

MUTANTS & MASTERMINDS

ASTONISHING ADVENTURES



NOTHING TO FEAR

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A SPOOKY ADVENTURE
FOR 4-6 HEROES OF PL 10

ASTONISHING ADVENTURES



NOTHING TO FEAR

SUGGESTED PL: 10

REQUIRED BOOKS: M&M DELUXE HERO'S HANDBOOK,
M&M DELUXE GAMEMASTER'S GUIDE

SUGGESTED BOOKS: FREEDOM CITY

The air turns crisp and the leaves turn red, and all across Freedom City summer gives way to autumn. Residents break out their scarves and chat excitedly about the return of Starbase Coffee's apple spice latte. And despite all good sense, everyone is excited for Halloween even after last year's vicious attack by twin monster maven, Madame Macabre and Silver Scream. Even with occasional disruptions by villainy, holidays retain a special meaning in Freedom City, drawing strangers together for a shared experience and helping build the city's character.

But not everyone sees the holidays as a chance to grow closer. To at least two of Freedom City's most twisted residents, Halloween is the perfect time to rip the city apart!

Nothing to Fear is a short adventure for a group of three to five PL 10 heroes. The adventure is set in Freedom City but can easily be transplanted to Emerald City or anywhere else in the world that celebrates Halloween and can justify a parade.

In preparing for this adventure, Gamemasters should make quick notes regarding PCs' primary attacks and defenses.

PREVIOUSLY...

Halloween affects everyone in their own unique way. For some, it's an excuse to dance and dress silly. For others, it represents a night when it's okay—even encouraged—to experiment with their identity. For others, though, it is and should always remain a time of bleak darkness, when the dead should hold their strongest sway and mere mortals should quake in fear of their fleeting lives. Melvin Blume fell strictly into the latter category. An awkward teen who grew into an awkward adult, he spent a lifetime preoccupied with the dark and terrible things normal people feared ... and of course believed he should be one of them. But even after he debuted as the villain Fear-Master, Freedom City refused to cower before him. To "Vin," Halloween has always been a reminder of just how big a slap in the face the city delivered when it locked him away—every kiss or laugh or squeal of childhood delight exactly the same as the jeers and taunts of the bullies who made his childhood so miserable.

Halloween means something entirely different to Mark Holiday. Haunted by the diabolical, extradimensional entity obsessed with corrupting the good will of celebrations, Holiday dreads the approach of every significant date on the calendar, unsure if the entity will overwhelm him and transform him into the wanton villain known as Doc Holiday. Mark tries in vain to sedate and restrain himself during major



holidays, but the entity seems capable of overwhelming almost any mortal constraints. As night falls, he bursts his shackles and shakes off the worst of the tranquilizers to stumble like a sleepwalker toward downtown, drawn by the gathering crowds enjoying the festivities.

Two villains converge on the same target: Freedom City's annual Halloween parade. They share the same goal: To twist the celebration into a night of horror and bloodshed that will forever mar the holiday. But their combined abilities will make for an unexpected All Hallows Armageddon that neither can predict or control.

IN THIS EXCITING ISSUE...

To bring Halloween to its knees, Fear-Master decided to co-opt Freedom City's annual Halloween parade. With the help of a few criminal contractors, he planted fear-gas dispensers in several parade floats. To witness—and contribute to—the chaos he plans to unleash, Fear-Master has taken the extra step of kidnapping the eerie, horror-themed rock band, Kings in Yellow. Posing as the popular music group, he can contribute his sonic fear-inducing technology to the panic that will break out (while also living out his dream of being a recognized musician). The crowning achievement of the night, of course, will be stealing the cash collected all night for various charities.

The heroes gather at the Halloween parade for a night of spooky fun. As the party rolls into full swing, the crowd begins to panic as a villain attacks! The PCs eventually realize that the villain they're battling is just a hallucination, and that they've been attacking each other. The PCs can soon recognize that the entire crowd has turned on each other, and in the center of it all the band Kings in Yellow seem to be directing and gloating over the violence.

The PCs discover the goth band has been replaced by Fear-Master and his henchfolk, but by the time they subdue the titan of trepidation, new dangers appear: goblins, demons, and giant spiders! These new threats prove to be all too real as they attack the crowd, and leading them all is a Halloween-guised Doc Holiday. Fear-Master's terror-inducing chemicals have supercharged his holiday alignment and brought his own spooky hallucinations to life! To end the night's danger, the PCs must stop Doc Holiday as well as destroy Fear-Master's hidden gas emitters to banish the entity's illusory army back to the corners of Mark Holiday's mind!

INVOLVING THE HEROES

Heroes can become involved in this adventure in any number of ways

- Heroes out for a good time may simply attend the Halloween parade for fun, or to take a date or child out for a fun-filled evening.
- Heroes whose secret identity is involved in city planning or blue-collar labor may be involved with the parade as planners, police officers, standby EMTs, or teamsters. One or more of the heroes may be riding on a float if they work for a company that helps sponsor the event or are part of one of the other musical acts booked for the night. Alternatively, beloved public figures may be participating in the parade in their heroic identities.
- Given last year's supernatural debacle, Mayor Callie Summers may use her connections to the hero community to request a few superheroes patrol the event just to be safe.
- Halloween is the one night of the year when inhuman creatures can walk around like normal people without creating a panic, so strange-looking heroes may simply be out enjoying the night and the music among the various festival attendees in costume.

