenix possessed Jean, it left a fragment of itself hidden in Jean's psyche that activates during time's of intense stress. The Dark Phoenix uses the doom pool for all actions and opposes the heroes and other characters. While manifested, the Dark Phoenix's dice may be targeted like a mob's dice; the Dark Phoenix does not take stress, but successful actions against it may reduce the doom pool. The Dark Phoenix may use any of Jean's SFX but does not use any of her Affiliation, Distinction, or Specialty traits. The Dark Phoenix continues to grow in power if the doom pool grows, if the doom pool is reduced to two dice, the Dark Phoenix dissipates, but is not truly destroyed.

Specialties

Cosmic Master 10

Psych Expert 8

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

PP

STRESS/TRAUMA

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12

XP



History

When Jean Grey was ten years old, her best friend, Annie Richardson was hit by an automobile. Jean's anguish as she held her friend activated her mutant telepathic powers, and thus Jean shared Annie's emotions as she died. Traumatized, Jean suffered from deep depression and was unable to control her new telepathic powers. Jean's parents turned to Professor Charles Xavier for help. Xavier created psychic shields in Jean's mind to prevent her from utilizing her telepathic powers until she was mature enough to handle them. He also began training her to use her telekinetic ability. In her teenage years, Jean enrolled in Xavier's School for Gifted Youngsters, becoming the fifth member of the X-Men adopting the codename "Marvel Girl."

Jean and fellow X-Men and student Scott Summer began a longstanding romantic relationship during the early years of the X-Men. Following Xavier's recruitment of a second class of X-Men, Jean left the team. However, Jean and the other X-Men were abducted by Sentinels and taken to a space station. The X-Men escaped to Earth in a shuttle, which Jean volunteered to pilot. The cockpit proved unable to hold back radiation and she began to die. The Phoenix Force made contact with the dying Jean Grey and created a duplicate of Jean's body to serve as its host. The Phoenix Force placed the real Jean Grey in a protective cocoon at the bottom of the Jamaica Bay.

Jean awoke later to find that the Phoenix/Jean duplicate had been driven insane and turned into the Dark Phoenix and died after battling the X-Men and that Scott Summers had gone on to marry Madelyne Pryor, a clone of Jean created by Mister Sinister. The revived Jean and the other four original X-Men rejoined and founded X-Factor. Madelyne became the mad Goblin Queen and died in battle with Jean. Inevitably, Jean and the other members of X-Force rejoined the ranks of the X-Men. Scott and Jean have since renewed their relationship and are pursuing it to a deeper level. Marriage is a definite possibility on the horizon.

