

LEGENDS & LAIRS

20
system

MYTHIC RACES



CHARACTER RACE
COMPENDIUM

MYTHIC RACES

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WELCOME!

Fantasy Flight Games is pleased to present *Mythic Races*, the second volume in our **Legends & Lairs** line of sourcebooks for the d20 System. *Mythic Races* is the definitive source for new character races, cultures, and civilizations.

The d20 System core rules offer a good selection of traditional fantasy races to choose from. These are the staples of most fantasy campaign settings and roleplayers have been enjoying them for almost three decades.

Mythic Races provides a wealth of information for those players who are looking for something new. The character races in this book offer new abilities, strengths, weaknesses, and roleplaying possibilities that should challenge and inspire even the most veteran gamers.

Mythic Races is also a very useful tool for DMs. If you're planning to create a new campaign setting—or add new material to an existing one—the original cultures and civilizations in this book will help you to create a truly unique world. The races can be used as-is, of course, and the sheer variety of them will no doubt inspire your own creations.

HOW TO USE THIS BOOK

If you're a player looking for a new race for your next character, you'll find a wide range of exciting options in *Mythic Races*. The races in this book range from the familiar, to the exotic, to the downright bizarre. Remember that you should get your DM's approval before choosing one of these races. The races that exist in a game world have a tremendous effect on the makeup of the setting, and the DM always gets the final call to insure cohesion and continuity.

If you're a DM, you should find that it's a relatively simple task to integrate these races into most fantasy campaign settings. We've taken care to avoid campaign-specific details in the descriptions of the races. Where such details are offered, consider them optional. They're there to add depth and new possibilities to your campaign world, but they should never interfere with your own vision.

For the most part, the races presented here are minor and often isolated cultures. This makes it easy to introduce a new race in the form of a traveler, envoy, or adventurer from faraway, unknown lands. Even a minor NPC of an exotic race can lend your campaign depth and realism. Characters (and players!) who thought they knew all there is to know about your world will realize they've only scratched the surface.

Be sure to check out the official *Mythic Races* web enhancement at Fantasy Flight Games' website: www.fantasyflightgames.com. This free download offers three additional character races to enrich your campaign.

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AALEEAR

AALEEAR

Gentle and genteel, the aaleear dwell in harmony with nature and natural creatures. Inquisitive by nature, aaleear are often wanderers, traveling the lands in search of a new pleasure or rare experience. Above all, the aaleear love song, and their haunting, powerful lyrics are famous throughout the world.

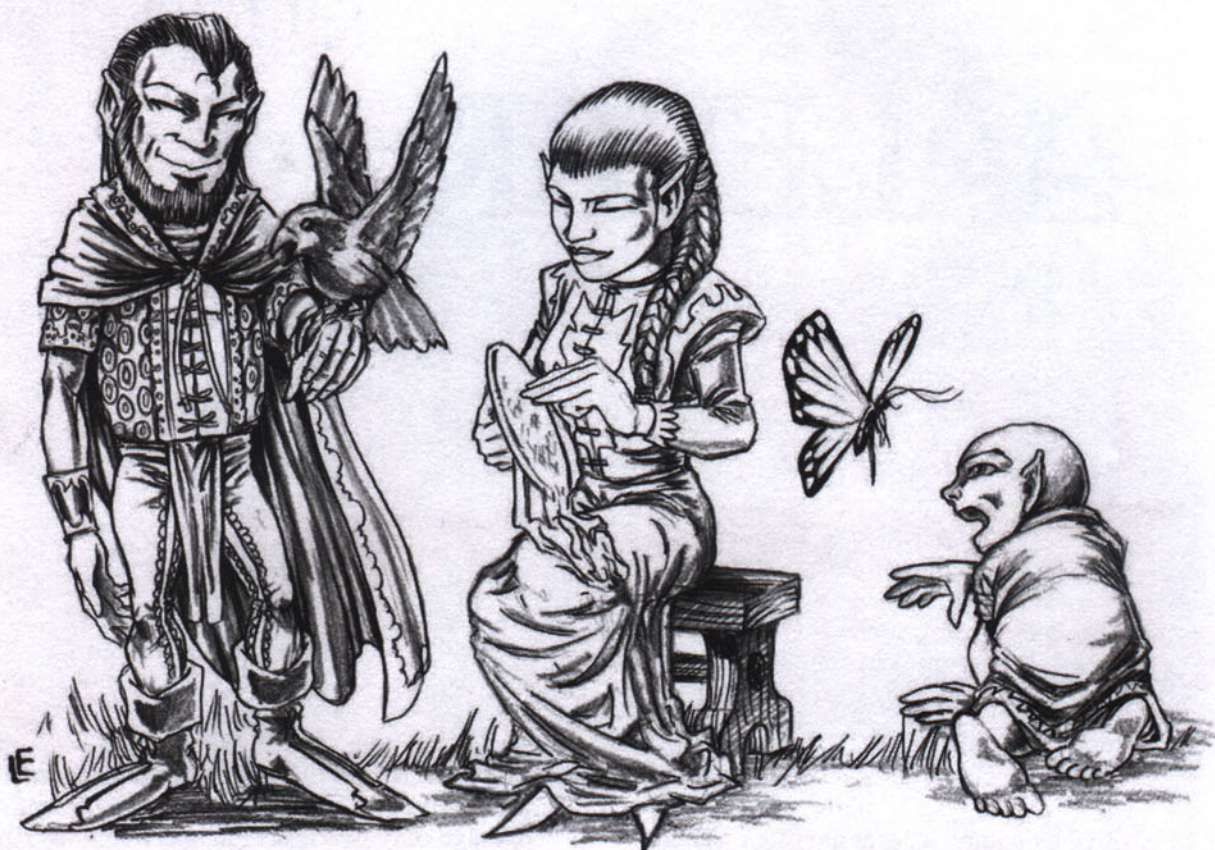
But do not be fooled. The aaleear are not pacifists. War too is an art painted in bloody strokes both bold and cunning. In their distant past, the aaleear fought a series of terrible battles against evil humanoids to secure the borders of their forest kingdom. The memories of these conflicts are preserved in song, poetry, and art.

Personality: The aaleear tend toward polite extroversion. They are endlessly curious and highly creative. Aaleear settlements, though seldom sized for visitors, often welcome travelers nonetheless, assuming these guests mind their manners. It would be wrong to say aaleear do not value wealth, but they are more likely to favor works of art or antiquities to coins and gems. A profound respect for the cathartic power of art, theater, and music is central to aaleear thought and culture. This leads many aaleear to be sensitive and expressive. Others become so enamored of the arts they lose touch with the needs and worries of the real world, becoming aloof and somewhat condescending.

Physical Description: The aaleear are a diminutive but often plump people standing on average only two feet high and weighing 20 to 30 pounds. Despite their characteristically rounded faces and bellies, aaleear have thin arms and legs, delicate, artistic hands, and long, narrow feet. Aaleear are almost without exception fair skinned and graced with fine yellow or golden hair. Males often have neatly trimmed beards while the females grow their hair long and weave it into elaborate braids. Aaleear love fine needlework, and their clothes are often richly embroidered, usually at great expense. They are a long-lived people, reaching maturity at about age 30 and living three centuries on average.

