

A WORD ON THIS BOOK IF YOU ARE NOT A GAMER

BY DAN BRERETON

Some of you may think you know what this book is. That is, you're pretty sure you know why you picked it up. You've read the Nocturnals graphic novels and comics and you want to know more about them and their world. Maybe you're also a gamer who can't wait to plug the Nocs into a new campaign for *Mutants & Masterminds*.

If you are either of these people, thank you for hopping on board. You're in good hands, and you won't be disappointed, I assure you.

If you are a comics reader who is thinking, this is a role-playing game thing, why should I care? I WROTE THIS SECTION JUST FOR YOU.

You're holding the Nocturnals bible, brethren.

Let me tell you why you need this book. Because you love the Nocturnals, and you can't get enough of them. Because you love stories and adventures and cool art and new places and characters – you want to be transported, and you need the Nocturnals' world to escape to.

Maybe you're thinking, "This isn't a comic, it's some kind of rule book." I love you, but you're wrong. There are no rules or regulations here. Just pure **pulp** – 100% pure meat and substance. True, this isn't a comic. Even though there is a new comic-book story inside, with new villains and a new storyline, it's not a graphic novel. It's not a complete story.

The good news is: It isn't supposed to be. You can relax and enjoy it for what it is. And it is considerable.

This is not a bunch of recycled stuff. The artwork in this book that isn't new to print is being shown free of word balloons, unrestrained by the limits of comic printing quality, unrestricted by the sequential form. We want you to see the art you fell in love with again in a way you can really appreciate. We are not recycling old stuff; we are revisiting old friends in a new format. The new illustrations in this book, by me and the fine illustrators I personally asked to be part of this project, are not just eye-candy for Nocturnals junkies; there are moments of history recorded here that would never have seen the light of day. We're not just telling you, we're showing you. You don't know how excited I was about depicting Starfish's "tadpole" state, or Polychrome before she became a ghost. It's only here.

The text material printed here isn't just stuff we culled from old stories – the material here is expanded, explained, revealed. You will learn things about the Nocturnals in this book that you never have seen in a Nocturnals comic. That's not to say it's not important; it's to say that *Midnight Companion* is as integral to the Nocturnals saga as *Black Planet*. To ignore this volume or its contents is to ignore a huge chunk of their story. The beauty of this volume is that things I have never had the opportunity to bring forth truly belong here, but will also open up your understanding of the stories you already know.

What is important to realize is this has never been done before; no comic book-based sourcebook or companion guide has let the readers in on as many secrets as we are going to here. And it's all me – it's all coming from the horse's mouth.

I never planned on revealing half the origins, legends, and secrets in this book. I'm killing

myself over it now; I could have gone on for years redefining and reshaping the origins and histories, changing my mind, hemming and hawing. For *Midnight Companion* I had to set it in stone for all to see. I'm usually so stingy with details concerning these characters, and here I went and gave up my ace in the hole. Yet it needed to come out if this book was to mean anything. The stories, secrets, and characters I have waiting in the wings – they had to surface. In this book you'll not only discover new things about the Nocturnals you know; you're going to meet Nocturnals who would never have seen the light of day if not for this book. *New Nocturnals!* Imagine it! The mind boggles. The possibilities, the questions that will be raised in the wake of this are staggering to me – I know I am in for it: The flood of questions, the stream of requests... I must have been a fool to open the vaults and let this stuff out. You'll love it, but wait till you see Firefly or Kane... you're going to think I went crazy.

