

MUTANTS & MASTERMINDS

SECOND EDITION TO THIRD EDITION CONVERSION NOTES

The following notes offer guidelines from converting game traits from the second edition of **MUTANTS & MASTERMINDS** to the third edition. These guidelines generally work from the second edition (or “2e”) traits, providing the third edition (or “3e”) equivalents, where possible. As with all game system conversions, these guidelines are not 100% – a certain amount of “eyeballing” is needed in some cases in order to make the converted game traits “fit comfortably.” The players and Gamemaster should exercise their best judgment when using these guidelines to convert 2e M&M characters to 3e.

POWER LEVEL & POWER POINTS

While power level and starting power point totals have remained unchanged between M&M 2e and 3e, some changes in the point values of certain traits may shift a character’s power point total up or down after conversion. This is of no concern for non-player characters (since their power point total is merely a placeholder). The GM must decide if converted player characters must retain the same power point total as before. If so, then some adjustment of game traits may be needed after conversion to bring the character in line with the mandated point total.

ABILITIES

MUTANTS & MASTERMINDS 2e uses six abilities, while M&M 3e has eight. The third edition also does away with the numerical “ability score,” using only an ability rank (the equivalent of the 2e “ability modifier”). Use the following guidelines to determine the character’s 3e ability ranks:

STRENGTH

Use the character’s 2e Strength modifier as 3e Strength rank. Note a slight change in lifting capacity based on changes in Strength scaling.

STAMINA

Use the character’s 2e Constitution modifier as 3e Stamina rank.

AGILITY

Use the *lower* of the character’s 2e Dexterity modifier or Defense bonus as 3e Agility rank.

DEXTERITY

Use the *lower* of the character’s 2e Dexterity modifier or Ranged Attack bonus as 3e Dexterity rank.

FIGHTING

Use the *lower* of the character’s 2e Melee Attack or Defense bonuses as 3e Fighting rank.

INTELLECT

Use the character’s 2e Intelligence modifier as 3e Intellect rank.

AWARENESS

Use the character’s 2e Wisdom modifier as 3e Awareness rank.

PRESENCE

Use the character’s 2e Charisma modifier as 3e Presence rank.

SKILLS

Use the following guidelines to determine the character’s 3e skills and ranks. Keep in mind the 3e power level limit on total skill *bonus* (skill ranks + ability rank) is PL + 10, which differs from the 2e skill bonus.

ACROBATICS

Take the character’s total 2e Acrobatics *bonus* and subtract 3e Agility rank to get 3e Acrobatics ranks. For example, a character with a +14 Acrobatics *bonus* in 2e, and Agility 7 in 3e, should have 7 ranks of Acrobatics.

ATHLETICS

Take the character’s highest 2e bonus for Climb or Swim and subtract 3e Strength rank to get 3e Athletics ranks.

CLOSE COMBAT

Take the character's 2e bonus with a close (melee) attack and subtract 3e Fighting and any Close Attack ranks (see **Advantages**) to get the number of ranks of Close Combat skill needed with that attack. Broadly speaking, M&M 3e characters tend to have more specific Close and Ranged Combat skills than the generalized attack bonuses of M&M 2e characters, so you may wish to lower the character's base Dexterity or Fighting (and/or ranks in Close or Ranged Attack advantages) to allow for more skill ranks.

DECEPTION

Take the character's highest 2e bonus for Bluff or Disguise and subtract 3e Presence rank to get 3e Deception ranks.

EXPERTISE

You can generally convert 2e Craft, Knowledge, and Profession skills to the equivalent Expertise skill in 3e on a one-to-one basis. Keep in mind that Expertise skills tend to be broader and more inclusive, and one Expertise may replace several related 2e skills. The Handle Animal, Ride, and Survival skills from M&M 2e may also be converted into 3e Expertise skills, if they are particularly relevant to the character.

INSIGHT

Take the character's total 2e Sense Motive bonus and subtract 3e Awareness rank to get 3e Insight ranks.

INTIMIDATION

Take the character's total 2e Intimidate bonus and subtract 3e Presence rank to get 3e Intimidation ranks.

INVESTIGATION

Take the character's highest 2e bonus for Investigate and Search and subtract 3e Intellect rank to get 3e Investigation ranks.

LANGUAGES

Speaking additional languages is handled with an advantage in M&M 3e (see **Advantages**). Convert the number of 2e Language ranks the character has into the nearest equivalent rank of the 3e Languages advantage (which doubles the number of languages the character speaks each rank).