Relations: Aaleear love most of all elves and other sylvan folk who share their passion for music. Relations are often cordial with halflings. Dwarves are looked down upon in much the same way the well educated sometimes pity the uneducated, for aaleear widely believe dwarves cannot appreciate the fine arts. Gnomes, with their penchant for jokes, are usually seen as bothersome while half-orcs are barely tolerated. Humans who share the aaleears' passion for music and nature can find acceptance.

Alignment: Artistic and mercurial,



aaleear have a strong inclination toward chaos. They are generally a benevolent people, and most tend toward good.

Aaleear Lands: The aaleear build towns atop platforms anchored to the boughs and trunks of mighty trees. Platforms are connected by bridges and ladders. The ground around the aaleear's trees is often cultivated with various mushrooms and tubers. Orchards of fruit and nut trees are also common. Aaleear also domesticate various types of songbirds, squirrels, rabbits, as well as other animals valued for their pelts such as minks or ermine. This diminutive, artistic race trades with merchants and nearby towns. Aaleear cloth and produce are almost always of high quality and are in good demand. The aaleear in turn acquire weapons, armor, and other worked metal goods.

As mentioned above, the aaleear live in a centralized forest kingdom. Within the forest are several towns with the aaleear capital Nocturne at their center. Government is actually a form of republic combined with a hereditary monarch. Each town, including the capital,

and major guild elects a representative. These aaleear serve as a kind of parliament and as advisors to the king. The small but well-trained aaleear military is also represented in parliament, as are the ranking priests from the three major aaleear cults.

Public festivals are common in aaleear lands. Birthdays are celebrated once monthly as a community wide event in which all aaleear born that month are publicly honored with food, wine, and song. Funerals are handled in a similar manner. Every new moon, all the recent dead are remembered with a mournful procession that is followed by a eulogy banquet. Dead are interred in the burial grounds, except for the nobility, who are laid to rest within a mausoleum carved inside an exceptionally large, ancient tree. Weddings are a somewhat more private affair to which the bride and groom invite whom they choose. Typically, however, wedding parties are exuberant affairs with large audiences.

Polygamy is not unknown among the aaleear, but multiple wives are a sign of social status. Only the wealthy or pretentious take more than

one bride. In polygamous households, the first wife is usually the matriarch, but this is not a rule. A first wife who loses favor with her husband may find her position as head of household turned over to a junior wife. The practice of polygamy is losing some of its attraction, largely due to pressure from the priestesses of the Tangled Woman.

Other races who venture into aaleear lands will likely find themselves welcome visitors but also inconvenienced by size. The aaleear are a tiny people, and their towns are not built to accommodate larger races. More prosperous aaleear communities, including Nocturne, have a visitor's quarter built at ground level. A visitor's quarter typically includes an inn, a stable, a small market, and a central park. Often, the amenities in the quarter are managed by non-aaleear.

Aaleear living in human lands seem invariably to be artists who work by commission or else enjoy the patronage of some rich family. Among the best and brightest poets, painters, playwrights, and composers are found aaleear emigrants.

Religion: The chief deity of the aaleear is Limpang-Lahai, goddess of art and music. Her clerics strive for aesthetic excellence in all of their endeavors and are often great patrons of art and learning. Many aaleear practice devotion to the gods and forces of nature as well. The Tangled Woman is also an important figure in the aaleear pantheon. She governs nature, animals, and agriculture. The cult of the Tangled Woman is matriarchal, and it actively seeks to better the lot of aaleear females. The smallest aaleear religion is devoted to Hollos the Archer, god of war. The cult of Hollos dominates the aaleear's military. The three cults are generally cooperative with each other, but disputes can and do arise, especially between the ranking clergy who hold positions in the parliament.

Deity	Alignment	Domains
Limpang-Lahai	Chaotic good	Air, Good, Knowledge
Tangled Woman	Neutral good	Animal, Nature, Plant
Hollos the Archer	Lawful good	Destruction, Law, War

Language: As would be expected, the aaleear have a complicated, musical language. Meanings of words rely as much on inflection and tone as they do context and pronunciation. Written aaleear is a flowing script that closely resembles Elven. The sheer quantity of aaleear literature, poetry, music, and history is truly prodigious. Books themselves, quite apart from their contents, are works of art. Even a cookbook may be filigreed or otherwise decorated.

Names: All aaleear have a birth name, usually given by the grandmother, as well as a family name passed through the father's line. Most adult aaleear also adopt some sort of descriptive nickname, such as "Tunesmith" or "Firedancer."

Male Names: Cirrin, Tadorfy, Jaredeni.

Female Names: Wilamlea, Aladina, Amilea.

Adventurers: Aaleear adventurers are rare. Those who do travel in search of danger and glory also prize most highly knowledge in all its forms. Many aaleear adventurers would approach the "rescue" of some work of art or rare book with the same zeal a paladin would approach the rescue of a maiden.

AALEEAR RACIAL TRAITS

- +2 Wisdom, +2 Charisma, -2 Strength: Aaleear are a sensitive, likeable people, but their size means reduced muscle power.
- Tiny: As Tiny creatures, aaleear gain a +2 size bonus to Armor Class, a +2 size bonus on attack rolls, and a +8 bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are one-half of those of Medium-size characters.
- Aaleear base speed is 20 feet.
- Fey: The aaleear are fey creatures, relatives of sprites. This renders them immune to certain spells, such as *charm person* and *hold person*.
- Low-light Vision: Aaleear can see twice as far as a human in starlight, moonlight, torchlight, and other conditions of poor illumination. They retain the ability to distinguish detail and color under these conditions.

Weapon	Cost	Damage	Critical	Increment	Weight	Type
Feybow	30 gp	1d6	x3	60 ft.	1 lb.	Piercing
Arrows (20)	1 gp	—	—	—	1 ½ lb.	—

- Proficient with fey bow. All aaleear are trained in the use of this remarkable weapon. Despite its tiny size, it is as powerful as a shortbow. An aaleear must, of course, purchase his own fey bow. Other races desiring proficiency with the fey bow must use the Exotic Weapon Proficiency feat to do so.
- +2 racial bonus on Listen, Move Silently, and Sense Motive checks.
- Automatic Languages: Common and Aaleear. Bonus Languages: Auran, Gnoll, Gnome, Goblin, Orc, and Sylvan. Additionally, once per day as a 1st-level caster, an aaleear can use *Speak with Animals* as a spell-like ability to communicate with any sort of bird.
- All aaleear have certain spell-like abilities. They can utilize the 0-level spells (cantrips) *detect magic*, *ghost sound*, and *mending*, each once per day. Treat the aaleear as a 1st-level caster for all cantrip spell effects dependent on level. An aaleear can also cast the 1st-level arcane magic spell *enlarge*, but it affects only his person and belongings. Treat the aaleear as a 4th-level caster for *enlarge* spell effects dependent on level.
- An aaleear with a Charisma of 12 or higher has additional spell-like abilities. In all cases, these abilities are usable once per day. Caster level is equal to the aaleear's class levels.