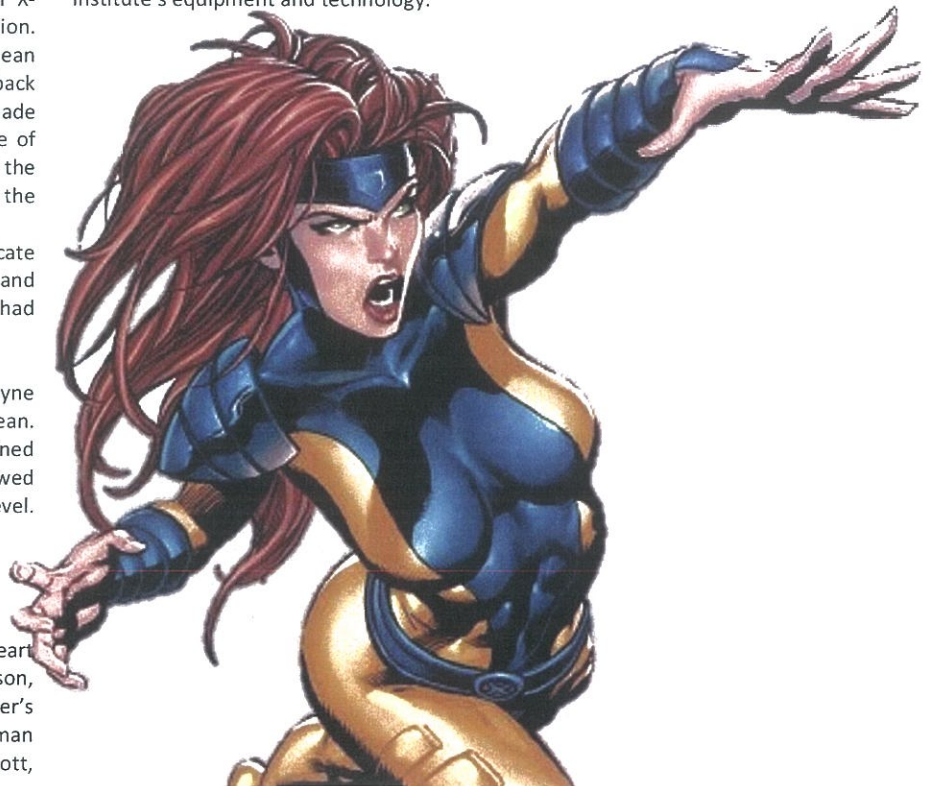
Personality

Jean Grey is intellectual, disciplined and loving. She is the heart of the original X-Men and in remains the heart of the current X-Men team. Jean is a selfless, caring person, always looking out for others. She embodies Charles Xavier's mission for mutant self-sacrifice in order to achieve human and mutant equality. Jean is devoted to her first love Scott, but she also has undeniable feelings for fellow teammate Wolverine.

Abilities & Resources

Jean is an omega-level telepath. Initially, Jean's powers were restricted to only telekinesis and even lifting her own weight quickly tired her. With training her telekinesis improved, but it wasn't until she was released from the Phoenix Force's cocoon that her telekinesis really started to become powerful. Jean's telepathy was suppressed at a young age by Charles Xavier. Later, Xavier released these mental blocks for a more mature Jean. While accessing the Phoenix Force, Jean's telepathy and telekinesis are heightened to an incredible degree, surpassing the likes of Charles Xavier and even the Shadow King. Using telepathy, Jean is able to read thoughts, project and broadcast her own thoughts.

As one of the original X-Men, Jean is respected in the super hero and mutant community. Her personality has made her a close friend to many heroes who would help her if she ever called on them. She also has access to all of the Institute's equipment and technology.



All This Power

- 1 XP when you discuss the powers the Phoenix gave you when you were under its influence.
- 3 XP when you fail an action while using your *Echo of the Phoenix SFX*.
- 10 XP when you you either rejoin your allies after you activate the Dark Phoenix and regain control, or sacrifice yourself to prevent it from happening again.


Xavier's Student


- 1 XP when you first aid a specific hero on your team.
- 3 XP when you assist a character in a recovery action of emotional or mental stress.
- 10 XP when you help your teammates recover from a long-term emotional or mental problem, or you kick them off the team so they can find the solution on their own.

Milestones

MAGNETO

Affiliations



SOLO 

BUDDY 

TEAM 


Distinctions

Master of Magnetism
Holocaust Survivor
Embittered Visionary

 OR 
+1 PP


Power Sets

MAGNETOKINESIS

Magnetic Supremacy 

Forcefield 

Subsonic Flight 

Magnetic Pulse 

SFX: *Absorption.* On a successful reaction against an Electric or Magnetic attack action, convert your opponent's effect die into a **MAGNETOKINESIS** stunt or step up a **MAGNETOKINESIS** power by +1 for your next action. Spend 1 PP to use this stunt if your opponent's action succeeds.

SFX: *Area Attack.* Against multiple targets, for each additional target add a D6 and keep an additional effect die.

SFX: *Burst.* Step up or double a **MAGNETOKINESIS** power die against a single target. Remove the highest rolling die and add 3 dice for your total.


SFX: *Invulnerable.* Spend 1 PP to ignore physical stress or trauma unless caused by mystic attacks.

SFX: *Versatile.* Split Magnetic Supremacy into 2d at -1 step, or 3d at -2 steps.

Limit: *Exhausted.* Shutdown **MAGNETOKINESIS** power to gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

MAGNETO'S HELMET


Psychic Resistance 


SFX: *Immunity.* Spend 1 PP to ignore stress, trauma or complications from psychic attacks.


Limit: *Gear.* Gain 1 PP and shutdown **MAGNETO'S HELMET**. Take an action vs the Doom Pool to recover.