PERCEPTION

Take the character's total 2e Notice bonus and subtract 3e Awareness rank to get 3e Perception ranks.

PERSUASION

Take the character's total 2e Diplomacy bonus and subtract 3e Presence rank to get 3e Persuasion ranks.

RANGED COMBAT

Take the character's 2e bonus with a ranged attack and subtract 3e Dexterity and any Ranged Attack ranks (see **Advantages**) to get the number of ranks of Ranged Combat skill needed with that attack. Broadly speaking, M&M 3e characters tend to have more specific Close and Ranged Combat skills than the generalized attack bonuses of M&M 2e characters, so you may wish to lower the character's base Dexterity or Fighting (and/or ranks in Close or Ranged Attack advantages) to allow for more skill ranks.

SLEIGHT OF HAND

Take the character's highest 2e bonus with Escape Artist or Sleight of Hand and subtract 3e Dexterity rank to get 3e Sleight of Hand ranks.

STEALTH

Take the character's total 2e Stealth bonus and subtract 3e Agility rank to get 3e Stealth ranks.

TECHNOLOGY

Take the character's highest 2e bonus with Computers, Craft (electronics), Craft (mechanical), or Disable Device, and subtract 3e Intellect rank to get 3e Technology ranks.

TREATMENT

Take the character's total 2e Medicine bonus and subtract 3e Intellect rank to get 3e Treatment ranks.

VEHICLES

Take the character's highest 2e bonus with Drive or Pilot and subtract 3e Dexterity rank to get 3e Vehicles ranks.

ADVANTAGES

MUTANTS & MASTERMINDS 2e feats maps to 3e advantages, largely on a one-to-one basis. If a character has a feat, and there is an advantage with the same name (for example, Accurate Attack, Power Attack, etc.) use the same trait. Other 2e feats correspond to 3e advantages as follows:

2E FEAT

3E ADVANTAGE

Acrobatic Bluff	Agile Feint
Ambidexterity	Benefit (Ambidextrous)
Attack Focus	Close Attack or Ranged Attack
Blind-Fight	Precise Attack (Close, Concealment)
Distract	Daze
Endurance	Great Endurance
Favored Opponent	Favored Foe
Grappling Finesse	Grabbing Finesse
Improved Grab	Fast Grab
Improved Grapple	Improved Grab
Improved Pin	Improved Hold
Improved Sunder	Improved Smash
Minions	Minion
Precise Shot	Precise Attack (Ranged, Cover)
Quick Change	Benefit or Feature
Takedown Attack	Takedown
Track	Tracking

Lastly, there are some 2e feats significantly changed or removed from the game in 3e:

ATTACK SPECIALIZATION

Ranks in 2e Attack Specialization should generally be converted into twice that number of ranks in the appropriate Combat skill in 3e. For example, Attack Specialization (swords) 2 becomes Close Combat: Swords 4.

CRITICAL STRIKE

There is no equivalent advantage in 3e. Targets immune to critical hits are simply immune, rather than there being an additional trait to trump that immunity. If desired, the 2e feat can be made into an equivalent 3e Benefit.

DODGE FOCUS

Ranks in 2e Dodge focus become additional ranks in 3e Dodge defense (see **Other Traits**).

ELUSIVE TARGET

There is no equivalent advantage in 3e, although the GM may still grant characters cover modifiers for being in the midst of a large number of their opponents' allies.

ENVIRONMENTAL ADAPTATION

This 2e feat is generally a Feature effect in M&M 3e.

FAST OVERRUN

There is no equivalent advantage in 3e, since overrun attacks are not used. Substitute Move-by Action, if the character does not already have it.

FEARSOME PRESENCE

There is no equivalent advantage in 3e. Most Fearsome Presence characters should be handled with sufficient ranks of Intimidation skill. You can create an equivalent Fearsome Presence effect with a Perception Area Affliction, Resisted by Will, but it is suitably expensive (the prime reason why Fearsome Presence—as a 1 point per rank advantage—was dropped in 3e).

IMPROVED BLOCK

There is no equivalent advantage in 3e, since the block maneuver is replaced by active defense. Substitute Improved Defense, if the character does not already have it.

IMPROVED OVERRUN

There is no equivalent advantage in 3e.

IMPROVED THROW

The benefits of this 2e feat are now the default for the trip action in 3e, so the feat is not necessary. Substitute Improved Trip, if the character does not already have it.

LANGUAGES

Characters able to speak other languages in M&M 2e should have this advantage in M&M 3e.