SCENE 1

ROLEPLAY SCENE

SPOOKY TIMES

As the night begins, read or paraphrase the following:

Freedom City villains traditionally see the night as a professional holiday, leaving the streets safer than usual. And the city celebrates in style, with an annual parade running through Midtown showcasing floats, balloons, and musical acts that highlight its creativity and diversity. Even before it begins, thousands of onlookers wander the streets in costume, while local shops set up booths to sell spooky treats and tricks.

The festivities are quiet for now, but once night falls, a lineup of musical acts and the screams of delighted citizens will echo all the way to the Waterfront. This year's grand marshals, a goth band called the Kings of Yellow, have promised to debut a new single that will really inspire the crowd!

This is a roleplaying scene, so ask each player in turn what they're doing at the parade and who they may have brought with them. Award Hero Points to PCs that bring in elements of their Complications, such as attending in a secret Identity, bringing a Relationship, or following through on some Responsibility that obligates them to be there.

The Halloween parade is a massive event in Freedom City that attracts thousands of onlookers in costume. The police are out in full force, but the city also tightly regulates the sale of alcohol along the route, so drunken antics are usually less common than at similar holiday parades.

THE HALLOWEEN PARADE

Most of the city's villains traditionally take Halloween off after the Raven broke up the Samhain Syndicate back in 1968 and so Halloween in Freedom City represents a night of safety and innocent surprises. Over the decades, this has grown from a night of frivolous trick-or-treating and small parties to a massive parade and music festival that attracts major funding and national celebrities.

The parade takes place in Midtown along Foster Avenue, and ends at Liberty Park where a large pavilion receives the various musical acts and attendees. Along the way, local restaurants sell horror-themed snacks and drinks, as well as themed clothing, props, and souvenirs. The city uses the event to collect money for various charities, collecting donations from attendees along the route and putting the cost of vendor licenses toward good causes. Many local buildings join in the fun by turning their lobbies into mini-haunted houses as well, likewise chipping in their entry fees to the needy.

The PCs can learn more about the event with appropriate Expertise checks.

EXPERTISE: CRIMINAL OR STREETWISE

RESULT	INFORMATION
DC 15	Freedom City's supervillains generally see Halloween as a paid holiday. One assumes there are so many costumed weirdoes on the street already, it's hard to get attention.

DC 17 While super-crime drops for Halloween, ordinary street crime is more common, with more people out after dark and drinking to excess.

DC 20 Not every supervillain takes the night off. Just last year, Silver Scream and Madame Macabre attacked the taping of a reality show, and a few years before that, the new Doc Holiday appeared during a Halloween party at Freedom City University.

EXPERTISE: POP CULTURE

RESULT INFORMATION

DC 13 The Kings in Yellow are a cool new goth rock band who sing novelty songs about summoning monsters.

DC 16 The Kings in yellow have been around 10+ years but have only started gaining a mainstream following in the last year or two after signing with a new record label. Their songs are based on the works of old horror authors like Lovecraft, Derleth, and Jackson.

DC 18 Part of the band's theme for the Kings in Yellow is deliberately obscuring their identities from fans. Their front-man is a former IT-specialist named Darien Winthrop, and you can track down some of the other members' names if you dig around long enough online. Fan forums love speculating about the topic and think every major celebrity or musician has been a member.

HALLOWEEN HIJINKS

As the PCs wander the night, you can add a few small events to spice up the early evening and give them a chance to earn additional hero points. You may call for skill checks or even combat to resolve these events, but they work just as well handled as purely descriptive events to let the heroes show off their abilities and personality.

For any of these events, make a note of whether the PC is in their heroic identity or passing as an ordinary attendee and see how it affects their response. If a PC plays in character and finds a fun, memorable, or heroic resolution to the event, award them a Hero Point. Because later scenes involve the PCs soaking up extra damage as they unwittingly fight each other, these extra Hero points can help them shake off that early conflict before they confront the adventure's true villains, so don't be afraid to reward as you see fit.

CRIME AND MISDEMEANORS

While supervillains take the night off, not every hood in Freedom City can afford an unpaid holiday. Small-time hoods, from muggers to illegal vendors—work the parade route to make spare change. A hero might be needed to break up a robbery in progress, stop a fight, or lecture an unlicensed vendor. The crimes are low-stakes and low violence; adapt it to meet the PC's experiences and talents. The Criminal and Goon minion archetypes (*Deluxe Gamemaster's Guide*) work for these scenes, though feel free to ignore statistics and simply let the player describe how their hero halts the crime.

KNOW NO FEAR

The Fearless advantage and Immunity (Fear) are both fairly common among heroic characters, representing hardened resolves or aloof detachment. A 1-point advantage doesn't completely overcome all a villain's available powers, however. Provide these heroes with a +2 circumstance bonus to resist the effects of Fear-Master's gadgets and Doc Holiday's Fearsome Presence. If they fail a Will check against Fear Projections by more than one Degree of Failure, reduce the severity of the Affliction by one step (so a Fearless hero targeted by Fear-Master's "Paralyzed" Fear Projection would be Dazed if they fail by one or two degrees, Stunned on three degrees, and only Incapacitated if they failed by four or more degrees).