Charisma Modifier	Gained at Level	Spell-like Ability
+1	2nd	<i>Charm person</i>
+2	4th	<i>Invisibility</i>
+3	7th	<i>Charm monster</i>
+4	10th	<i>Improved invisibility</i>
+5	13th	<i>Dominate person</i>
+6	16th	<i>Mass suggestion</i>

- Favored Class: Bard. A multiclass aaleear's bard class does not count when determining whether or not he suffers an XP penalty.
- Level Equivalent: Class levels + 2.

AALEEAR ENCHANTER

The enchanter is an aaleear who has learned to temporarily imbue nonmagical objects with limited magical power. She does this by means of special chants that attune the item with the spell being enchanted into it. There is a certain amount of innate talent required to become an enchanter. Not all aaleear can be a member of this prestige class. Enchanters are grouped into craft guilds that provide in-house training to aspiring aaleear as well as providing goods and services to the community as a whole.

Bards and sorcerers most often become enchanters. The particular abilities of this prestige class augment nicely their somewhat limited spell-casting abilities. Adventuring enchanters find themselves occupying an important position in any group. Their ability to temporarily enchant items enables them to provide useful spells to their allies, thus greatly increasing the magical capabilities of the adventuring party.

Hit Die: d4

REQUIREMENTS

To qualify to become an aaleear enchanter, a character must fulfill all the following criteria.

Race: Aaleear.

Craft (any): 4 ranks.

Knowledge (arcana): 9 ranks.

Perform (chant): 9 ranks.

Spellcasting: Ability to cast 1st-level arcane spells.

CLASS SKILLS

The enchanter's class skills (and the key ability for each skill) are Alchemy (Int), Appraise (Int), Concentration (Con), Craft (Int), Knowledge (arcana) (Int), Perform (Cha), Profession (Wis), Scry (Int, exclusive skills), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the aaleear enchanter prestige class.

Weapon and Armor Proficiency: An enchanter is proficient with all simple weapons. Enchanters are proficient with light armor, but not shields.

Guild Membership: All enchanters are expected to be members in good standing of a craft guild. They pay dues and accept certain duties in exchange for certain benefits. Dues are paid monthly in the amount of 15 gp. A guild member's duties include two weeks service per year in the guildhall. This service typically involves work-for-profit and tutoring junior members. In addition, the enchanter must accept any special commissions given to him by senior guild members. An enchanter who does not pay his dues for more than four months, fails to put in his two weeks service, or refuses a special commission will find his membership revoked. It is possible for membership to be reinstated, but this requires the approval of the senior guild members who are free to set whatever requirements they desire. An ex-member can progress in level as an enchanter but loses access to bonus feats as described below.

A member in good standing enjoys certain benefits. All guildhalls provide lodging and three meals a day for members for the modest fee of 3 sp per day. The enchanter can avail himself of the guild's craft tools free of charge. He can opt to use masterwork craft tools for 5 sp per day. Each guildhall also includes a laboratory for creating minor or medium magic items. The enchanter can utilize these facilities for 1 gp per day. In all cases, the enchanter must pay his own materials costs. Free services include a "guild board" on which notices are posted advertising such things as special job offers or the sale of items both mundane and magical.

Finally, guild members are often available to cast spells for each other as well as non-members. Guild members can acquire such services at one-half normal cost. See the guidelines and costs for NPC spellcasting (DMG 149).

Enchant Normal Item: As the enchanter gains levels, he becomes increasingly more capable in bestowing a single magical effect upon any normal item. Magical items cannot be enchant-



AALFEAR

ed. No item can hold more than one enchantment at a time. To enchant an item, the character must hold the item and cast the spell to be impressed into it. The spell does not take effect as normal; instead, it becomes imbued in the item. Only arcane spells can be imbued.

An enchanter can imbue magical power into a limited number of items per day. The maximum number of items he can enchant in a single day is equal to his class levels in aaleear enchanter plus his Charisma modifier. Furthermore, an aaleear enchanter cannot have in existence at any given time a number of enchanted items equal to more than twice his Charisma modifier plus his enchanter levels. Items retain their enchantments until destroyed or used. For example, Hofala is a 3rd-level enchanter with a 15 Charisma. He can enchant five items in a single day. He can have as many as seven enchanted items in existence at any given time.

A 1st-level enchanter can only imbue an item with a spell whose range is "You" or "Touch." Furthermore, the enchanter himself is the only one who can utilize the item.

THE AALEEAR ENCHANTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Resist Magic	Special
1	+0	+0	+0	+2	+1	Bonus feat
2	+1	+0	+0	+3	+1	
3	+1	+1	+1	+3	+2	
4	+2	+1	+1	+4	+2	Bonus feat
5	+2	+1	+1	+4	+3	
6	+3	+2	+2	+5	+3	
7	+3	+2	+2	+5	+4	Bonus feat
9	+4	+2	+2	+6	+4	
10	+4	+3	+3	+6	+5	

At 3rd level, the enchanter becomes able to imbue spells whose range is "You" for the use of other people. For example, the enchanter could imbue a normal ring with *blink* that could then be used by another person. Furthermore, the enchanter can imbue ranged spells for use by himself alone.

At 5th level, the enchanter acquires the power to imbue "Touch" range spells for the use of others. He could, for example, enchant a gaunt-

let with *shocking grasp* for another a member of his party to use in combat.

Finally, at 7th level, the enchanter is able to imbue any spell he can cast into an item for anyone to use. In all cases, all spell effects are determined by the enchanter's actual caster level, not by his level as an enchanter.

Enchanted items are activated by a command word chosen by the enchanter at the time he imbued the item with magic. Activating an enchanted item is a standard action that does not provoke an attack of opportunity. Once a spell has been expended from an item, the item loses its enchantment.

Bonus Feats: At the levels indicated in the table below, an enchanter receives a bonus feat. This feat must be chosen from the following list: Combat Casting, Spell Focus, Spell Mastery, Spell Penetration, any item creation feat, or any metamagic feat. In all cases, the enchanter must meet applicable prerequisites.

Recognize Enchantments: Enchanters have an intuitive understanding of magical dweomers that is honed by careful practice. He can use Spellcraft to identify a *glyph of warding* or a *symbol* without using *read magic*. For other Spellcraft uses, the aaleear enchanter enjoys a +2 competence bonus.

Resist Magic: As an enchanter increases in level, he is better able to resist the effects of harmful magic. His resistance bonus to saves against magic is shown on the class table.



ANAEMA

ANAEMA

Though they appear human, the anaema are an insubstantial race of humanoids living in a world they cannot completely touch. Anaema seem a somber people, focused on their lives and carrying on in spite of difficulties. They make homes for themselves within human societies, where these determined people build enclaves for their own kind. Though their neighbors may find them strange, the forthright anaema work to earn the trust of those upon whom they depend.

Many sages believe the anaema were brought from ethereal or astral homes. Who might have brought them and why are questions that have never been suitably answered, but their clearly unearthly nature leads many to suspect that the anaema come from an entirely different realm. Others surmise that the anaema are the remnants of a human nation, city, or perhaps family that was cursed or enchanted long ago. The similarities in appearance between anaema and normal humans are notable. The fact that some enchantments can easily bridge the gap between human and anaema could support either theory. The anaema do not know any more of their origins than do human sages.

