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INTRODUCTION

A woman, pushing her shopping cart past an alley sees a large burly man threatening a young boy with his fist. Lowering her head and pretending not to notice the woman hurries past. The man is Alex Thorne, better known as PAIN, while the boy is Pete Summers, a local street kid and snitch for Jack Frost.

Concentrating hard the boy screams in his mind. **Jack! Help! Jack!** Pete retreats as far as he can, pushing his back against the brick wall. He takes some relief when he feels Jack Frost's calming thoughts. **I'm here. Now let me know what's going on.**

"You set us up kid!" Alex snarls, poking his thick fingers into Pete's chest.

"I wouldn't do that to you." The boy replies, while his thoughts start reeling. **Jack, its PAIN! He's going to kill me.**

No he's not. Just think it through Pete; he needs you to get to me.

Grabbing the kid by the shoulders, Pain picks Pete up and slams him into the wall. "They got my sister because of you!" The man continues to shake the boy between strikes against the brick wall.

"I don't know what-" Pete's interrupted as his head bounces off the bricks, Thud!

The man's voice gets lower, but no less aggressive. "That Ice Man, he was waiting for us."

"I don't know-" Once again the boy is interrupted, the back of his head hitting the wall with a resounding, Thud! **Help Jack!**

A flood of confidence comes with Jack Frost's mental message **Tell PAIN that you can arrange a meeting with me, tell him that I would expect only you. You can outsmart him Pete, I know you can.**

"Who is he?" Spittle leaves Pain's lips, with every word. "Only you knew we were going to hit that armored car. You sold us out kid! They were waiting for us!"

Pete tries to respond. "I don't-" Thud!

"Tell me who he is!" The man yells.

"I can-" Thud! **Hold on Pete. Help is on the way.**

"Tell me!" Pain growls.

Again Pete tries. "But I-" Thud!

Pete's head spins out of control, caught between three conversations. One with Pain, the second with Jack, and the most dominant, the brick wall.

Pete tries to focus on Jack's thoughts, possibly the only thing keeping him conscious. **You're strong Pete, you can handle it, your mother hit harder. Breathe.**

The Big man notices the kid's glazed eyes; he loosens his grip slightly and emphasizes his next words clearly. "Tell me who the Ice Man is."

"I don't-" Pete responded reflexively, he realized it too late to pull his words back.

The anger leaves Pain's voice, and is replaced with an eerie calm. "Maybe this will refresh your memory?"

"Aaaaahhhhhh!" For two blocks the boy's screams are heard, but like in any city these days, the screams are ignored.

Jack Frost felt Pete's scream, and he knew that the kid could not take any more abuse. He could do nothing more but hope Pete follows the plan, and doesn't break.

Old cuts and bruises reopened all over Pete's body, past beatings resurfaced, all to be felt a second time.

"I remember." Pete sobbed, "I remember. Just stop please."

"Now." the big man says. "Let's start from the beginning."

Very late that same night, a man of living ice stands by the fire escape of an old apartment building. His thoughts are guarded from the others, but still wandering on their own. Why Ice Cube, what's wrong with Jack Frost? Damn reporters never get anything right.

The sound of sirens off in the distance, bring his thoughts back to the empty parking lot.

Stay focused Jack, that's twice your minds wandered in just three minutes. He's going to live, and that's what matters.

Jack scans the area, doing his best to pierce the deep shadows caused by the cloudy night.

Well, he's late, 2 more minutes, then-

As always, Jack's mind sees it before it happens, but this time it's too late. **He's in The Shadows...He's Behind Me...I Can't Escape...PAIN!**

Just a few moments before, and only two blocks away. A big man scans the very same parking lot. A grin crosses his face as he finds who he's looking for.

It looks like Pete was successful in setting up the meeting after all.

Pain takes another quick look, as he formulates his plan. That's a bad place to wait Ice, leaving your back to an alley.

Slipping between the shadows, the hulk of a man moves down a side street with amazing speed. A quick slip around the back, it's all too easy.

After Pain moves around and behind, he starts to walk down the alley, a focusing calm begins to surround him.