Specialties

Combat Expert 

Covert Expert 

Menace Master 

Psych Master 

Science Master 

Tech Master 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

"No Needle Shall Touch My Skin Again"

1 XP when you discuss your history as a survivor of the Nazi Holocaust.

3 XP when you relate current-day anti-mutant bigotry to the Nazi bigotry of the past.

10 XP when you either choose to forgive an anti-mutant bigot, or you deal trauma to your target against the wishes of your allies.

How The Times Choose To Cast Us

1 XP when you begin an Action Scene fighting alongside a character you once considered an enemy.

3 XP when you talk a former adversary out of a course of action that would be personally devastating to them.

10 XP when you choose to either sacrifice yourself to save your allies, or you leave your allies in the middle of a conflict to resume your fight for mutant superiority.

PP

STRESS/TRAUMA

P







M







E

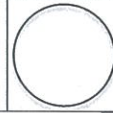






XP

Erik "Magnus" Lensherr [public]



History

The man that would one day come to be known as "Magneto" was born Max Eisenhardt in Nuremberg, Germany. Max's family was Jewish and struggled against discrimination and hardship during the Nazi's rise to power. Max's mother and sister were executed and Max was sent to Auschwitz, where he was forced to dispose of gas chamber victims.

Max would eventually escape through the use of his newfound mutant powers and would take the name "Magnus." Magnus encountered a fellow mutant by the name of Charles Xavier. The two became fast friends, playing chess and having intellectual debates about mutation and the future of mankind. After the two used their mutant abilities to save a mutual friend of theirs, Charles and Magnus realized they had very differing ideologies. Magnus disappeared and the two friends would not meet for many years.

Magnus worked for the CIA, hunting Nazis, but he left after a friend of his was murdered and became the mutant leader known as Magneto. Magneto's quest for mutant superiority has brought him into conflict with his old friend and the X-Men. However, common threats against mutantkind have brought them together as brief allies. Magneto even led the X-Men for a brief time before returning to his warring ways.

Personality

Magneto has seen the worst of humanity and understands greater than anyone what bigotry against others can lead to. His traumatizing childhood in Auschwitz formed the child who would one day become Magneto into a bitter, distrustful visionary. He and Charles Xavier, even though they have differing views on the current mutant political climate are still good friends and Magneto respects Charles Xavier above all others.

Abilities & Resources

Magneto is a mutant with the ability to control all forms of magnetism. He uses this supreme control to manipulate ferrous metals and achieve a variety of effects. Magneto can manipulate an entire planet's electromagnetic field though this task requires great effort on his part. Magneto has used his magnetokinesis to stop armies, raise islands from ocean floors, move mountains, change the course of rivers and assemble complicated machinery within seconds. Magneto can

also employ his powers to create a protective magnetic force field to protect himself, manipulate the metal in his suit to simulate flight and create magnetic pulses to knock out electrical equipment.




Aside from his superior magnetic control, Magneto is a genius in various scientific fields. He is an expert in genetic engineering and mutation. He has created artificial living beings, mutated humans and cloned human beings. He has designed aircraft, spacecraft, space stations and an underground complex. He has military training in tactics and hand-to-hand combat. Magneto has even designed a helmet to shield his mind from psychic probes and manipulations.

Magneto's long and sorted history as a refugee, government operative and would-be conqueror has supplied him with contacts in the Israeli government and also in various super villain circles. He has numerous bases scattered across the world and various equipment that he himself created.



PSYLOCKE







Affiliations

SOLO  BUDDY  TEAM 

Distinctions

Ninja Psychic
 Sharp-Tongued  
 True Brit **+1 PP**

Power Sets

PSYCHIC WARRIOR
 Enhanced Reflexes  Enhanced Senses 
 Telekinetic Blast  Psychic Resistance 
 Telekinetic Mastery  Telepathy 

SFX: *Focused Totality.* If your pool includes a PSYCHIC WARRIOR power, you may replace two dice of equal size with one stepped-up die.

SFX: *My Teke Shatters Mountains.* Step up or double a PSYCHIC WARRIOR power for your next action. If that action fails, add a die to the doom pool equal to the stepped-up power.


SFX: *Telekinetic Katana.* When making a physical attack action using TELEKINETIC BLAST, step back the highest die in the pool to add a d6 and step up your effect die.

SFX: *You're Good, I'm Better.* On a successful reaction against a psychic-based attack action, inflict mental stress with your effect die. Spend 1 PP to step it up.