Personality: Anaema are focused, determined, and pragmatic. They value what they have by how they use it. Gold and silver, gems, and

other forms of wealth are only useful to them in how it contributes to their lives—with the purchase of supplies and equipment. Anaema entertain themselves with music and tales, usually melancholy songs and tragic stories.

Anaema dislike waste. They lay careful plans and organize themselves efficiently to avoid wasted effort or supplies. They are meticulous in caring for their belongings and prefer to have old heirlooms and well-maintained equipment over anything new. However, they also examine anything they find to determine how it might be of use to them. Their determined avoidance of waste sometimes leads others to believe they are greedy.

The often-dour demeanor of the anaema stems from the focus required of them. It is a continuing effort for anaema to touch and interact with corporeal objects. When their concentration slips, physical objects can fall through their not quite incorporeal forms. Though such mishaps cannot kill them, it is nonetheless painful. Similarly, corporeal weapons are not lethal to anaema, but they are painful and can cause harm. Regardless of their partly ethereal state, anaema need to eat, drink, and sleep as much as a human does. However, consuming normal human food and drinks requires concentration and effort.



Physical Description: Anaema appear completely human. They stand between five and six feet tall and weigh 120 to 200 pounds. Anaema men are a little taller and a bit heavier than women. However, anaema exist in a partly incorporeal state. When interacting with entirely corporeal objects or creatures, their weight is slightly less than one-tenth its actual value. Anaema have skin color ranging from as pale as alabaster to lightly tanned. Their hair is brown, blonde, or light brown, and both men and women tend to keep their hair cut short. Their eyes are usually brown, but might also be blue, green, or gray. Anaema dress simply. Their plainly cut clothes and lack of ornamentation are a reflection of pragmatic beliefs.

Like humans, anaema reach adulthood at 15 and live less than 100 years.

Relations: Anaema share solid working relationships with humans, particularly in larger cities where the greater diversity leads to less prejudice against the only partly corporeal anaema. The anaema feel no kinship for gnomes, halflings, or elves—partly because the flighty or carefree manner of these races is a sometimes-painful reminder of a life the anaema themselves cannot have. Anaema tolerate dwarves and half-orcs as well as humans, though they prefer the company of the more reliable dwarves.

Human reactions to anaema depend on the society. Most humans find the “spirit men” disturbing, distant, and bitter. Those humans accustomed to anaema personalities see the same flaws but tend to be more forgiving. Dwarven reactions to anaema are a little better, perhaps because of their own dour personalities. Half-orcs seldom seem to care. Elves consider the anaema to have an insufferable lack of patience and usually try to avoid them. Gnomes and halflings prefer to ignore the anaema, whom they see as having no sense of humor or drive to change.

Alignment: Anaema show distinctive lawful tendencies. Chaotic, haphazard behavior only brings waste and loss, which they cannot abide. Too pragmatic to be truly good-natured, anaema are neither selfish nor

greedy and show no fondness for evil—most fall somewhere between the two.

Anaema Lands: Anaema do not hold nations themselves. Rather, they form communities of their own within human kingdoms. Because an anaema on his own is more susceptible to the difficulties of the corporeal world, these people strive to stay together. The communities they form are designed to meet their specific needs. Anaema raise all the food they can, make their own clothes, and buy tools from anaema blacksmiths. Despite the efforts and precautions, anaema cannot rely on what they make for themselves. Anaema communities are invariably built within or near human cities and the anaema make every effort to maintain friendly relations with those around them. Without the trade and mercantile interests of human lands, anaema would be hard pressed to survive.

Anaema have learned that by magic or by force of will they can interact normally with the mundane world. Anaema sorcerers developed the skills necessary to bridge the gap between their people and the humans around them. They learned to craft “spirit tools,” mundane objects enhanced by subtle magic so that anaema can interact normally with them. Though this method does allow anaema to use otherwise mundane objects easily, the time and energy expended in crafting these tools result in goods that are often significantly more expensive. Tiny (or smaller) goods and weapons as well as small shields cost an additional 25 gp. Small items and weapons, large shields, and light armor cost an extra 50 gp. The cost for medium-size items and weapons, tower shields, and medium armor is increased by 75 gp. Large items and weapons and heavy armor cost an additional 100 gp. Anaema can use normal human goods, but they will have some difficulty. Magical items of any kind present no problems. Anaema can easily wear magic armor and may just as easily be killed by a magic sword.

Religion: Anaema follow human gods, usually those of law, justice, and craftsmanship. They take grim satisfaction in feelings of justice and retribution, as many anaema feel they have been wrongly cursed or tormented. The common opinion is that they were changed from normal humans to their current state by the machinations of a powerful wizard or a divine curse.

Though many anaema have striven for a way to reverse their condition, none have succeeded. Some believe that magic cannot change them and that their insubstantial state is a punishment for some ancient wrong. Those who believe in this view try to teach their kin to accept their fate and avoid the unwarranted pride that may have caused their downfall.

Language: The Anaeman language seems to be a variant of Common. Anaeman uses the same alphabet as Common, and the two languages often sound quite similar. Whether this is indicative that Anaeman developed from Common or that the anaema have adapted their language is unclear. The anaema rarely use their native language, preferring to use Common exclusively.

Names: Anaema model themselves after human society. They are more concerned with fitting in with their neighbors than with preserving a history or culture of their own. As a result, they use human names matching the region or society near them.

Adventurers: Adventurers among the anaema are rare. There is a strong sentiment among their people that each should do his duty and fulfill his place. They have little respect for those who try to go their own way, believing that such irreverent independence only leads to disaster. Because of this feeling, anaema adventurers are most likely those who failed to fit in with their own people. Lone anaema are often courageous and determined, leaving their home and family in an effort to forge their own path and perhaps discover some way to break the curse that lingers over their heads.

Anaema do have other reasons to adventure. Rather than breaking free of anaeman society, some stalwart adventurers set out in an effort to help or free their people by seeking out powerful magics. It is common knowledge among the anaema that magic affects their people as easily as it does normal men. This has led many to believe that suitably powerful ancient magics could break their curse and change their people. Such adventurers often have the blessing, if not the confidence, of their kin.

ANAEMA RACIAL TRAITS

- **+2 Constitution:** Anaema are a hardy race, having endured significant trials.
- **Medium-size:** As Medium-size creatures, anaema have no special bonuses or penalties due to their size.
- **Anaeman base speed is 30 feet.**
- **Insubstantial:** Damage from non-magical sources is considered subdual damage. Anaema are immune to non-magical poisons, which cannot properly interact with their bodies. Weapons and poisons from an ethereal source have their full normal effects. Anaema cannot pass through solid objects as incorporeal creatures can. An anaema's body flows around corporeal attacks, but they cannot move through openings any smaller than a normal human could.
- **Spirit Tools:** Anaema-made equipment has full normal effect for both anaema and corporeal creatures but not for wholly incorporeal creatures (such as ghosts).