Now it's time to suffer Ice. Let's see if you bleed?

Jack Frost sensed Pain's presence; a moment before, but there is no escape from the big man's power. You can't dodge thoughts, the man thinks pain and it happens. The body relives and recreates past injuries, the only thing worse than Pain is his sister Agony.

"Aaaahhhh!" Jack's scream pierces the night. His chest burns with pulled muscles, his ribs ache with relived bruises.

Bracing himself with the fire escape, Jack turns to face his attacker.

At the same time, a wave of thoughts hit him. **Has he gotten stronger? * Lets move. * Now? * We're ready. **

Quickly gathering his senses, Jack channels his thoughts **Not yet, it's too soon. **

Striding forward the big man says. "You're going to pay for my sister Ice." Pain starts to focus his thoughts "I'm going to make you suffer!"

Flinching back, Jack's knee starts to swell, an old football injury.

A second wave of pressing thoughts, hits the iceman. **Don't scream Jack. Don't let him know. * Hold on. * Now? **

Using his best tough guy voice, Jack states, "You'll have to do better than that Pain." As he outstretches his hands, bolts of ice shoot from his fingertips.

The ice breaks on the big man's chest, doing little to slow him down.

"You gave my sister to those PRF butchers!" Pain yells, "Now I'm going to butcher you!" The brow of his massive forehead furrows with concentration, all of his aggression focused on Jack with an unparalleled intensity.

Jack stifles a scream; his vision blurs with tears, his nose now broken. Luckily, his face is a frozen mask of ice, and does not show his full discomfort.

Jack Frost shoots more ice in Pain's direction, boldly stating "Not today Pain, you're going-"

But before Jack could finish his sentence. With combined speed and agility the hulking brute covered the distance, and planted a massive foot into Jack's chest. Thankfully, The man of ice is more resistant to Pain's physical attacks than his mental ones.

Jack holds his ground, taking a fully defensive stance, his mind giving commands. **Now! Block the ally! Everybody move! **

With the trap set, Jack states "The fights over Pain, there's nowhere to run."

A deep rumbling bellow comes from the giant's throat "Nooooooo!" as he notices the four soldiers dropping in from the rooftops. The soldiers quickly cover the front and back of the alley, stopping Pain's retreat. The initials PRF (Paranormal Restraint Force) etched into their black body armors.

In a last ditch effort, Pain charges Jack with the hopes of getting past. Over 6 feet in height, 250 pounds in weight, and with the speed of an Olympic sprinter, Pain is not easily stopped.

THE SETTING

Modern SuperHeroes, What is it?

Modern SuperHeroes is a superhero campaign setting for the d20 Modern Roleplaying Game. This setting includes all of the necessary rules to add superpowers, alien weapons, and cyborgs to your campaign, in a smooth and balanced format. Also included are 6 advanced classes that can be used with or without this setting, and a number of detailed NPC's complete with inspiring background information. The purpose of this book is to open up and expand on the possibilities offered by the d20 Modern System, and provide both Player and Game Master with a new and valuable resource.

The Basics

The Modern SuperHeroes campaign uses most of the rules found in the d20 Modern Roleplaying Game. A few things are not a large part of the Modern SuperHeroes setting. The majority of the population is human, and although the monster races can be used, they are not to be considered common. Divine magic does not exist in the same capacity, and the advanced classes of Shadow Slayer, Occultist, and Acolyte are incredibly rare. Obviously the Game Master can change any of these aspects to suit their own campaign, and in fact, this is encouraged.

Role of the Heroes

Superpowered villains plot their dark plans, while superheroes do their best to thwart them. Humans with mutations and aliens are real in this modern world, many have found acceptance in society, but some are too powerful to be understood. Governments are doing their best to regulate, organize, and understand these mutants, but to little effect.

The characters are the main heroes of this modern world. Mutants with powers run rampant across the globe, aliens pursue their private agendas, terrorists plot their attacks, gangs are taking the streets, and the world's governments do their best to recapture the control they once had. The only hope the world has are those few who will step forward, do what needs to be done and beat back the chaos.