MASTER PLAN

There is no equivalent advantage in 3e. Substitute ranks in the Inspire advantage, if the character does not already have it. Gamemasters may also apply circumstance bonuses in situations where characters have the opportunity to extensively plan in advance. When NPCs execute "master plans" the effect more often a complication imposed by the GM.

RAGE

There is no equivalent advantage in 3e. You can create an equivalent power using Enhanced Trait effects with flaws like Activation and Fades.

RANGED PIN

There is no equivalent advantage in 3e, as characters can generally attempt this maneuver even without an advantage.

SNEAK ATTACK

There is no equivalent advantage in 3e. You can create a version of Sneak Attack using a Damage effect, Limited to vulnerable or defenseless targets, if the GM permits. The 2e Sneak Attack feat created too many potential conflicts with power level limits on damage.

STUNNING ATTACK

There is no equivalent advantage in 3e. You can create a version of Stunning Attack using the Affliction effect. The 3e critical hit rules also allow for stunning attacks (Afflictions) as critical hits.

LUCK

The 3e Luck advantage does not grant additional hero points (as the 2e Luck feat does). It instead grants the ability to make re-rolls, like the use of hero points, a number of times per game equal to the Luck rank. Hero points were deemed to broadly effective to be handed out for just 1 point per rank.

POWERS

MUTANTS & MASTERMINDS 3e more explicitly “builds” powers out of collections of various effects, modified with extras and flaws. This is similar to 2e, but 3e powers tend to be a bit more self-defined. Here are the 3e equivalents of the 2e powers:

ABSORPTION

See the **Energy Absorption** sample power in M&M 3e.

ADAPTATION

Adaptation is a Continuous Variable Effect, costing 8 points per rank in M&M 3e.

ADDITIONAL LIMBS

See the **Extra Limbs** effect in M&M 3e. Note that Extra Limbs grants only one limb per rank, rather than an increasing multiple, but the effects top-out at rank 5.

ALTERNATE FORM

See the **Alternate Form** sample power in M&M 3e. Note that 3e Alternate Forms may cost a point or two less due to the Activation flaw.

ANATOMIC SEPARATION

Anatomic Separation is an unusual Summon effect wherein the character “summons” a separated body part. Base its rank on the point value of the separated part (hand, head, etc.). Separated parts are Controlled and have a Mental Link with the character. Those able to separate multiple body parts at once have the Multiple Minions extra. Those able to vary the separated part(s) have the Variable Type extra. The power has a Quirk flaw: the character loses the separated part! This is worth –1 point to the final power cost.

ANIMAL CONTROL

Animal Control is either a Summon effect (bringing loyal animal minions to the character) or an Affliction effect with compelled and controlled as its highest degrees, Limited to Animals (possibly to a specific type of animal). Which effect is more appropriate depends on the character’s concept and the power’s descriptors.

ANIMAL MIMICRY

See the **Mimic** sample power in M&M 3e. Animal Mimicry is limited to animal-based powers, rather than copying other character’s powers.

ANIMATE OBJECTS

Animate Objects is a Summon effect, turning ordinary objects into “summoned” minions. Apply regular Summon modifiers for the type and number of objects the character can animate.

ASTRAL FORM

As demonstrated by the Mystic archetype in M&M 3e, Astral Form is a Remote Sensing effect with Subtle and the Limit that the character’s physical body is defenseless while the astral body is out. The Remote Sensing rank determines how far the astral form can travel from the character’s body. Add the Dimensional extra for an astral form able to visit other dimensions.

BLAST

See the **Blast** sample power in M&M 3e.

BOOST

Boost is an Enhanced Trait effect with the Fades (and possibly Activation) flaw.

BURROWING

See the **Burrowing** effect in M&M 3e.

COLD CONTROL

Cold Control is an array based on an Environment (cold) effect. See the **Energy Control** sample power in M&M 3e

COMMUNICATION

See the **Communication** effect in M&M 3e. Note that Communication is more “granular” in third edition, with five broad range categories, but costs more per rank than in 2e.

COMPREHEND

See the **Comprehend** effect in M&M 3e.

CONCEALMENT

See the **Concealment** effect in M&M 3e.

CONFUSE

Confuse is an Affliction; for an analog of the 2e version, it should be Perception Range and Resisted by Will with dazed, compelled, and controlled results.

CORROSION

Corrosion is a Weaken Toughness effect linked to a Damage effect. A simpler version is to make it just Weaken Toughness, saying that objects reduced below – 5 Toughness are destroyed.