- **Concentration Required:** Anaema must maintain focus to interact with purely corporeal objects. To pick up or use a corporeal object or to interact with a corporeal creature, anaema must make a Concentration check (DC 15). For continued interaction, they must make this check every 10 minutes. As long as anaema are not rushed or threatened they may take 10 or take 20 on these checks normally.

Continual interaction reduces the anaema to one partial action per round unless he succeeds at a Concentration check (DC 15) each round. If he chooses to make this check each round (and take advantage of his normal standard actions), he may not take 10 or take 20 on these rolls.

If the Concentration check fails, corporeal items being carried are dropped. Corporeal objects worn, such as armor or jewelry, fall through the anaema's body, causing significant pain. Small worn items (rings, amulets, or belts) cause only 1 point of subdual damage. Larger worn equipment, such as armor, causes 1d6 points of subdual damage.

- **Weakness:** When successfully interacting with wholly corporeal objects or creatures, an anaema's Strength is effectively 6 points lower (minimum of 1). Anaema lack fully corporeal bodies and are unable to use their full strength with corporeal objects. When using magic weapons or anaema-made objects and equipment, they may use their full strength.

- **Automatic Languages:** Common and Anaeman. **Bonus Languages:** Any (other than secret languages, such as Druidic). Anaema live among human society and may learn the same range of languages that humans know.

- **Favored Class:** Sorcerer. A multi-class anaema's sorcerer class does not count when determining whether he suffers an XP penalty for multiclassing.

- **Level Equivalent:** Class levels +3.

CRAFT ANAEMA TOOL [ITEM CREATION]

The anaema has learned to create “spirit tools” with which anaema and humans may each interact normally.

Prerequisite: Spellcaster level 1st+.

Benefit: The character may create quasi-magical tools, weapons, armor, and items of equipment that can interact with both anaema and humans. This process takes 1 day per item (or set of smaller related items). Tiny weapons and goods or small shields cost 10 gp and 5 XP. Small items and weapons, large shields, and light armor cost 20 gp and 10 XP. Medium-size goods and weapons, tower shields, and medium armor cost 30 gp and 15 XP. Large items and weapons or heavy armor cost 40 gp and 20 XP.

ANAEMAN CRAFTER

Well respected among their people, the anaeman crafters are renowned as diligent sorcerers, wizards, and priests. They help their people—and themselves—by constructing and enchanting magic items that can help ease the day-to-day lives of the anaema. Their work is difficult and often dangerous, for their never-ending quest to supply their people with magical power leads the crafters not only to their temples and laboratories but also to ancient ruins and lost dungeons.

Sorcerers are common among the anaema and often work to become crafters. Clerics and wizards also become crafters, though there are few anaema with those skills. Bards are rare among these solemn people.

NPC crafters spend a great deal of time working on their creations. They regularly go on adventures to gather the resources they need as well as to continue their ongoing search for useful magic. Though they focus on the magical needs of their communities, they also seek out other goods that might help them and their kin survive and prosper.

Hit Dice: d6.

REQUIREMENTS

To qualify to become an anaeman crafter, a character must fulfill all the following criteria.

Race: Anaema.

Concentration: 5 ranks.

Two Craft Skills (any type): 8 ranks in each.

Knowledge (arcana): 5 ranks.

Spellcraft: 5 ranks.

Feats: Craft Anaema Tool.

CLASS SKILLS

The anaeman crafter’s class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (all skills, taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

Skill Points at each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the anaeman crafter prestige class.

Weapon and Armor Proficiency: A crafter gains no armor or weapon proficiencies.



THE ANAEMAN CRAFTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+0	+2	Craft focus	+1 level of existing class
2nd	+1	+0	+0	+3	Bonus feat	+1 level of existing class
3rd	+2	+1	+1	+3	Shroud object	+1 level of existing class
4th	+3	+1	+1	+4		+1 level of existing class
5th	+3	+1	+1	+4	Incorporeal understanding	+1 level of existing class
6th	+4	+2	+2	+5	Bonus feat	+1 level of existing class
7th	+5	+2	+2	+5	Craft focus	+1 level of existing class
8th	+6	+2	+2	+6	Shroud creature	+1 level of existing class
9th	+6	+3	+3	+6		+1 level of existing class
10th	+7	+3	+3	+7	Bonus feat	+1 level of existing class

Craft Focus: At 1st level, an anaeman crafter may select an item creation feat he knows. All gp and XP costs for crafting magic items of that type are reduced by one-fourth. At 7th level, he may select an additional item creation feat to receive the same reduction in costs.

Bonus Feats: Throughout his career, an anaeman crafter studies a variety of crafting techniques. At 2nd, 6th, and 10th levels, an anaeman crafter gains a bonus item creation feat. If he already knows all item creation feats available to his highest spellcasting level, he may select a metamagic feat, Spell Focus, Spell Penetration, or Spell Mastery (only if he also has wizard class levels).

Shroud Object: Once per day, an anaeman crafter of 3rd level or higher may shroud a non-magical object so that it acts as if it were enchanted with the Craft Anaema Tool feat. Anaema can interact freely with the object without Concentration checks. The effect lasts 10 minutes per class level in anaeman crafter. Shroud object is a spell-like ability.

Incorporeal Understanding: Upon reaching 5th level, the anaeman crafter's study of magic and the insubstantiality of his people allows him to utilize some of the defensive ability of true incorporeal creatures. The character may apply his Charisma modifier (minimum +1 regardless of Charisma) as a deflection bonus to AC. This deflection bonus does not stack with any other deflection bonuses, such as those gained from *shield of faith* or a *ring of protection*.

Shroud Creature: At 8th level, an anaeman crafter may shroud another creature. This changes the creature to an insubstantial state. The target of this effect may now interact normally with anaema, but has the qualities of insubstantial, concentration required, and weakness as an anaema does. Unwilling targets may make a Will save (DC 10 + anaeman crafter class level) to negate the effect. Shroud creature is a spell-like ability and lasts 10 minutes per class level.

Spells per Day: An anaeman crafter continues training in arcane or divine magic as he progresses in levels. Thus, when an anaeman crafter gains a level, the character gains new spells per day as if he had gained a level in a spellcasting class he belonged to before the added anaeman crafter level. He does not gain any other benefits a character of that class would have gained.

If a character has more than one other spellcasting class, he must select the class to which he adds each level of anaeman crafter for purposes of determining spells per day when he adds the new level.

ANIMEN



ANIMEN

The outer planes are not metaphor or legend; they are real and their energies swirl around the worlds of the Material Plane. Throughout the ages, a rare few individuals—and even whole races—have been warped by planar energies, some more so than others. Ages ago, a surge of celestial power created a new race, and in the aftermath, led to the creation of another.

The animen are touched by a celestial plane of wild chaos tinged with benevolence, home to many outsiders with animal forms and the domain of shamanistic and totemic deities. They have a wide range of forms, but they are all one people. Beings with the heads of beasts but the minds and bodies of men, they are considered legendary in all but the wildest places.