DID YOU READ MY FANFIC?

A hero attending in their superhero identity must deal with **Janine Pendergast**, an overbearing fan who forgets the usual social niceties and personal space. Janine isn't necessarily rude or mean, just star-struck to run into one of her favorite heroes in the flesh. Janine is especially proud of the fan-fiction she writes about the hero, shipping them with a heroic or villainous rival they've butted heads with in the past. While she asks endless questions, heroes can mollify their unexpected follower with a diplomatic response and maybe a selfie, while acting rudely leads her to conclude, "You're just some jerk playing dress-up! I know how the real [hero name] would act!"

This encounter is especially appropriate for heroes with the Fame complication.

LITTLE BOY LOST

Over the murmur of the crowd, the hero hears a man calling out "Rudy? Rudy?!" in an increasingly panicked tone. The shouts come from **Andre Jones**, a local electrician whose five-year-old son, **Rudy Jones**, slipped away from his hand in the crowd and ran off. Rudy is fine, but just starting to realize he's lost and starting to cry. Alternatively, the PCs may find Rudy alone and crying in the crowd and help him find his worried father.

This encounter is especially appropriate for heroes with Investigative skills, the Track advantage, or extraordinary senses.

MISTAKEN IDENTITY

The hero spots a supervillain skulking through the crowd, obviously acting suspiciously. Find out how they react before revealing that the villain is actually podcaster **Kris Edidin** in an excellent homemade copy of the villain's costume. Alternatively, if the heroes think it's just a costume, you can reveal that it actually is the villain posing as a parade attendee in costume to enjoy a night off.

This encounter is especially appropriate for heroes with the Enemy or Rivalry complication.

WRAP-UP

As the parade begins, much of the crowd moves toward Foster Avenue to watch the floats, balloons, and various performers pass by on their way to the park. Once the PCs settle in for a fun night and have each earned a Hero Point or two, you can move on to the next scene.

SCENE 2

CONFLICT SCENE

EVERYBODY SCREAM

Read or paraphrase the following:

As the parade passes by, various dance troupes and musical groups run through performances tinged with black cats and spider webs. But as the float bearing the Kings in Yellow approaches, delighted peels and shouts turn to screams of terror. The crowd begins to press and scatter.

Fans of the goth or industrial music scene may attempt a DC 15 Expertise: Music or Expertise: Pop Culture check to note that the Kings in Yellow sound different tonight, and that even behind the heavy distortion on the vocals, the lead singer is clearly a different man.

There's very little time to worry about the musical substitution, however, as the reason for the crowd's panic soon becomes clear...

VILLAIN ATTACK!

The crowd is fleeing from a dangerous supervillain, though which one depends on your group. Ideally, the villain attacking is someone they've faced before and is either frighteningly bestial (such as Goanna or Megalodon from *Freedom City, Third Edition*) or someone who has frightened them, personally. You can even turn to each player in turn and tell them they spot a *different* villain—a multi-pronged attack!

If no obvious villain comes to mind, use a well-known and widely-feared villain instead, such as Overshadow, Dr. Stratos, or members of the Tyranny Syndicate (all available in *Freedom City, Third Edition*).

FEAR FORMULA #245

Fear-Master has placed his gas-dispensing pumpkins on several floats and rigged them to timers to spread chaos as widely as possible. The pumpkins dispense fear gas formula #245, developed by the original Fear-Master, Arthur Levitt. The gas causes visceral hallucination, making victims see the people around them as people or things they fear. See the **Under the Hood: Illusion** sidebar in the *Deluxe Hero's Handbook* for additional details on this effect.

Fear Formula #245 Burst Area 3 Illusion 10 (Independent, Resistible [Will], Uncontrollable)

SPOOKS AND SPIRITS

The villains the PCs see are just gas-induced illusions conjured up by their own fears and dangerous past encounters. In reality, the PCs see each other as the dangerous villain(s) attacking. When a hero attacks, simply "pass" the effects of that attack to the next hero in the initiative order and use that hero's defenses to resolve the effects. From the players' perspective, this may seem like the villain gets a turn after each of them in initiative. This, plus unexpected resistances or vulnerabilities, helps them begin to recognize that they're blinded by an illusion.

Beginning on their second turn, heroes may attempt a Will check against Fear-Master's Illusion 10 (all senses), with a cumulative +1 bonus each additional round. Creatures who are completely Immune

HACK-O-LANTERNS

If the PCs realize on their own (see next paragraph) or learn from Fear-Master that his gas-dispensing pumpkins are all connected via Wi-Fi, they can attempt to hack the pumpkin network to shut them all down at once, rather than hunting them down one by one. Accessing the network requires a total of four Degrees of Success on a DC 20 technology check, with each check requiring a full round of work.

If the PCs don't learn about the network from Fear-Master in Scene 2, they might still be able, later, to persuade the captive villain to share more information with a successful Persuade or Intimidate check once he sees that his fear gas is making Doc Holiday more powerful (and stealing his glory). Heroes with extraordinary electronic-based senses or technological communicators may also notice the network causing interference (especially if they spend a Hero Point for inspiration on how to deal with the still-spreading fear gas).

to will effects or possess inorganic minds (making them immune to Psychic Hallucinations) cannot see the illusions of attacking villains, but their fellow heroes will still see them as a dangerous enemy and attack.