Limit: *Conscious Activation.* While stressed out, asleep or unconscious, shutdown PSYCHIC WARRIOR. Recover PSYCHIC WARRIOR when you recover that stress or wake up. If you take mental trauma, shutdown PSYCHIC WARRIOR until you recover that trauma.

Limit: *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.

Specialties

Acrobatic Master  Combat Master 
 Cover Expert  Psych Expert 
 Vehicle Expert 

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Britain's Sister
 1 XP when you discuss your brother, or talk to your brother about your problems.
 3 XP when you either defend your brother's actions, or get into an argument with your brother.
 10 XP when you either take up the mantle of Captain Britain, or shun your brother until he treats you with respect and apologizes for his action.

Psionic Ninja Secret Agent
 1 XP when you discuss how to use covert operations to deal with a problem.
 3 XP when you confront a complication problem head on, without subtlety.
 10 XP when you either decide to embrace the way of the ninja assassin, or abandon it for the less-direct methods of the secret agent.

PP

STRESS/TRAUMA

P











M











E











XP



History

Elizabeth Braddock was born into a noteworthy British family. Her father, Sir James Braddock, was one of the United Kingdom's leading scientists, and her twin brother, Brian, later became the super hero Captain Britain. Betsy worked hard as a charter pilot until her older brother, Jamie, was injured in a crash. She and her brother, Brian, rushed to the scene, only to be attacked by the villainous Dr. Synne. As a result of the ensuing conflict, Betsy's innate precognitive talents greatly increased, allowing her to escape Synne's clutches.

Betsy became a model, but was soon recruited by S.T.R.I.K.E., the UK's counterpart of S.H.I.E.L.D. She used her modeling job as a cover for her covert operations, dealing with the Hellfire Club among other organizations. Betsy became the new Captain Britain for a time. After an encounter with Mojo and the New Mutants, Betsy joined the X-Men, where she took on the codename of Psylocke. When the X-Men were believed dead, Betsy was captured and brainwashed by a Japanese crime lord, her mind switched with a Japanese assassin known as Kwannon. She rejoined the X-Men when they returned, serving on Cyclop's Gold Team and often flirting with him, drawing her much animosity from Jean Grey.

Personality

Betsy has a sharp tongue, and even sharper wit. Her upper-class British sensibilities frequently shine through. She is fiercely protective of her twin, Brian Braddock, AKA Captain Britain; she is willing to do anything for him, and has similar affection for her insane older brother Jamie. Having been to other dimensions and had her body switched with that of a ninja assassin, Betsy is no longer surprised by extraordinary situations.


Abilities & Resources

Betsy is a mutant with tremendous psychic potential. She can create a katana-like blade out of solidified psychic energy, lift large masses of material with her mind, and restrain targets physically. Her mind is also nearly impervious to psychic tampering. Betsy is one of the world's foremost martial arts masters, skilled in kendo, ninjutsu, and many other forms, made even more capable due to her heightened awareness and reflexes. As a former pilot, she is also an accomplished aviator. Prior to her history with the X-Men, Betsy was a member of the British covert agency S.T.R.I.K.E. and retains much of that training. She enjoys all of the benefits of being part of the X-Men, including access to the Xavier Institute and its many residents and hero teams.



ROGUE

Affiliations

SOLO 

BUDDY 

TEAM 

Distinctions


Sense Of Responsibility
Southern Belle
Untouchable


 OR
+1 PP



Power Sets


POWER ABSORPTION

Leech 


Mimic 


- SFX:** *Drain Vitality.* When using Leech to create a Power Loss complication on a target, add a d8 and keep extra effect die for physical stress.
- SFX:** *Memory Flash.* Spend 1 PP to use an SFX of Specialty belonging to a target on whom you have inflicted a Power Loss complication for your next roll.
- SFX:** *What's Yours Is Mine.* On a successful reaction against an action that involves physical contact, convert your opponent's effect die into a Power Loss complication. If your opponent's action succeeds, spend 1 PP to use this SFX.
- Limit:** *Mutant.* When affected by mutant-specific complications or tech, earn 1 PP.
- Limit:** *Uncontrollable.* Change any POWER ABSORPTION power into a complication to gain 1 PP. Activate an opportunity or remove the complication to recover that power.
- Limit:** *Zero Sum.* Leech requires skin-to-skin contact with the target. Mimic only duplicates powers of those on whom you've inflicted a Power Loss complication. Mimic-based assets created based on the target's power are limited in size to the Power Loss complication affecting the target.