Personality: As with most planetouched, animen are shaped by the energies that gave them birth. They are freedom loving, wild, and mostly benevolent, but theirs is a rough-edged benevolence shaped by a harsh and isolated life. They are quick to rage and quick to forgive, but if a deep and true wrong is done to them their fury is bound to tenacity, and they give no respite until they have extracted a full and just retribution. They are fundamentally creatures of passion: They feel nothing in moderation, but veer from emotion to emotion.

Other races that deal with them learn to accept their mood swings and their tendency to view the world as a series of superlatives. Every meal is the finest (or the worst), every battle the deadliest, every mountain the tallest. This is a stereotypical view, but it draws close to the truth. The animen do nothing meekly or reservedly—they do things utterly or not at all.

Physical Description: Animen appear human from the neck down, with skin colors and body types from all races of man. From the head up, each bears a properly scaled head of a vertebrate, land-dwelling animal. This animal is referred to as the animan's aspect. Some 80% of animen are mammalian, 10% reptilian, 5% avian, and 5% amphibian. There is no inheritance of aspects: A lion mated to a swan might well have a frog and a zebra as children. There is also no prejudice among their own kind as regards physical form; an elephant and a mouse can be friends, lovers, or deadly enemies as their own personalities dictate. The only constant seems to be that the animal heads match those of beasts found in the area where the animan was born—no polar bears are born in the deep tropics, for example. Likewise, the human portions of their bodies fit the dominant human ethnicity in the region in terms of skin color, average height and weight, and so forth.



Animen follow human norms for height and weight. They usually live 50 to 60 years and are considered adults by the age of 12 to 14.

Animen tend to wear simple clothing of hide or plant fibers and carry weapons of stone or bone. They wear colored stones or crystals as decoration. Some have weapons or tools of metal, either as the result of trade or taken as bounty after defeating a foe.

Relations: The greatest problem animen face in dealing with other races is overcoming the assumption that their animal aspect somehow dictates their personality. It is not true that all lion-aspected animen are warriors nor that all rat-aspected animen are thieves, but this is the way most outsiders treat them. Animen rarely encounter humans living in highly urbanized areas but often form alliances with nomads and tribesmen, sometimes becoming shamans or living totems. They tend to get on well with elves as both favor freedom and weal, even if the animen consider the elves to be a bit prissy and the elves consider animen uncouth. Gnomes and halflings are likewise treated with respect. Dwarves are encountered so rarely that both races consider the other a myth. Orcs and other humanoids have developed a legend that slaying an animan brings great fortune, and thus, half-orcs tend to be viewed as enemies until proven otherwise. A rare few evil animen have used humanoid superstition to become leaders of orc or hobgoblin warbands.

Alignment: Almost all animen are good, and the majority are neutral or chaotic good. Those animen who reject their celestial heritage and embrace evil are outcast, often after being branded or scarred. Many stories of shapeshifters and lycanthropes may have their origins in the acts of such animen.

Animan Lands: Animen dwell where animals dwell: in deep forests, in wide plains far from cities, in the hearts of swamps and the innermost reaches of rainforests, along the frozen tundra, and in forgotten mountain valleys. Most are fully nomadic; a few have quasi-per-

manent settlements that are inhabited for part of the year. Apart from these settlements, they build no cities or other structures except crude markers at points of religious or historical significance. When the paths of their travels take them across lands inhabited by other races, they may trade, fight, or change their habits—predicting which can be difficult.

Religion: Animen have a spiritualistic religion strongly centered on the belief that each of them remains bound to a creature living in the outer planes. Religious ceremonies involve connecting to this higher self and appealing to it for guidance and direction. The role of a religious leader is to guide the individual to his own transcendence, not to command or preach. Those for whom this goal of spiritual connection becomes all consuming often choose the path of the atavist (see page 20).

Language: Animen speak a highly altered form of Celestial, which has become their native tongue. Many also know Sylvan, and some scholars learn pure Celestial. Elven is also a common second language. Any who deal with non-animen on a regular basis will, of course, know Common. Many animen have trouble with different aspects of foreign languages due to their odd jaw and tongue constructions—a lion-aspected animan will speak Common with a very different accent than a hawk-aspected animan.

Names: Animan names consist of an accomplishment and a birth name, in that order. The accomplishment may change over time: It is usually the animan's greatest triumph or achievement. A lot can be learned about an animan's personality by considering what he believes to be his greatest achievement. Birth names are short and usually monosyllabic.

Animan Names: Deceiver-of-Hunters Vol, Finder-of-Good-Roots Mar, Ten-Foes-Slain Dav, and Weaver-of-Legends Kyl.

Humans and others tend to shorten these names, either using the birth name (Vol, Mar) or a nickname based on the accomplishment (Finder, Tenslayer). Animen used to such things bear this indignity with rough grace; an animan encountering humans for the first time might well come to blows the first time someone calls him "Fisher" rather than "Fed-the-Tribe-with-Full-Nets Drem."

Adventurers: While most animen prefer to remain with their own kind, there are many called to adventure for a variety of reasons. Some, feeling their heritage, simply desire to battle evil for its own sake or to accomplish good deeds beyond the prosperity of their own people. Not a few paladins over the centuries have come from such a background. Others, motivated more by ego, leave their homelands to find a more prestigious accomplishment with which to name themselves—bards still recount the saga of how Squirrel-Healer Mov quested until he became Demon-Slayer Mov, and how it still brought him no pleasure. Lastly, there are those who leave because they need to: They are hunting an enemy or seeking something their tribe needs. Regardless of their motives, their enthusiasm and ability will make them welcome in most bands of wayfarers.

Animan adventurers are most often rangers but barbarians and sorcerers are not unknown. While the path of the druid is also an appropriate calling for these beings, their low native wisdom makes druids rare. Those with regular contact with more civilized communities can learn the disciplined arts of the fighter or the shifty skills of the rogue. Animan storytellers may take up the path of the bard. Despite their general good nature, few animen can restrain their passions enough to walk the path of the paladin. Likewise, very few animen have the discipline to become wizards or monks, though these paths are not wholly closed to them.

ANIMAN RACIAL TRAITS

- +2 Constitution, -2 Wisdom: Animen are hardy and tough but lack self-discipline.
- +2 racial bonus on Spot and Hide checks, +4 racial bonus on Wilderness Lore checks: Animen live in the deepest wilderness and learn to know it well by the time they reach adulthood.
- Bestial Toughness: Animen are built tougher than men and a touch of their celestial heritage shines through. They receive a +2 toughness bonus to their Armor Class.
- Automatic Languages: Common, Animan, and Sylvan. Bonus languages: Elven, Celestial, Gnome, Gnoll, Orc.
- Druidic Tongue: Because of their close

ties with nature, non-druid animen can learn Druidic as a bonus language.

- **Skill Proficiency:** Wilderness Lore and Knowledge (nature) are always class skills for animen.
- **Bestial Heritage:** An animan may choose one of the following abilities to reflect his animal nature. The ability chosen should fit with the animan's aspect. All of these are extraordinary abilities.

Bite: The animan has learned to use his jaws as a weapon and can do 1d3 points of normal (not subdual) damage with a bite (lion, wolf, bear).