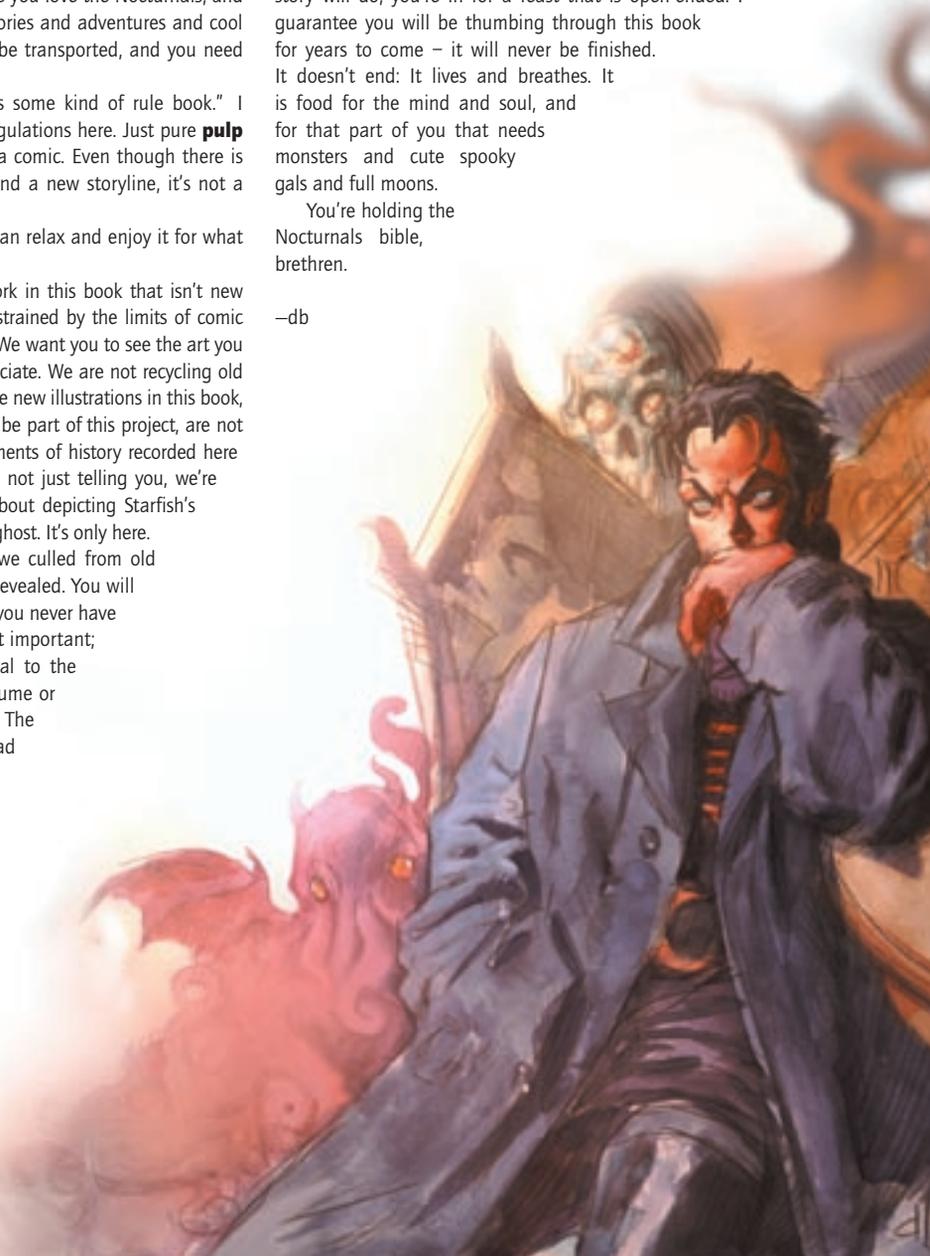
Better yet, you're going to think you died and went to Pacific City.

If an issue of the Nocturnals comic has ever opened up your brain and given you the food of the mind that images and story will do, you're in for a feast that is open-ended. I guarantee you will be thumbing through this book for years to come – it will never be finished.

It doesn't end: It lives and breathes. It is food for the mind and soul, and for that part of you that needs monsters and cute spooky gals and full moons.

You're holding the Nocturnals bible, brethren.