MS. MARVEL'S POWERS

Superhuman Durability 

Subsonic Flight 


Superhuman Stamina 


Superhuman Strength 


- SFX:** *Second Wind.* Before you make an action including a MS. MARVEL'S POWERS power, you may move your physical stress die to the doom pool and step up the MS. MARVEL'S POWERS power by +1 for this action.
- Limit:** *Overload.* Shutdown a MS. MARVEL'S POWERS power and gain 1 PP. Recover power by activating an opportunity or during a Transition Scene.

Specialties

Acrobatic Expert 

Combat Expert 

Covert Expert 

Vehicle Expert 

Milestones

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Former Evil Mutant

- 1 XP when you discuss your history with the Brotherhood of Evil Mutants.
- 3 XP when you deal stress to a member or former member of the Brotherhood.
- 10 XP when you either gather the Brotherhood of Evil Mutants to lead them, or lead a team against the Brotherhood.

Southern Rebel

- 1 XP when you offer someone sass, attitude, or Southern charm.
- 3 XP when you disobey orders from a prominent mutant leader.
- 10 XP when you either lead a team of mutants in accordance with current mutant leadership, or lead a team of mutants against the laws of mutantkind.

PP

STRESS/TRAUMA

P











M











E











XP



History

Anna Marie's past is a long, troubled, and storied one. Her mother disappeared when she was young, so she was raised by her strict disciplinarian aunt. She ran away from home, meeting a boy her age. When she kissed him for the first time, her mutation activated, nearly killing him. She was soon approached by Mystique, who took her in as an adopted daughter with her partner Destiny. Mystique had formed a Brotherhood of Mutants, and wished to use Rogue's abilities to further their cause. On Rogue's first mission, she battled Ms. Marvel, draining away her powers and memories, leaving Carol Danvers in a coma. They battled the X-Men multiple times, eventually renaming their group the Sisterhood of Mutants.

Rogue began to experience Ms. Marvel's personality coming to the forefront, and she saw her life for what it really was. She fled, arriving at the doors of the Xavier Institute, begging for help. She joined the X-Men and fought against her former allies. There she met Remy LeBeau, also known as Gambit, and the two fell in love. Unable to touch one another, the two have a difficult relationship.

Personality

Rogue is a Southern belle, through and through. Her rebellious nature and tendency to get into trouble as a child is what earned her the name Rogue, and it stuck. Rogue is fiercely loyal to her friends and partners. Her personality can change rapidly, especially if she is sharing the same head-space as someone whose life energy she has absorbed.

Abilities & Resources

Rogue has the ability to absorb the life energy of others through touch. Upon contact, she can cause what powers they have, while sapping their life force and absorbing their psyches. If she holds on long enough, she can kill the victim. It is unknown how many powers she is capable of absorbing, though when she absorbs too many, the minds that crowd into hers can render her unconscious. Rogue has absorbed the abilities of Ms. Marvel, giving her the powers of flight, strength and durability.



STORM

Affiliations

SOLO



BUDDY



TEAM



Distinctions

Claustrophobic
Mercurial
Strong-Willed Leader



OR



+1 PP

Power Sets

GODDESS OF THE STORM

Electrical Blast

Enhanced Reflexes

Enhanced Senses

Enhanced Stamina

Psychic Resistance

Subsonic Flight

Weather Supremacy

SFX: *Area Attack.* Target multiple opponents. For every additional target, add d6 to your pool and keep +1 effect die.

SFX: *Emotional Link.* Add a die to the doom pool equal to your current emotional stress to add that emotional stress die to a pool including a GODDESS OF THE STORM power.

SFX: *Immunity.* Spend 1 PP to ignore stress or trauma from extremes of temperature or electricity.

SFX: *Multipower.* Use two or more GODDESS OF THE STORM powers in your dice pool, at -1 step for each additional power.