These initial hallucinations are a plot device, and the PCs don't get a saving throw against them the first round. Award each PC a Hero Point for the Gamemaster fiat unless they ignore the apparent threat to focus solely on the band or other minor elements of the scene.

For added chaos, one or more innocent bystanders may also attack the PCs, seeing them as monsters of their own.

THE FEAR-MASTER OF CEREMONIES

Once one or more heroes shake off the effects of the gas, read or paraphrase the following:

On their nearby float, one of the Kings in Yellow has discarded his golden robe and plaster mask for a tattered labcoat and burlap hood, while the rest of the band plays discordantly behind him. He drones into the microphone in a gravelly voice. "You thought you'd take control of All Hallow's Eve, Freedom City? Thought you'd transform a night of macabre malevolence into something to laugh at? Well Fear-master is here to speak for the night! And the night says: 'Welcome to my kingdom of fear!'"

Those with clear heads see the Kings in Yellow on a nearby float, clearly celebrating behind their masks and robes and unleashing waves of energy on the crowds from their weapons. This is Fear-Master and his henchfolk reveling in the chaos they're causing.

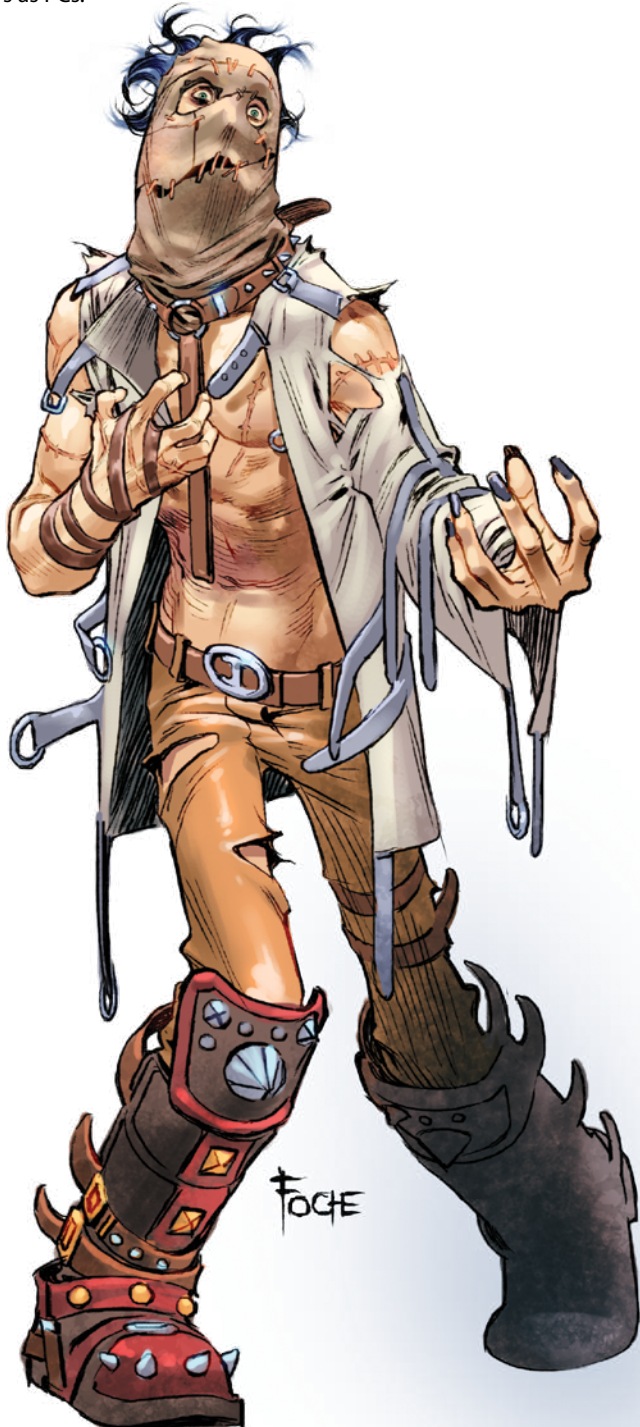
Any heroes who have shaken off the effects of Fear-Master's hallucinogenic toxin can now also see plumes of yellow gas trailing from the mount of a pumpkin on a passing float. Destroying the pumpkin releases the rest of the gas, ending the illusion effect for everyone nearby in 2 rounds, while throwing or bottling up the pumpkin immediately ends the effect.

TACTICS

Fear-Master is eager to throw off his disguise and be recognized for both his villainy and his musical talent, and discards the band robes

and mask in favor of his supervillain attire as the heroes begin to recognize something is amiss. Unless anyone stops him, he keeps unleashing his sonic Fear Projectors on the crowd, trying to incite a riot. If attacked, he first tries to employ the ultrasonic fear weapons built into his costume, using Fear Projection to paralyze enemies or create new Hallucinations to hide him in swarms of creepy-crawlies. If neither of these seems very effective, he instead uses his weapons to take control of the crowds' fears, turning a half-dozen Bystanders loose against a particular hero for every Standard action he uses.