COSMIC ENERGY CONTROL

Cosmic Energy Control is an array based on a Ranged Damage effect.

CREATE OBJECT

See the **Create** effect in M&M 3e.

DARKNESS CONTROL

Darkness Control is an array based on an Area Visual Concealment Attack effect. See **Concealment** and the **Area** extra in M&M 3e. See also the **Energy Control** sample power in M&M 3e

DATALINK

Datalink is a Radio Communication effect. The Machine Control power feat is a Perception Ranged Move Object Alternate Effect Limited to Machines.

DAZZLE

See the **Dazzle** sample power in M&M 3e.

DEFLECT

See the **Deflect** effect in M&M 3e. The ability to “deflect” attacks aimed at yourself is part of the defend action in M&M 3e. Deflect simply adds the ability to grant that benefit to others, like the Affects Others and Ranged extras. This helps to remove issues around basing the effect on the character’s offensive capabilities, which creates issues with power level limits.

DENSITY

Density is a Growth effect with the +0 modifier Does Not Modify Size, Speed, or Skills. This is balanced by the benefits of the character still being able to hide behind most cover and fit inside buildings or vehicles, although they must be capable of supporting the character’s greatly increased weight, as mass rank still increases.

DEVICE

See the **Removable** flaw in M&M 3e. Device is not an effect in third edition, but an example of the Removable modifier applied to a power (collection of effects).

DIMENSIONAL POCKET

Dimensional Pocket is a Movement: Dimensional effect with the Attack modifier. Characters trapped inside the dimensional pocket gain an addition resistance check (typically Will) each round to escape.

DRAIN

See the **Weaken** effect in M&M 3e.

DUPLICATION

See the **Duplication** sample power in M&M 3e.

ELECTRICAL CONTROL

Electrical Control is an array with a base Ranged Damage effect. See the **Energy Control** sample power in M&M 3e

ELEMENT CONTROL

See the **Element Control** sample power in M&M 3e.

ELONGATION

See the **Elongation** effect in M&M 3e.

EMOTION CONTROL

Emotion Control is an Affliction effect, Perception Ranged, Resisted by Will, with the various conditions based on the emotion(s) inflicted, typically dazed, compelled, and controlled, although different emotions

may have different results. Severe sadness or depression might impose dazed, stunned, and incapacitated conditions, for example.

ENHANCED ABILITY

See the **Enhanced Trait** effect in M&M 3e, which extends to all game traits, rather than just abilities.

ENVIRONMENTAL CONTROL

See the **Environment** effect in M&M 3e. Third edition Environment effects tend to cover a somewhat smaller area than their second edition counterparts.

ESP

See the **Remote Sensing** effect in M&M 3e.

FATIGUE

Fatigue is an Affliction effect, Close Range and Resisted by Fortitude, causing the target to become fatigued, exhausted, and incapacitated.

FLIGHT

See the **Flight** effect in M&M 3e.

FORCE FIELD

See the **Force Field** sample power in M&M 3e.

FRICTION CONTROL

Friction Control is an array with a base Affliction effect: either causing targets to stick (hindered and immobile) or fall (hindered and prone), Limited to Two Degrees, but with the Burst Area extra, although you can substitute other Area types, particularly Shapeable.

GESTALT

As in M&M 2e, Gestalt is an unusual instance of Summon, wherein a combined or gestalt form “summons” two or more component characters. Acquire the necessary Summon effect, typically with Heroic and Horde. At least 1 rank of Multiple Minions is required, as the Gestalt must include at least two characters. The effect is Limited in that the summoner (the gestalt form) disappears while the components are in existence! This is a –2 cost per rank flaw.

Alternately, if the gestalt components are comparatively unremarkable characters, the GM may choose to consider the gestalt an unusual Identity complication, possibly combined with an Activation flaw on the combined form’s powers. The first option is best used for relatively

independent powered forms who combine into a more powerful form, while the second better suits otherwise normal characters who combine into a super-powered identity.

GRAVITY CONTROL

Gravity Control is an array with a base Move Object effect, Limited to a single direction (up and down) but with an Area extra. See the **Energy Control** sample power in M&M 3e

GROWTH

See the **Growth** effect in M&M 3e.

HEALING

See the **Healing** effect in M&M 3e.

HELLFIRE CONTROL

Hellfire Control is an array with a base Ranged Damage effect. See the **Energy Control** sample power in M&M 3e

ILLUSION

See the **Illusion** effect in M&M 3e.