The heroes can operate in many capacities, as individuals, banded together as a group, as members of a larger agency; or perhaps the heroes have a loose alliance with the Paranormal Restraint Force and work along side them. In any case, villains of many different strength levels have made their presence known, with boldness unheard of in the past.

Background

There have always been people with paranormal abilities; our history is full of them. In 1229 during the inquisition, many were burned as witches and sorcerers. Several were recorded in the Book of Records, traveled in freak shows, or hid their abilities for fear of persecution. In the past, the overall power and number of paranormals, was very low. In the late 1950's, as their power and number increased, many mutants started to use their abilities for personal gain. Others took on the role of heroes, donning bright costumes and fighting this villainy. Now, the time of spandex and capes is at an end, today's paranormals move the streets in regular clothes, and most go unnoticed by the populace. The sheer strength and number of mutants has increased dramatically in the last ten years, forcing the governments of the world to take action.

The American Government created the Paranormal Restraint Division (PRD) and armed it with highly trained and well-equipped soldiers, known as the Paranormal Restraint Force (PRF). In order to function at full effectiveness the PRD has been granted jurisdiction all across the United States including Canada and its provinces. At this time Mexico still resists the PRD and only allows licensed operations to take place.

Until recently, despite the governments best efforts to support the PRD, they were still losing this battle of control. Now with several humanity laws waved, in regards to mutant control and pacification, along with the insurgence of power armor, the Paranormal Restraint Force just might have a chance.

Superpowers FAQs

Where do they come from?

A number of individuals have their theories of where superpowers come from. In fact they all might be right, depending on the test subjects they use to base their theories. Some consider superpowers to be the next stage in evolution; others believe that it is alien intervention, or a virus that has mutated the recipients DNA.

What facts are known about superpowers?

The only thing that is truly known is that there are no solid facts. In most cases, but not all, the recipients of superpowers have one main thing in common. Their DNA has been altered at a cellular level; some have had something added to their DNA chain, or are missing slight portions of theirs, while others have had their DNA sequencing altered.

When do they emerge?

Superpowers can emerge at any time, but on several occasions they have been linked with certain events. Such as puberty, an accident, some tragic event, or some unusual occurrence. There is also no age limit as to when these powers could emerge they can effect an individual at any time.

Can superpowers be detected?

In most cases, the slight change to a recipients DNA can be noted and detected. In fact this process of surveying one's DNA is mandatory before an individual can join the Paranormal Restraint Force or most other military organizations. This does not mean that individuals with an altered or unusual DNA are not allowed to join; they are however, more likely to be placed in a special unit and monitored.

Who gets superpowers?

There is no distinct rhyme or reason in the distribution of superpowers. Basically anyone can obtain them, although not necessarily intentionally.

Can the process be reversed?

In almost all cases the process cannot be reversed, but the powers do not have to be pursued nor developed. There are a few methods of suppressing superpowers, making them much more latent and controlled, but these are quite dangerous, Vax17 and CID9 being among them.

How are they controlled or developed?

Superpowers are controlled through strength of will and mental focus. They are developed through research, continuous use and studious activity. In most cases, if left alone, unused, or if the correct key elements are missing, the superpowers can stagnate in an individual. Although, this does not reverse the process, nor does the individuals DNA return to normal, it is possible for the individual to not realize his or her potential, or even the existence of the power in the first place.

In Game Terms: These powers and abilities are developed through experience, as a character advances in levels they further master existing powers, and develop new ones.

What's the public's view?

The public view is mixed with fear, jealousy and admiration. Most people have a close relative that knows someone, or at least has heard of someone with powers. This knowledge does not soften the blow, but it brings a harsh reality of what people with superpowers are capable of. Because of this, the average person would walk away from a known paranormal than walk with one. A small percentage of the population fears mutants so much that they would do their best to beat down or remove these tainted people from their neighborhood. Only a tiny portion of the population would actually aid a paranormal in need.

Are superpowers legal?

At this time there is no law against having superpowers, nor is there a law against using superpowers. Mind you, any criminal activity performed with the use of superpowers brings the highest level of penalty the law will allow.