Fear-Master's goons, affectionately called his Fear-Mongers, are a combination of hired help and like-minded souls who want to teach the world the true meaning of fear. Fear-monger has outfitted them with less powerful versions of his ultrasonic fear weaponry, which can only affect a single target at a time. There are twice as many Fear-Mongers as PCs.



FEAR-MASTER

PL 10

See the **Cast** section.

THE FEAR-MONGERS

PL 6

Minions. Use the **Veteran Soldier** archetype from page 154 of the *Deluxe Gamemaster's Guide*. They are armed with ultrasonic fear weapons shaped like various instruments:

Fear Projector +7 (Cumulative Ranged Hearing Affliction 5 [fear; Resisted and Overcome by Will, Variable Conditions])

BYSTANDERS

PL 0

Minions. Use the **Bystander** archetype from page 145 of the *Deluxe Gamemaster's Guide*.

WRAP-UP

Once the heroes subdue Fear-Master and at least half his minions, any remaining Fear-Mongers try to scatter into the crowd. Without the music, the PCs can also hear the muffled sounds of struggle coming from inside the Kings in Yellow float. Investigating reveals Darien Winthrop and the rest of the band members tied up and chained to the float's superstructure. If freed, Winthrop explains how Fear-Master attacked them before the parade, stole their costumes, and "Totally butchered our new single!"

Fear-Master boasts about hiding his fear-gas all along the parade route, and that the heroes will never find them all in time to stop the full-scale riot that will turn Halloween into a night of mourning for years to come. Neither Fear-Master nor his Fear-Mongers are immune to fear themselves, however, and they can be intimidated or deceived for information, although their sullen, withdrawn, and proactive attitudes increase the DC of any Persuasion attempts by +10. They likewise aren't immune to the effects of Fear Formula #245 without the gas filters built into their masks, and PCs exposing the villain to his own hallucinogenic toxins gain a +2 circumstance bonus on Intimidation checks. A character who succeeds at questioning Fear-Master with three or more Degrees of Success convinces the supervillain to admit that the pumpkins are all on Wi-Fi to coordinate the attack, but: "I dropped my phone when the parade started! I couldn't turn 'em off if I wanted to!"

Whether Fear-Master confesses to the pumpkin locations or not, the sky suddenly takes on a strange, orange cast...

SCENE 3 CONFLICT AND INVESTIGATION

TURN OFF ALL THE LIGHTS

Read or paraphrase the following:

The world itself seems to shudder as streetlights and office windows go dark. The sky opens up with a broad, orange crescent, casting the world in shades of yellow and black. Shapes ooze from the darkness, some skittering down towering buildings while others swoop through the glowing sky on ragged wings.

While Mark Holiday stumbled through the city, fighting the control of the holiday entity trying to overwhelm him, his aimless wandering brought him to the parade route and into a cloud of Fear-Master's toxic gas. The mind-bending fumes may only cause hallucinations in or-

inary people, but for the overwhelmed Doc Holiday they expand his powers and break the boundaries to his nightmarish master.

ALL THE POWERS OF HALLOWEEN

The holiday entity riding Doc Holiday is powerful but extremely literal. Fueled by Mark's own terror and the emotional energy of the panicked crowd, it transforms Mark Holiday's fearful hallucinations—spiders and darkness, as well as demons and homunculi representing his own id—into flesh and blood. Its magic also begins blacking out the city. While Mark hasn't transformed into Doc Holiday yet, it's only a matter of time.

With the lights knocked out, all the monsters in this scene have Partial Concealment unless a hero can see in the dark. Electronic devices that generate light are the only things effective, meaning night vision goggles still work, as do effects like light-based powers, magical lights, or fire (all negating the concealment effect).

DOWN THE WATER SPOUT

Moments after the lights black out, several car-sized spiders trundle down from building walls into the crowds near the PCs. While most of the crowd flees, three party-goers are paralyzed by fear and quickly overrun. There are two giant spiders for every hero. If a character focuses on getting a civilian out of harm's way, award them a Hero Point.

GIANT SPIDERS

PL 6

Minions. Use the **Giant Insect** archetype from page 149 of the *Deluxe Gamemaster's Guide*.

KEY POINTS

The heroes can continue fighting more homunculi as long as they like (and you might keep throwing out opponents, using the various **Monster** and **Demon** minion archetypes to keep combat-oriented characters busy while investigative heroes focus on learning what's going on), but the chaos and violence continues with no end in sight and more monsters than the PCs can handle themselves. Perceptive heroes may even notice that no time has passed since the blackout started, no matter how long the heroes have been battling.

The characters can investigate to learn the source of the disturbance using various skills. Each check—pass or fail—takes a full round for a single character. You can complicate this scene by having panicked civilians attack the heroes, still affected by Fear-Master's gas and seeing them as more monsters.