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HELIOPOLIS

Heliopolis is somewhere between Pacific City and Pharaoh City, located on a backcountry road traveled more by farmers and drifters than anyone else. If Eve and the Gunwitch hadn't gotten lost on the way back to school after Thanksgiving, they'd never have stumbled onto it. It boasts one diner, one market, one jazz club, one hotel, seven churches, a cemetery, a school, no police station, and no sheriff's substation. Heliopolis is a throwback to another time, a town steeped in the traditions of the Old West. The rules are simple – the weak stay out of the way of the strong, and hope they don't get noticed. There are no heroes in Heliopolis. They just don't last long, and they surely wouldn't want to stay in such a dreary place, despite its name. To quote Cookie, who owns the diner, "Heliopolis is a dying town. It's been dying for over a hundred years, and will continue to die for another century at least."

It is also a town owned and run almost completely by a vampire clan.

Cookie

The closest thing Heliopolis has to a mayor, Cookie runs the diner. His specialties are the ice-cold root beer he makes on the premises and the french fries he gets out of the freezer. Cookie has one employee, a dishwasher, who got the job because he doesn't drop dishes and can handle a scattergun. Cookie is pretty well up to date on the town's secrets, and has the respect of the townsfolk, both living and undead. He owes no allegiance to the Vampires, but they leave him be just the same. He's usually the first to get news from out of town, and the first to greet passersby and warn them to get back on the road out before sundown.

The Goodnight Clan

Before there was a town, there were the Goodnights, a coven of aristocratic vampires from Europe. They chartered a vessel to North America and hired a convoy to take them out west, long before the white man had thought to cross the Mississippi. The idea was to get as far away from civilization as possible, and build a place of their own. Long after the convoy died or became food for the Goodnights, they found a valley overlooked by a mountain full of caves. The Goodnights made the caves their home for over a century. When white men came, the Goodnights told them they could stay, but that the valley was their property. They helped the men build a small town, and once the men and their families were settled in, they slowly made them aware of whom their landlords were. Most folks stayed, but they built a lot of churches. The Goodnights didn't mind. They had an agreement with the locals to prey only on strangers and criminals. There were plenty of those, and the people had their churches, so they felt safe. Life went on peacefully for over a hundred years. And the next hundred looked to be shaping up pretty good too.

Lady Goodnight

The Lady is Lord of Heliopolis, and leader of the Goodnight Clan. She is cold, deadly, beautiful, and cruel. She has lived for centuries in hope of a better world for her kind, and for the day when she would be mistress of more than a small hidden town. Lady Goodnight is a powerful vampire Lord: She knows the old spells and rituals and the ancient history of the vampire race, and she knows how to play her brothers and fellow Bloodless (vampires) against each other, to get what she wants. She is cunning, ruthless, and the princess of liars.

She sees the townspeople as her slaves, and feels a small amount of affection for them, much like a farmer loves his livestock.

Tallow

This tall scarred vampire, the oldest brother of Lady Goodnight, is the town enforcer. Tallow is cunning, smart, and talented at guessing his opponent's next move. He has no affection for the citizens of Heliopolis, and was the first to suggest dipping into them for sustenance when fresh blood got scarce. Tallow is the closest thing to a sheriff Heliopolis has, which isn't saying much at all. At least he's willing to protect the Heliopolis flock of humans from any interloping Bloodless. Tallow is the kind of character who can walk into any situation in any town and figure out a way to chisel himself in. In the interests of survival, he is a



winner every time. His only weakness is loyalty to his sister and to the survival of the clan. While Tallow surely knows he was made for better things, he could never walk away from the family, even if it meant his survival. In many ways, for a cold-blooded, murderous night thug, he's too good for any of them.