Fur: The animan, while still human in form, has thick hair covering more of his body, often colored as the fur of the animal whose aspect he possesses. This gives the animan a +4 racial bonus on saving throws against cold (polar bear, musk ox, walrus).

Inhuman Grace: The animan has some of the speed of his aspect and receives a +2 racial bonus to Reflex saves (gazelle, weasel).

Steadfastness: Something of the fundamental strength and resolve of the animan's aspect remains, and he receives a +2 racial bonus on Fortitude saves (bear, elephant).

Orneriness: The animan is stubborn and determined and receives a +2 racial bonus on Will saves (mule, cat).

Blood of the Hunter: The animan gains the Track feat (wolf, tiger).

Animal Acuity: One of the animan's senses is heightened, and he receives a +2 racial bonus on Spot or Listen checks when using that sense (hawk, cat, rat, dog).

Waterborn: The animan's aspect is a creature adapted to water, and he receives a +2 racial bonus on Swim checks (otter, seal).

Bounder: The animan's aspect is a creature renowned for leaping, and he gains a +2 racial bonus on Jump checks.

Fleet: The animan has some of the swiftness of his aspect and increases his base move-

ment by 10 feet (deer, cheetah).

- **Favored Class:** Ranger.
- **Level Equivalent:** Class levels +3.

ANIMAN ATAVIST

Despite assumptions and prejudice to the contrary, animen take on little of the personality and traits of their aspect, beyond appearance and possibly some minor special abilities. Some, however, are not content to have merely the visage of a lion or a frog. They seek to fully and truly make contact with their inner beast and then manifest it outwardly. They gain power, but they also lose a little of themselves.

Hit Die: d8.

REQUIREMENTS

To qualify to become an atavist, a character must fulfill all the following criteria.

Race: Animan.

Alignment: Any good.

Base Attack Bonus: +5.

Animal Empathy: 8 ranks.

Wilderness Lore: 6 ranks.

Handle Animal: 6 ranks.

Knowledge (nature): 5 ranks.

Feats: Skill Focus (Animal Empathy).

Languages: Celestial.

CLASS SKILLS

The atavist's class skills (and the key ability for each skill) are Animal Empathy (Cha), Balance (Dex), Climb (Str), Craft (Int), Handle Animal (Cha), Heal (Wis), Hide (Dex), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Knowledge (nature), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Search (Wis), Spot (Wis), Swim (Str), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the atavist prestige class.

Weapon and Armor Proficiency: Atavists are proficient with the club, dagger, dart, quarterstaff, spear, sling, longbow, shortbow, halfppear, throwing axe, sap, and greatclub. They

are proficient with light armor, but not with shields.

Aspect Tongue: The atavist gains the spell-like ability to *speak with animals* at will, but only with his aspect or very similar creatures.

Aspect Form: The atavist can *polymorph self* into a celestial form of his aspect once per day. This is in addition to any wild shape abilities he may have as a druid. The atavist can do this twice per day at 5th level and three times per day at 8th level. The atavist's caster level is equal to his character level.

Aspect Mount: The atavist may summon a Large, celestial version of his aspect that serves as a mount. Only the atavist may ride the mount, and his ride checks receive a +6 insight bonus. If the aspect mount is killed, the atavist must wait a month to summon another one.

Summon Aspect 1: Once per day, the atavist can cast a version of *summon nature's ally IV*, with the limitation that only the atavist's aspect, or closely related creatures, may be summoned. The atavist's caster level is equal to his character level.

Summon Aspect 2: Once per day, the atavist can cast a version of *summon nature's ally VI*, with the limitation that only the atavist's aspect, or closely related creatures, may be summoned. The atavist's caster level is equal to his character level.

Summon Aspect 3: Once per day, the atavist can cast a version of *summon nature's ally VIII*, with the limitation that only the atavist's aspect, or closely related creatures, may be summoned. The atavist's caster level is equal to his character level.



Elemental Resistance: As the atavist becomes more in tune with his celestial heritage, he gains a celestial's resistance to the elements. He gains elemental resistance 5 versus acid, cold, and electricity.

Bestial Fury: At 5th level, an animist may enter a state of berserk, animalistic rage, similar to a barbarian's rage ability. The atavist gains +6 Strength, +6 Constitution, and a +3 morale bonus on Will saves, but suffers a -2 penalty to Armor Class. Hit points are increased by 3 per character level due to the increased Constitution. These extra hit points vanish when the bestial fury ends. Furthermore, this power derives from an extraplanar source, and the atavist's attacks during the bestial fury receive a +2 enhancement bonus only for the purposes of overcoming damage reduction.

An atavist in the throes of bestial fury may not cast spells or use any skills that require concentration. Bestial fury lasts for 3 rounds + the character's Constitution

THE ANIMAN ATAVIST

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+0	Aspect tongue
2nd	+2	+0	+3	+0	Aspect form, summon aspect 1
3rd	+3	+1	+3	+1	Aspect mount
4th	+4	+1	+4	+1	Elemental resistance 5
5th	+5	+1	+4	+1	Summon aspect 2, bestial fury
6th	+6	+2	+5	+2	
7th	+7	+2	+5	+2	
8th	+8	+2	+6	+2	
9th	+9	+3	+6	+3	Damage reduction 5/+1
10th	+10	+3	+7	+3	Summon aspect 3

At the atavist's discretion, Fortitude and Reflex saves can be swapped, making Fortitude the good save. This must be decided when the first level of atavist is taken. It should tie in with the aspect of the character: Is it a "tough" animal or a "fast" animal?

modifier. When the bestial fury expires, the atavist is fatigued (-2 Str, -2 Con, cannot charge or run) for the duration of the encounter.

There is a dark side to this power, however, that makes it markedly different from barbarian rage. The atavist cannot end the bestial fury

prematurely. Furthermore, the atavist must make an attack action each combat round if possible, and if not, he must take whatever actions will enable him to make an attack as soon as possible (e.g., move closer to a foe if there are no foes in range). If all enemies are dead while the bestial fury is still in effect, the atavist will turn on his nearest comrade and attack with as much ferocity as he can.

Furthermore, once an atavist is wounded below 50% of his hit points, he must make a Will save with a DC of 10 + the attack's damage each time he is subsequently wounded. If the player fails the save, the character immediately enters bestial fury, if he has not already done so that day.

Atavists with levels of barbarian may use their rage ability as normal, in addition to bestial fury. A character may not enter fury while raging, or vice versa, and may not use either ability when fatigued.

Damage Reduction: At 9th level, the atavist is so attuned to his celestial nature that he becomes something of an outsider himself, gaining damage reduction of 5/+1.



ARTATHI



ARTATHI

The artathi are a proud race of felinids who live upon and rule the savannas and jungles of the south. They believe they are the sons and daughters of Ba en Aset and thus divine among the “lesser races” of the world. On a personal level, they are constantly seeking ways to prove their own worth; as a race they look for ways to expand their domains.

The artathi race is composed of seven different castes: three upper castes—Il’artathi (resembling lions), Tal’artathi (tigers), and Ahl’artathi (pumas); and four lower castes—Htak’artathi (lynx), Sal’artathi (cheetah), Dal’artathi (leopard), and Vyk’artathi (jaguar). Although members of one caste are capable of mating with those from another, the offspring from such a union are mongrels. Those unlucky enough to be tainted as such from birth are considered to be *letathen*, casteless ones, and are considered the lowest members of artathi society.