Limit: *Emotional Tempest.* Change any GODDESS OF THE STORM power into a complication and recover emotional stress equal to that power's die size. Activate an opportunity or remove the complication to recover the power.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

Specialties

Combat Expert

Cosmic Expert

Covert Expert

Crime Expert

Mystic Expert

Psych Expert

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

Gold Leader

- 1 XP when you first lead a team containing more mutants than non-mutants.
- 3 XP when you first deal stress to someone who challenges your ability to lead your team.
- 10 XP when you either relinquish your right to lead your team to another hero, or you kick that hero off the team so you may continue to lead it.

Whirlwind of Emotions

- 1 XP when you first use your *Emotional Link* SFX
- 3 XP when you first activate your *Emotional Tempest* Limit.
- 10 XP when you either apologize for injuring a teammate with your powers or leave the battlefield rather than apologize.

PP



STRESS/TRAUMA

P



M



E



XP





History

Descended from a line of African priestesses but born in New York City, Ororo Munroe moved with her parents to Cairo when she was just an infant. After a building collapse killed her parents and left her trapped in the rubble for days, the young girl found herself alone on the streets at the age of five. Surviving as a thief and pickpocket for many years, she left the city and traveled into the African wilderness at the age of twelve.

Harsh elements and harsher people nearly meant her death on several occasions. During this time, her mutant abilities surfaced, and young Ororo discovered she could control the weather. She eventually reached her ancestral home in Kenya, where her mother's tribe took her in and, due to her powers, worshipped her as a living goddess.

Years later, Professor Xavier recruited Ororo for a new team of X-Men. Given the codename "Storm," the young mutant at first was distant and struggled to fit in. However, over the years, Storm became a valued member of the X-Men and eventually leader of multiple incarnations of the team. Shaped by tragedies such as temporarily losing her powers and encountering terrible foes such as the Brood and the Shadow King, Storm has emerged triumphant, a regal leader of Earth's most prominent band of mutant heroes. Storm is the current leader of the X-Men Gold team.

Personality

Once shy and naïve, Storm has grown into a confident, witty, and strong-willed leader. She loves and respects nature, finding solace and comfort in the wilderness during dark times. She values her friends and teammates highly, seeing them as her family and fiercely defending them from threats. However, being worshipped as a goddess during her youth left an impression, and Storm does not take challenges to her authority well. Due to the childhood trauma surrounding her parents' death, Storm suffers from severe claustrophobia.

Abilities & Resources

Storm has the mutant ability to control the weather. She can create storms, call down lightning and even fly by summoning strong winds to carry her. Heightened emotional states can cause her powers to run rampant, meaning she must be careful to control her feelings. Storm also has latent mystical potential, inherited through her mother and going back generations.

Storm is an experienced adventurer, gymnast, and thief. She speaks multiple African dialects and is surprisingly skilled in hand-to-hand combat, particularly knife-fighting.

Storm is a veteran member of the X-Men and can call on the team for aid, particularly her close friends Shadowcat, Wolverine, Nightcrawler and Colossus. She was romantically involved with the mutant super-inventor Forge and once led the subterranean mutants known as the Morlocks - she can still count both as allies, despite some tensions.



WOLVERINE

Affiliations

SOLO

BUDDY

TEAM

Distinctions

I'm The Best There Is At What I Do
Masterless Samurai
Mysterious Past

OR
+1 PP

Power Sets

FERAL MUTANT

Enhanced Reflexes

Enhanced Strength

Godlike Stamina

Superhuman Senses

SFX: *Berserk.* Borrow a die from the doom pool for an attack action. Step up the doom die by +1 and return to the doom pool.

SFX: *Focus.* In a pool including a FERAL MUTANT die, replace two dice of equal steps with one die of +1 step.

SFX: *Healing Factor.* Spend 1 PP to recover your physical stress and step back your physical trauma by -1.

Limit: *Mutant.* Earn 1 PP when affected by mutant-specific Milestones and tech.

WEAPON X PROGRAM

Adamantium Claws

Psychic Resistance

SFX: *Adamantium Skeleton.* On a successful reactoin against an edged or blunt attack, action either convert opponent's effect die into a WEAPON X PROGRAM stunt or step back effect die by -1 and inflict as physical stress. Spend 1 PP to use this stunt if opponent's action succeeded.

SFX: *Fearsome.* Ad d6 and step up effect die by +1 when using WEAPON X PROGRAM powers to inflict emotional stress.

SFX: *Immunity.* Spend 1 PP to ignore telepathy or mind control.