Wicke

Wicke is the youngest of the clan, and doesn't remember the early days much. He knows that his family was once a noble clan, and that now his sister and brother hate each other. He knows they don't know he loves them. He keeps it to himself, telling himself always that it's a weakness to love, to care. Like his brother Tallow, Wicke is loyal to a fault. Wicke, too, is doomed by his bond to his sister. He knows full well she would sacrifice them both if she would gain from it. So far, she's needed them, and it's the only reason they've survived this long – also, she could never find anyone good enough to kill them. But Wicke's love in the face of treachery and guile is what makes him who he is: a vampire, possessing what approximates compassion and restraint in his kind, the closest member of the clan to their late sire's temperament.

Fang and His Boys

Fang is one of those Bloodless who call no place home, the nomadic vampires who don't plan for tomorrow and don't carve out pieces of the world for themselves, because they think the whole world already belongs to them. To Fang and his boys, it's all theirs for the taking. Fang began life in Texas, where he was seduced and turned by a Spanish vampire duchess visiting from Europe. She wanted to take him back with her, but was killed by the locals after several of her young men and women began feeding on their family members. The duchess had made a glutton of herself and stayed in one place too long. Two of the first lessons Fang got in being a successful vampire were: Don't be greedy, and keep moving. He lived that code for decades, amassing a gang of powerful and tough hombres around him, but none tougher or smarter than Fang himself. Years later, when he met lady



Goodnight for the first time, he told himself he was smart enough to tame her – that he was tough enough not to fall for her like so many of her lovers had in the past. In the end, she was too much for him. If not for his nomadic code, he might have stayed with her and been ruined. But he managed to stay away, returning to her once a year, and moving on when he felt her gravity pulling too forcefully.

Fang is a fair leader, but rules through ferocity and intimidation. He'll rip a subordinate to shreds to make a point. His are a different, coarser breed of vampire than the Goodnights. While the Goodnight clan prides itself on a certain civility and style, Fang and his men respect the power of bloodshed and brutality in a hands-on fashion. Fang's bike club has never been through Pacific City, having gotten wind a while back that the place was bad news. He's purposely never mentioned it to Batts, knowing full well that Batts would have to check out a place rumored to be was too hairy for even the toughest of the Bloodless.

Batts

Fang met his right-hand man in Texas, during a fire in the mid-sixties that ate up almost all of Laredo. It was set by Batts to cover his tracks after a bank robbery. Fang was cooling his heels in the local cemetery, and Batts stumbled over him in the dark. They fought for two hours until Fang got the upper hand. Batts surrendered, and their Alpha-to-Beta relationship hasn't changed much in over 40 years.

Batts is considered the prince of the nomadic vampires, a legend among the Bloodless. He earned his reputation through ferocity and the sheer number of his kills, particularly in the area of law-enforcement personnel. Batts has killed police and FBI in nearly every state in the union, and terrorized Mexico's organized crime taskforce. He has tasted the blood of secret police in Moscow, Swiss bankers on holiday in Greece, and French prostitutes dining on the banks of the Seine. He once drained an entire orphanage in Utah on Christmas Eve, and capped off New Year's Eve by kidnapping the daughter of a senator and draining her on the steps of the capital. Fang encourages this vampire bravado, because many times Fang himself is credited with Batts' feats, an impression he's never tried to correct. The Nation of the Bloodless won't admit it, but they admire Fang and his crew, thought openly they censure their overt violence. Fang's code to not be wasteful is the only thing that keeps him from joining in Batts' rampages. Batts has always been secretly jealous of the attention Fang lavished on Goodnight, and has contemplated murdering her on many occasions. He's seen how she manipulates Fang, who is like a father to him, and he has nothing but hatred for the Goodnight Clan.