- **Expertise: Magic (DC 15):** None of the monsters look true to any given type of known supernatural entity, meaning they aren't real demons and are probably made from someone's imagination. With two Degrees of Success, the character can lock onto that supernatural wavelength, allowing them to track it if they have any mystical senses (this counts as two clues).
- **Insight or Investigation (DC 20):** The monsters seem to be subtly herding people away from a specific area.
- **Perception (DC 18):** A strange, unnatural thrum seems to be coming from further up the parade route.
- **Technology (DC 18):** The lights are blinking out in sequence, implying that the source—where the effect started—is in the opposite direction.

- **Well-Informed plus Investigation (DC 22):** Halloween-themed supernatural crimes narrow the list of suspects considerably, and the uncontrolled nature of the attack suggests someone is resisting it, implying the new Doc Holiday is about to appear, and will probably want a location with a lot of onlookers when he does!

WRAP-UP

Once the PCs have three or more clues, they can conclude that the source of the disturbance is the head of the parade.

SCENE 4

CONFLICT SCENE

I'M THE BOOGIEY MAN

As the heroes reach the head of the parade where it arrives at Liberty Park, read or paraphrase the following:

A hunched young man stumbles to the center of the intersection as the winds whip around, driving the crowd back. His pained groans give way to cackling as the asphalt cracks and shreds, shoving him into the air on a makeshift spire of concrete. His clothing twists and distends into a ragged cloak as his eyes begin burning with a jack-o-lantern flame.

"I can see the streamers. I hear your calls of joy. Witness your bright demeanor. You'd make the night a toy. Halloween's not just your night for sweets in orange and black, No worries on this harmless occasion in your almanac, But how quick you change your tune when Samhain pushes back!"

"Fear got this party started. Your streets awash in sin, Now that the fun's departed, let Doc Holiday begin. So welcome to my nightmare, my Freedom City friends. It's a night of terror. My Halloween that never ends!"

Doc Holiday's power comes from corrupting the spirit of a holiday, and with Halloween already corrupted by Fear-Master, the malevolent entity is glutted and has used that excess energy to create flesh-and-blood monsters from Mark's fears and mystically stop the clock on Halloween, letting him assume control of his host forever!

KEY POINTS

Doc Holiday doesn't have any specific plan beyond the delightful idea of a corrupted holiday evening extending forever. His original plot was to embody a holiday urban legend by poisoning the festival food before attacking, but finding the celebration already in chaos leaves the entity spoiled for choice.

For now, Doc Holiday intends to sew chaos and try to gain control over these new minions he has created. He rarely operates as more than a costumed rabble-rouser, so leading an army of the night is a novel new concept he wants to play with. If left to his own devices for a few hours, he eventually proceeds to city hall, which he redecorates into a ghoulish palace for himself.

The effect creating Doc Holiday's eternal Halloween doesn't freeze

time itself. Everyone can move and act normally, and effects with a specific duration still run out; it only stops the sun from rising or clocks from advancing.

THE HALLOWEEN CARNIVAL

The end of the parade route features a large pavilion tent for musical performances and a small carnival, including games, a Ferris wheel, a roller coaster, and a haunted house dark ride. Doc Holiday and his creatures of the night run in and out of the various attractions, using them when they can to attack or ambush citizens or heroes. Doc Holiday might trick heroes into fighting him on the roller coaster (requiring a DC 20 Dodge check at the end of the turn to avoid the returning cars, which inflict Damage 8), or take a one-on-one fight into a Ferris wheel gondola (taking him out of reach of other heroes unless they can fly or succeed at a DC 25 Athletics check to climb the ride).

REACHING MARK

Because Doc Holiday is nothing more than a capricious spirit latched onto an unwilling host, some heroes may prefer to reach out to Mark and encourage him to fight the spirit controlling him. Reaching out to Mark is a skill challenge requiring a successful DC 26 Persuasion check (or a power check with an appropriate ability, such as telepathy) made as a Standard action. Helping coax Mark back out and banishing Doc Holiday for the night requires five successful checks, but every successful check leaves all his nightmare creatures Dazed for one round.

FEAR-MASTER'S PUMPKINS

Fear-Master's pumpkins are scattered all over the festival area, still pumping out hallucinogenic toxins. A successful DC 20 Expertise (Magic or Medicine) check can conclude that Doc Holiday's endless hordes are little more than his hallucinations made flesh, and that destroying all the poisoned jack-o-lanterns will destroy them.

There are four toxic pumpkins placed around the pavilion and carnival, each requiring a DC 20 Perception check to spot. Finding and destroying all four—or hacking Fear-Master's Wi-Fi network and shutting the pumpkins down (see sidebar)—immediately causes the demons and spiders to vanish.

TACTICS

Doc Holiday focuses exclusively on terrified citizens, unleashing his fear aura and lashing out with his scythe unless interrupted by heroes. He's an aggressive, merciless opponent, but one with a cruel sense of humor who tries to goad heroes with jokes and cruel jabs, or by endangering civilians. If bored or desperate, he'll cut the support lines holding up the pavilion tent, potentially smothering dozens of panicked people beneath it unless the heroes can free them.

Feel free to have Doc Holiday expend some of the chaotic energy of the night to corrupt the rides and games as well to create PL 10 hazards, such as spray guns that push heroes back with a Move Object 10 effect or swinging prop axes in the haunted house that suddenly transform into a deadly gauntlet of real steel. If you do so, compensate the affected characters with a Hero Point.