Limit: *Heavy Metal.* On a magnetic attack or while swimming, change any WEAPON X PROGRAM power into a complication and gain 1 PP. Activate an opportunity or remove the complication to recover the power.

Limit: *Toxic Metal.* If Godlike Stamina is shutdown, take d10 physical stress at the beginning and end of every Action Scene.

Specialties

Combat Master

Covert Master

Crime Expert

Menace Master

Vehicle Expert

[You may convert EXPERT d8 to 2d6, or MASTER d10 to 2d8 or 4d6.]

Milestones

... And What I Do Isn't Very Nice

- 1 XP when you first choose to inflict physical stress in a Scene.
- 3 XP when another hero rebukes you for your violence or you threaten another hero with violence
- 10 XP when you kill someone in front of innocents, or you recover from your berserker rage in front of innocents, without having inflicted trauma on anyone.

"Now It's My Turn!"

- 1 XP when you separate from your allies, accepting no help, so that you can hunt dan enemy down alone.
- 3 XP when you inflict trauma on a villain due to an asset created by an ally.
- 10 XP when you either admit that you needed an ally's help, declaring that they are good to have around in a scrap, or you explain to an ally why they are a daner to themselves and any team they serve on.

PP

STRESS/TRAUMA

P

M

E

XP



History

Logan's first memories are of him waking up in an experimental facility in Canada with no memories of his past life or even who he was. After escaping the facility, Logan wandered the Canadian Rockies for months, living in a feral state, until Heather and James Hudson found him. The couple helped restore his sanity and recruited him for Canada's Department H.

As Department H's operative, Logan took the name Wolverine. He fought the Hulk, worked with Alpha Flight, and went on various missions until Charles Xavier recruited him for a second team of X-Men to rescue the first team from the living island Krakoa. After the mission, Wolverine decided to stay with the X-Men for reasons which included that he had fallen in love with Jean Grey.

Wolverine continued on with the X-Men for many years afterwards, always pining for Jean Grey but from a distance. His affection for Jean has brought him to butt heads with Cyclops numerous times. Despite his rough nature and shady past, Wolverine has found a family in the X-Men and he will do everything in his power to protect them.

Personality

Wolverine is gruff, blunt, but extremely loyal and passionate. He combines the code of a samurai warrior with the instincts and impulses of a predator. Wolverine is often protective of younger, less experienced heroes and teammates, but he never coddles them, preferring to help them grow and advance through "tough love." Wolverine isn't proud of his berserker rages, but he isn't drowning in shame either. Instead, he accepts what he is, expects others to do the same, and tries to use those skills and experiences for good.

Abilities & Resources

Wolverine possesses uncanny stamina and recuperative abilities. This healing factor allows him to recover from terrible wounds, rendering him functionally immune to poisons and diseases, and greatly retarding his aging. His skeleton and natural bone claws have been bonded with Adamantium; this makes them unbreakable and the claws hyper-sharp, capable of cutting through nearly anything. Wolverine also has enhanced physical abilities and heightened senses.

In addition to his powers, Wolverine has several lifetimes of training and experience (even if he doesn't remember them). He speaks multiple languages and is a trained spy, soldier, and assassin. He has mastered various forms of combat particularly unarmed styles and those using bladed weapons. He is an expert woodsman and tracker – skills augmented by his mutant senses.

Though he can't remember all of it, Wolverine has been there and don't that. There are few superhumans in the Marvel Universe he hasn't fought with or against – often both. In particular, he has worked closely with Spider-Man, Nick Fury, Captain America and Spider-Woman. He is surprisingly close to fellow X-Men member Shadowcat and is in love with Jean Grey and in rivalry with her longtime beau, Cyclops. He has numerous contacts in the intelligence community and extensive criminal contacts centered around the Southeast Asia island of Madripoor.



ADDENDUM

Because nothing is perfect

On page 20...	When choosing "one or more registered superhuman(s)" to guard the facility, you may choose from the Watcher's Datafiles
On page 27...	Thor's MJOLNIR power set is not complete... Please refer to Margaret Weiss' "What If? Ed Gross Had Thor's Hammer In His Collection" action scene/add-on for Thor's complete datafile
On page 42...	Sersi's power set should also include Enhanced Durability d8