Nitocris, Mother of Vampires

Nitocris was one of the few women to become Pharaoh, and the only female vampire to rule Egypt. Before her rule came to an end, she avenged herself on her enemies by letting the waters of the Nile into her palace, drowning an entire roomful of gathered plotters. She then took her own life. Thousands of years later, her remains were uncovered. Her mummy became part of an exhibit that traveled the globe until it was hijacked by the crazed Reverend Sage, who was bent on ridding Heliopolis of the Goodnights forever. Nitocris eventually wound up in the hands of Lady Goodnight, who brought her back from the beyond in all her vampire-queen glory. Nitocris is the closest thing to a goddess in the Nocturnals' world. She is ultra powerful, and though it's possible to put her down, she's never down for the count: As long as her bones remain, as long as her head is attached to her body, she can be brought back from the world of the dead to wreak havoc in the world of the living. All it takes is the right spells and offerings, and she's back. Nitocris is seen as a threat to the nation of the Bloodless because she has no compunction about killing vampires. The Bloodless would help and reward any group, human or otherwise, that would hunt the vampire queen and destroy her.

Nitocris is weakest after she has tasted flesh; she's harder to kill when she's a mummified rock-hard bundle of dried sinew and bone. She's easier to hack into in her flesh state, and susceptible to the beetles the Goodnight clan bred in their basement, which eat the flesh of the undead.

Tsukiyo, Vampire Hunter For Hire

Her name means "moonlit," and she's the most lethal warrior the vampire world has ever known. Tsukiyo trained since infancy to kill the undead. Both her parents killed vampires for a living in rural Japan, later moving to Europe and the U.S.



to continue that mission. She was a teenager when they died at the hands of an army of Bloodless who ambushed them in Cleveland. Since then, she's taken on any job that will give her the chance at killing vampires and getting rich: She knows the odds are against her unless she can retire early. Since the death of her parents, her sense of duty has waned. It's a lonely life. She's been nearly killed or drained so many times that each job brings her closer to retirement or death, and she feels the weight with every vampire she kills. Tsukiyo's swords are ancient, demon-cutting blades lined with silver, especially effective in killing vampires. The Bloodless would love to get their hands on the blades, as there are only a few like them left, and they are very lethal to their kind. A heart-strike isn't needed to kill with these blades, and they don't need to stay in the wound like a wooden stake.

Reverend Sage and Clarissa

The Reverend who made his play for the Nitocris treasures did what he could to fight the Goodnight Clan and rid the town of them, but he ended up a ghost for his troubles; he will spend the rest of his daughter's life watching over her. The Goodnight clan once kidnapped young Clarissa Sage after her father was killed by Tallow, who was badly burned by the Reverend. Lady Goodnight treated Clarissa well (even if she was planning on offering her up to Nitocris), but the effects of living with undead demons took its toll on the little girl, and she has never come back completely from the ordeal. Her only comfort is knowing her father is always with her, listening to her sing and play. She dreams of a day when all vampires are dead. She waits for the day when she will grow up and accomplish this thing her very self.

NATION OF THE BLOODLESS

The world has many vampires, enough to go to war with humankind, and possibly wipe them out for good. But the Bloodless prefer to stay hidden and secret from humanity. After all, humans are food for the Bloodless, so it's better to stay in the comfortable darkness and strike at them in the quiet arms of night. It's the way of this nation of creatures, the way they've operated for millennia. It's why they frown on biker gangs like Fang and his boys, and why they frown on vampires killing other vampires. They are dedicated to preserving their number and keeping the legacy of the vampire a legend and not a news story.

The nation employs its own security force, dedicated to keeping the status quo and protecting the species from discovery or attack. These vampires are true hunters, of either mortal or undead, and once they've targeted you, you'll never hide from them forever. The only entity they've failed to locate is the creature once known as Vlad Tepes, the Impaler who is called the king of vampires. The nation doesn't officially recognize this vampire lord's existence, but secretly searches for him. So far, they haven't turned up a single clue. The Nation of the Bloodless has a chapter in every major city in the world. They encourage their brethren to keep a low profile, but at the same time, discourage them from passive forms of procuring blood, such as blood banks and the pigs' blood sold by butchers and slaughterhouses. They do not recognize pigs' blood as actual sustenance, endorsing only freshly drained human blood.