While the army born from Mark Holiday's terrified subconscious numbers in the dozens, only a few focus on the heroes once they engage Doc Holiday. A number of skull-headed demons equal to the heroes

fight by Holiday's side and intercept the heroes' attacks. They bear some resemblance to Mark Holiday, though much larger, more muscular, and twisted with rage. If a demon falls, Doc Holiday can spend a Standard action to either call one brute demon or two giant spiders to take its place.

DOC HOLIDAY

PL 12

See the **Cast** section.

HALLOWEEN DEMONS

PL 8

Use the **Brute Demon** archetype from page 147 of the *Deluxe Gamemaster's Guide*. As manifestations of Doc Holiday's psyche, the demons all possess the Interpose advantage and use it to protect their creator.



WRAP-UP

Once the PCs knock Doc Holiday unconscious or revert him to Mark Holiday, any remaining creatures he created vanish and time reverts to its normal passage. If they only restrain Doc Holiday, returning the world to normal requires ending the panic and rioting that is corrupting the spirit of Halloween, which might require shutting down the rest of Fear-Master's poisonous pumpkins or some sort of skill check made to appeal to the crowd's best nature. Be flexible and fair in arbitrating how your heroes handle the scene.

EPILOGUE

Once both Doc Holiday and Fear-Master have been defeated and any panic or riots stopped, the heroes can finally relax and enjoy what's left of their holiday evening. In the wake of the violence, the party is effectively over barring any extraordinary action on the PCs' part, but EMTs and other emergency responders can finally arrive once the chaos stops to treat any wounded. Mayor Summers uses the opportunity to specifically thank the heroes for their role in saving lives and averting disaster.

Mark Holiday remains haunted by the spirit of Doc Holiday, but this defeat has forced the malevolent entity to retreat for now and brought the college student a measure of peace.

Melvin Blume—the Fear-Master—curses the heroes for interfering in his glorious plan and swears vengeance upon them. But he also learns that Doc Holiday is a magical creature ruled by emotion and tucks that fact away for a future scheme.

The future of Freedom City's Halloween parade (and the charities it supports) is obviously drawn into question as Freedomians begin to worry that Halloween may not be as safe as they previously believed. Various newspapers run editorials calling either for the parade's end or supporting the tradition, with how many of each depending on how well the PCs succeeded in minimizing casualties. Getting the event off the ground next year might require extra work and support by community-minded heroes (or their alter egos).

REWARDS

The heroes earn two power points for the night's adventure. If they focused heavily on saving citizens and minimizing property damage, or worked by appealing to people's best natures, award them an additional power point. They also earn a favor from City Hall and Mayor Summers for the role they played in protecting the public event. Local businesses along the parade route may also take note and reach out to the heroes, offering them free goods and services or asking them to help with future problems.

CONTINUING THE ADVENTURE

There are several ways to extend this short adventure into a longer adventure or story arc:

DREAM A LITTLE DREAM OF ME

Fear-Master's Fear Formula #245 may have lingering side-effects, causing additional hallucinations or nightmares for the heroes, even leading to sleep-walking (or sleep-flying) that places them in danger or jeopardizes their secret identities. A twist on this might be continuing hallucinations that make a character fear for their sanity, but turn out to be slow, subtle doses of fear chemicals and ultrasound that Fear-Master applies secretly as part of his revenge, trying to drive his captors slowly insane.

A VERY MERRY HALLOWEEN

Doc Holiday's exposure to fear chemicals and the glut of psychic energy from this night may somehow "stick" the entity permanently in Halloween mode, leaving Mark manifesting different iterations of Halloween powers every holiday. The psychic backlash from this may even affect the entire city, transforming every holiday into Halloween until the heroes can confront the entity and finally purge it of this curse.

THREE'S A CROWD

A third fear-focused villain (such as Mother Moonlight or Nightmare Child, both from *Rogue's Gallery*) may have originally planned to attack the parade, only to be overlooked in the chaos. This third party frees both captive villains before they can be imprisoned and—working together rather than against one another—turns the next morning into Halloween, Part 2!

FEAR-MASTER

PL10

STR	STA	AGL	DEX	FGT	INT	AWE	PRE
0	1	1	2	4	3	2	4

POWERS

Fear Weapons: Removable (-11 points), Array (53 points)

- **Fear Projection:** Cumulative Hearing Area Affliction 10 (fear; Resisted and Overcome by Will), Insidious, Subtle, Variable Conditions (see *Power Profiles*), Variable Descriptor • 43 points
- **Hallucination:** Illusion 10 (all senses), Psychic, Selective, Variable Descriptor; Limited to fear-inducing images, Resistable by Will • 1 point

Subsonic Filters: Immunity 1 (Fear Weapons effects) • 1 point

SKILLS

Close Combat: Unarmed 2 (+6), Deception 8 (+12), Expertise: Musician 4 (+7), Expertise: Psychology 8 (+11), Insight 10 (+12), Intimidation 8 (+12), Perception 4 (+6), Sleight of Hand 8 (+10), Stealth 4 (+5), Technology 8 (+11)