IMMOVABLE

Immovable is Enhanced Acrobatics or Athletics, Limited to Resisting Trip Attacks. Since 1 power point provides 2 skill ranks, the flaw moves this to 4 ranks (or a +4 resistance check bonus) per 1 power point/rank in the effect.

IMMUNITY

See the **Immunity** effect in M&M 3e.

INSUBSTANTIAL

See the **Insubstantial** effect in M&M 3e.

INVISIBILITY

See the **Invisibility** sample power in M&M 3e.

KINETIC CONTROL

Kinetic Control is an array based on a Ranged Damage effect. See the **Energy Control** sample power in M&M 3e

LEAPING

See the **Leaping** effect in M&M 3e. Note that rather than applying a multiplier to jumping distances, Leaping in 3e has a simpler built-in distance rank.

LIFE CONTROL

Life Control is an array based on a Perception Ranged Affliction or a similar Healing effect.

LIGHT CONTROL

Light Control is an array based on an Environment effect, producing light. See the **Energy Control** sample power in M&M 3e.

LUCK CONTROL

See the **Luck Control** effect in M&M 3e.

MAGIC

See the **Magic** sample power in M&M 3e.

MAGNETIC CONTROL

Magnetic Control is an array based on a Move Object effect, Limited to Ferrous Metals. See the **Energy Control** sample power in M&M 3e

MENTAL BLAST

See the **Mental Blast** sample power in M&M 3e.

MIMIC

See the **Mimic** sample power in M&M 3e.

MIND CONTROL

See the **Mind Control** sample power in M&M 3e.

MIND READING

See the **Mind Reading** effect in M&M 3e.

MIND SHIELD

Mind Shield is an application of the Impervious modifier to Will defense, possibly including ranks of Enhanced Will Defense.

MIND SWITCH

Mind Switch is an Affliction effect similar to the Mind Control sample power but with a transformed final condition: you and the target switch minds! It typically has a longer duration (Sustained or even Continuous) but Instant Recovery when that duration ends.

MORPH

See the **Morph** effect in M&M 3e.

NAUSEATE

Nauseate is an Affliction effect, Close Range and Resisted by Fortitude, inflicting impaired, stunned, and incapacitated conditions.

NEMESIS

Nemesis is a Variable effect, granting whatever effects are needed against a particular opponent.

NULLIFY

See the **Nullify** effect in M&M 3e.

OBJECT MIMICRY

See the **Mimic** sample power in M&M 3e. Object Mimicry is limited to copying effects from the properties of objects, rather than copying other character's powers.

OBSCURE

Obscure is an Area Concealment Attack in M&M 3e, often with additional ranks of Area to increase the size of the effect.

PARALYZE

Paralyze is an Affliction effect, with paralyzed as its third degree condition, and typically hindered and immobilized before it.

PLANT CONTROL

Plant Control is an array based around an Affliction like an area snare. See the **Snare** sample power in M&M 3e.

PLASMA CONTROL

Plasma Control is an array based on a Ranged Damage effect.

POSSESSION

Possession is an Affliction effect like mind control (see the **Mind Control** sample power) Linked with an Insubstantial effect that leaves the possessor incorporeally "inhabiting" the compelled or controlled target's body.

POWER CONTROL

Power Control is a version of mind control (see the **Mind Control** sample power), Limited to only compelling or controlling actions concerning the use of the target's powers.

PROTECTION

See the **Protection** effect in M&M 3e.

QUICKNESS

See the **Quickness** effect in M&M 3e.

RADIATION CONTROL

Radiation Control is an array based on a Ranged Damage effect. See the **Energy Control** sample power in M&M 3e.

REGENERATION

See the **Regeneration** effect in M&M 3e. Since recover is simpler in third edition, the Regeneration effect tends to be as well. For the Resurrection extra, see the **Immortality** effect in M&M 3e.

SENSORY SHIELD

Sensory Shield is an Enhanced Defense in M&M 3e, Limited to Sensory Effects. It may also constitute Immunity to certain sensory effects (like the Dazzle power).

SHAPESHIFT

See the **Shapeshift** sample power in M&M 3e.

SHIELD

Shield is an Enhanced Dodge and Parry effect in M&M 3e (costing 2 points per rank).

SHRINKING

See the **Shrinking** effect in M&M 3e.

SNARE

See the **Snare** sample power in M&M 3e.

SONIC CONTROL

Sonic Control is an array based on an Area Affliction effect (the **Dazzle** sample power, targeting hearing). See the **Energy Control** sample power in M&M 3e.