Do they have to be registered?

Superpowers do not have to be registered, although the PRD offers free registration at this time. This may change as a few political groups are attempting to have paranormal registration enforced.

Some companies and organizations require all of their employees to be tested and registered if need be. Some businesses even refuse to serve Non-Registered Paranormals (NRP's). This level of discrimination is allowed because NRP's are untested and therefore a safety issue to both staff and consumer.

What authority does the PRF have?

Much to the bane of many law enforcement agencies, the PRF's authority over matters concerning paranormal activity is absolute.

The Paranormal restraint force operates following its own strict code and procedures, but this may change. Over the past year the pressure on government officials to openly disclose all PRF files and procedures to the public is increasing. But for now, the public has a very limited idea of how much authority the PRF has, and even law enforcement agencies are on a need to know basis.

The World

In Modern SuperHeroes the setting the characters get introduced to, can clearly define the game. This is where a GM has the power to shine, the power to develop an environment that brings the game to life. The setting described below is for a city environment that was used during play testing. A slightly futuristic setting is good because, you can make simple changes in the environment while still keeping a fairly solid historical base. Being able to pull out and use a local street map is an invaluable asset to any GM.

Life in the Big City, Year: 2006

Bold robberies have become more common, with home invasions topping the charts. Citizens of the city have been arming themselves with deadly weapons, and using well-trained attack dogs for home defense. Some of the wealthy have hired personal bodyguards or use very expensive Robotic Hounds bought from Tech-Guard Industries.

"Car Jackings" and "Thump 'N' Runs" are happening more frequently. "Car Jackings" occur when a criminal steals a car just after taking the keys from the owner, or pulling a driver out of a car at a stoplight. "Thump 'N' Runs" are generally done with a stolen vehicle. The vehicle is driven into a pedestrian, the driver or passenger hops out of the car, robs the injured pedestrian, and then returns to the vehicle to escape the scene.

People witness these crimes taking place, but many are too scared, or relieved that they are not the victims. Most

turn their heads pretend that they have seen nothing, and walk or drive away. The simple act of using a cell phone to call the police is not on the forefront of these peoples minds, their fear of immediate or later threat to their families, however is.

The number of individuals with minor superpowers is increasing. Some find renewed places within the work force, and become highly paid or praised for their abilities. A fire fighter who is immune to heat or the effects of smoke inhalation is a valuable addition and asset to the force. Not all metahumans use their powers for the good, young Ian Gruntch used his ability to see through objects, to pick winning scratch tickets from gas stations. Now close examination of the ticket counter has become greatly frowned on, although not a criminal offense.

While some paranormals are praised for their extra abilities, most are feared and despised by the general public. Being that most of the new paranormals are young, they are already biased against, and not given the chance to prove their non-criminal pursuits. Paranormal gangs have formed, some just for their own protection and safety, while others are using their powers for personal gain and illegal activities.

The small amount of Alien activity is still unknown to the general public, with most aliens being considered to be mutant humans. The Governments of the world however, are very aware of the possible alien threat and although they do not know of individual aliens they do know of their existence.

The Paranormal Restraint Force recommends special schooling for young mutants and they have opened the school "Haven" on their main base for this purpose. The public is very divided on this issue; some support the school for its necessity, while others see it as a government training facility or juvenile prison.

Through scientific research the Paranormal Gene has become detectable in individuals, but only after it manifests. The Gene can manifest in anyone at anytime, regardless of age, although most instances have been linked to traumatic events. The test required to determine the presence of the Paranormal Gene is expensive to perform and is only required of applicants to the Paranormal Restraint force. This does not stop the Paranormal Gene from manifesting after the test was performed, and there is no way of recognizing the Paranormal Gene before it manifests. Members of the Pure League demand that testing for the gene becomes a mandatory yearly occurrence, and those with the gene should be recorded and registered. Thankfully, The Pure League does not have enough support from the population to make this mandatory testing a reality.

This is a possible city setting for Modern SuperHeroes, but not the only one. The GM is encouraged to consider how they wish the characters to interact with their world. Then create a setting suitable for that style of interaction.