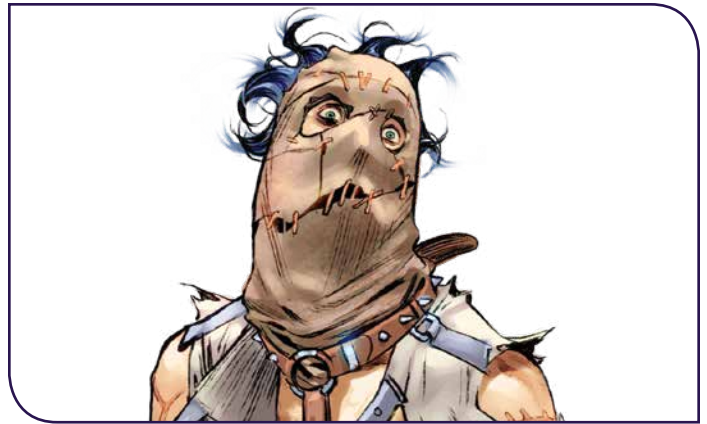
ADVANTAGES

Daze (Intimidation), Defensive Roll 5, Evasion, Fascinate (Intimidation), Improved Initiative, Ranged Attack 4, Startle, Taunt

OFFENSE

INITIATIVE +5

Fear Projection —	Hearing Range, Affliction 10 (Will DC 20)
Unarmed +6	Close, Damage 0



DEFENSE

DODGE	12	FORTITUDE	7
PARRY	10	TOUGHNESS	6/1*
WILL	10	*Without Defensive Roll	

POWER POINTS

ABILITIES	34	SKILLS	32
POWERS	44	DEFENSES	31
ADVANTAGES	15	TOTAL	155

COMPLICATIONS

Motivation—Revenge: Fear-Master will inflict terror on all those who have mocked or opposed him, showing them the real meaning of fear.

NOTES

DAMAGE

DAZED?

One standard action each round

STAGGERED?

One standard action, -1 movement

INCAPACITATED?

Defenseless, Stunned, Unaware

Fear-Master originally appears in *Freedom City, Third Edition*.

EMPOWERED DOC HOLIDAY PL12

STR*	STA*	AGL	DEX	FGT*	INT	AWE	PRE
6	5	4	4	8	10	4	7

POWERS

Holiday Transformation: Alternate Form (Enhanced Advantages 16 (All-Out Attack, Defensive Attack, Defensive Roll 4, Improved Defense, Improved Smash, Power Attack, Ranged Attack 6, Takedown), Enhanced Agility 4, Enhanced Awareness 2, Enhanced Defenses 29 (Dodge 9, Fortitude 6, Parry 7, Will 7), Enhanced Dexterity 4, Enhanced Fighting 6, Enhanced Intellect 8, Enhanced Presence 6, Enhanced Skills 17 (Deception 3, Insight 7, Intimidation 7, Perception 2, Persuasion 3, Sleight of Hand 6, Stealth 6), Enhanced Stamina 3, Enhanced Strength 4, Uncontrolled Variable 8 — see **Halloween Transformations**, following), Activation (standard action) • 182 points

Halloween Transformation: The glut of holiday fear has enhanced Doc Holiday's transformation, adding an additional +2 to his Strength, Stamina, and Fighting in addition to the usual benefits.

- **Fearsome Presence:** Cumulative Perception (visual) Area Affliction 10 (Resisted and Overcome by Will; Impaired, Disabled, Incapacitated)
- **Scythe:** Strength-Based Damage 6, Accurate, Reach

SKILLS

Deception 4 (+14), Expertise: Current Events 2 (+12), Expertise: Popular Culture 2 (+12), Expertise: Writing 4 (+14), Investigation 2 (+12), Perception 4 (+10), Persuasion 4 (+14), Vehicles 2 (+6)

ADVANTAGES

Attractive, All-Out Attack, Defensive Attack, Defensive Roll 4, Improved Defense, Improved Smash, Power Attack, Ranged Attack 6, Takedown

OFFENSE*

INITIATIVE +4	
Unarmed +8	Close, Damage 6
Scythe +12	Close, Damage 12
Fearsome Presence —	Close, Perception Burst Area Affliction 10, Resisted by Will (DC 20)

* These statistics include the additional bonuses provided by Doc Holiday's glut of fear energy.

NOTES



DEFENSE

DODGE	12	FORTITUDE	10
PARRY	12	TOUGHNESS	12
WILL	14		

POWER POINTS

ABILITIES	10	SKILLS	12
POWERS	182*	DEFENSES	0
ADVANTAGES	2	TOTAL	206*

* These totals do not reflect the additional bonuses provided by Doc Holiday's glut of fear energy

COMPLICATIONS

Identity: Doc Holiday is effectively a split personality: his normal self, and his accursed holiday transformations.

Motivation—Cursed: Doc Holiday is under a terrible curse, seeking a way to cure or end it in his normal form, in the grip of fiendish impulses when the curse takes over.

Obsession: Doc Holiday's transformed self is evilly obsessed with the theme of its particular holiday event.

DAMAGE	
DAZED?	One standard action each round <input type="checkbox"/>
STAGGERED?	One standard action, -1 movement <input type="checkbox"/>
INCAPACITATED?	Defenseless, Stunned, Unaware <input type="checkbox"/>

Fear-Master originally appears in *Freedom City, Third Edition*.

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