SPACE TRAVEL

See **Space Travel** under the **Movement** effect in M&M 3e.

SPATIAL CONTROL

Spatial Control is an array based on a Teleport effect.

SPEED

See the **Speed** effect in M&M 3e.

SPINNING

Spinning is a combination of Protection (Limited to Physical Attacks) and a resistance check bonus against effects imposing the restrained or bound conditions.

STRIKE

See the **Strike** sample power in M&M 3e.

STUN

Stun is an Affliction, Close Range and Resisted by Fortitude, imposing dazed, stunned, and incapacitated conditions.

SUFFOCATE

Suffocate is an Affliction, Close Range, Concentration Duration, and Resisted by Fortitude, imposing impaired, dazed, and incapacitated conditions.

SUMMON

See the **Summon** effect in M&M 3e.

SUPER-MOVEMENT

See the **Movement** effect in M&M 3e.

SUPER-SENSES

See the **Senses** effect in M&M 3e.

SUPER-SPEED

See the **Super-Speed** sample power in M&M 3e. Note that the 2e version includes an array of effects based on the initial power stunt chosen, which is optional for the 3e version of the power.

SUPER-STRENGTH

See the **Power-Lifting** sample power in M&M 3e. Note that scales of lifting strength are slightly different between the editions due to the change in the 3e Rank & Measurement table versus the 2e Progression Chart.

SWIMMING

See the **Swimming** effect in M&M 3e.

TELEKINESIS

Telekinesis is a Move Object effect in M&M 3e.

TELEPATHY

Telepathy is a combination of a Mind Reading effect and Mental Communication. Note this costs more in M&M 3e due to the increase in the cost of Mind Reading.

TELEPORT

See the **Teleport** effect in M&M 3e.

TIME CONTROL

See the **Super-Speed** sample power in M&M 3e. Time Control adds a +1 Affects Others modifier, as well as an array based as suitable effect like an Area Affliction that imposes hindered, immobilized, and paralyzed (slowing time), for example.

TRANSFER

Transfer is a Fades Enhanced Trait effect Linked to a Weaken effect. It may Weaken and Enhance the same or different traits, such as Strength to Strength or powers to energy descriptors to the character's Blast power.

TRANSFORM

See the **Transform** effect in M&M 3e. As it notes, effects that transform living beings, as opposed to objects, are Afflictions with a transformed third degree condition.

TRIP

Trip is an Affliction, Ranged and Resisted by Dodge, imposing vulnerable and prone conditions, but Limited to Two Degrees.

VIBRATION CONTROL

Vibration Control is an array based on a Ranged Damage effect in M&M 3e.

WEATHER CONTROL

Weather Control is an array based on an Environment effect (changing weather conditions) in M&M 3e.

DEFENSES

MUTANTS & MASTERMINDS 3e uses a set of five **defenses** rather than the combination of defense and saving throws from 2e. Determine a 2e character's 3e defenses as follows. Some final defense ranks may need to be lowered to fit 3e power level guidelines.

DODGE

Dodge defense rank equals the better of 2e Defense or Reflex. So a 2e hero with Defense +12 and Reflex +14

should have a Dodge defense of 14 in M&M 3e. Note that the 3e Dodge resistance check is typically the equivalent of a 2e Reflex saving throw.

PARRY

Parry defense rank equals 2e Defense. For some less close combat intensive characters, you may wish to lower Parry relative to Dodge (which is also based on 2e Defense).

FORTITUDE

Fortitude defense rank equals 2e Fortitude bonus.

TOUGHNESS

Toughness defense rank equals 2e Toughness bonus.

WILL

Will defense rank equals 2e Will bonus.

DRAWBACKS

Drawbacks from M&M 2e do not exist in M&M 3e: some power drawbacks convert to flaws (see the **Flaws** section of the M&M 3e **Powers** chapter). The rest all convert to complications; see the following.

COMPLICATIONS

M&M 3e characters have at least two complications, one of which is the character's Motivation. Convert any existing 2e complications and choose a suitable Motivation for the character, if necessary. For 2e characters with fewer than two established complications, add any necessary to give the character that many. Non-player characters can skip this step: they have as many (or as few) complications as the GM wishes.

OTHER TRAITS

Determine the character's 3e initiative modifier normally, and allocate points from the Equipment advantage to any equipment, headquarters, or vehicles the character may have. Note that some of these costs may have shifted between editions, requiring some adjustment of the character's total equipment points (and therefore ranks in the Equipment advantage).