Personality: Artathi tend to be one of two types, and this often has as much to do with the caste in which they were raised than anything else. Il’artathi, Tal’artathi, Htak’artathi, and Vyk’artathi tend to be impulsive and quick to anger. Ahl’artathi, Sal’artathi, and Dal’artathi, on the other hand, are quick of wit, sly, and subtle in their dealings with others. Mongrels are almost always subservient to those of the

upper castes, but their frustrations will frequently manifest in a more violent temperament when dealing with anyone to whom they do not have to show deference—outsiders to Artathi society.

Physical Description: Artathi are essentially humanoid cats. They range from five to six feet in height (Vyk’artathi) all the way up to seven and a half to eight feet tall (Il’artathi), with a similar variance in weight. The members of the seven castes each resemble one species of big cat; the appearance of mongrels can vary widely but generally seems to favor a generic feature of little note (a tendency which increases with each generation of separation from “pure” stock).

Relations: Artathi generally have little patience for humans, considering their relatively chaotic societies, unfocused nature, and unstructured lives to be signs of weakness. However, there are some human cultures—typically those with sophisticated and well-ordered societies—the artathi respect.

The artathi almost universally view halflings and gnomes with disdain: Their cultures lack honor and their lifestyles suggest that of the *letathen*. Half-elves and similar races are, likewise, looked upon with distaste



as a result of their “mongrel” heritage. The artistic graces and fine taste of the elves generally earn them respect, but their more chaotic aspects seem a weakness to the artathi.

The artathi view of dwarves is more complicated: The castes with a more martial bent will generally appreciate their skills and endurance, while those castes with more delicate sensibilities tend to scorn their roughness.

Alignment: Artathi are typically lawful by nature, a result of their highly structured societies. Those who tend toward adventuring, however, often fall outside of this mold (particularly if they are mongrels). They are, after all, those who did not fit into the traditional strictures of their society.

Artathi Lands: The artathi race is one of divisions. The artathi of the jungle are different from those of the savanna; those of the upper castes are different from those of the lower castes; those of the city-states are different from those of the tribes. Mirroring these divisions of life are the conflicts that make up the artathi themselves: Cultural refinement justifies barbaric custom; social grace guides a warrior’s instincts; honor mixes with deception. Within artathi society, each of these subtle elements is lent an overwhelming importance, dictating a pattern of behavior and custom that is supremely elegant in its opaque complexity.

The artathi civilization seems, at first glance, to be centered on the isolated city-states that serve as the most basic elements of political power. Whether found on the savanna or within the jungle, these widely dispersed centers of population serve as the nexus points that guide the migrations of the nomadic tribes that represent the other half of the artathi population. In reality, however, the city-states are as dependent on the network of trade created by the tribes as the tribes are on the concentrated resources of the city-states.

The artathi also live within a strict caste society, largely defined by the possession of power as an expression of a caste’s proximity to Ba en Aset. The three upper castes are known as the Durek (literally “first children” in the artathi language), while the four lower castes are known as the Surek (“second children”). The mongrels, or casteless, are known as the Letathen (literally the “forgotten ones”). Each

of the three Durek castes possesses exactly nine households. The four castes of the Surek, on the other hand, have a varying number of households, ranging from the 12 of the Dal'artathi to the Hundred Houses of the Vyk'artathi.

In general, the Durek are more influential on the savanna, while the Surek are more influential in the jungle. However, there is no distinct or formal separation, and the Durek are still considered "closer to Ba en Aset" (and thus more powerful on an individual basis, at least in theory) throughout artathi society. The true division of power between the Durek and Surek lies in the selection of emperor and empress. The former is the "Divine Light of Ba en Aset" and "Father of the Seven Castes," holding supreme power over all living artathi. He is selected by the Durek from among their own ranks.

Similarly, the Surek select the empress. Her approval is required for any marriage to take place. For the lower members of a caste, this is frequently nothing more than a formality. For the upper (or royal) members of a caste, however, this approval is an absolute necessity. Because the emperor holds the ultimate political authority among the artathi, the empress' importance is frequently overlooked. However, her ability to control alliances and lines of succession within and between the households of the Durek and Surek is of supreme importance in shaping the political reality within which the emperor must function.

The emperor and empress, selected from different castes, are capable of producing only letathen offspring, preventing any attempts to form an imperial dynasty.

Religion: The artathi worship a single goddess, Ba en Aset. Her church represents a branch of power within artathi society that is related to but separate from that of the imperial and caste systems. Power within her church is divided into nine hierarchies, each representing one of the goddess' nine lives.

It is said that those who turn from the Church of Ba en Aset lose her favor, but the continued success of clerics and paladins who have fled from artathi society seem to belie such teachings. Perhaps even more damning of the Church's claim of orthodoxy are those of the

letathen who are gifted with divine favor. Such individuals are frequently forced to flee their homes, although many do so only with a vow to return and sweep the corruption and prejudice from their homelands.

Language: The artathi express their native tongue interchangeably through both their own writing and that of the Elven script. Each of the seven castes is noted for its excellence at various sorts of literature. The Ahl'artathi, for example, are known for their works of epic poetry. The Il'artathi are known best for their works on military strategy and conquest. The letathen are frequently illiterate, and those who can read rarely know more than the few pidgin phrases they need to go about their daily business.

Names: Artathi of the Seven Castes have names that are practically works of art. Each is composed of three parts. The Name of Birth (or el'nalak) is the shortest part and is given to the newborn artathi by the empress. These names are descriptive in the artathi language but are also selected from the Sethe'nalak (the Imperial Roll of Names). To have one's name added to the Sethe'nalak is considered one of the greatest honors of the artathi and can only be achieved by earning the extreme gratitude of the emperor and empress. Such a name would have been selected from among the Names of Honor (or sul'nalak), which precedes the Name of Birth. The number and variety of the Names of Honor depend entirely upon the artathi who possesses them, as they are earned throughout his life by demonstrated greatness in the eyes of the caste leaders. Finally, there are the Names of Caste (or artath'nalak). These follow the Name of Birth and are also attached at birth. The Names of Caste, however, are drawn through a complex ritual from the ancestors and caste-mates of the newborn, identifying his heritage to all who hear the full name.

Letathen are given only a Name of Birth, and such a name cannot appear on the Sethe'nalak.

Adventurers: Letathen, of all the artathi, are the most likely to become adventurers, fleeing a society that has oppressed them. Though it is rare for members of the Seven Castes to leave artathi society, those who are exiled or choose to leave are also frequently called down the path of adventure.

ARTATHI RACIAL TRAITS

MONGREL/LETATHEN

- +2 Dexterity, -2 Constitution.
- Medium-size: As Medium-size creatures, artathi have no special bonuses or penalties due to their size.
- Artathi base speed is 30 feet.
- Low-light Vision: Artathi can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +2 racial bonus on Hide and Move Silently checks. In areas of tall grass or heavy undergrowth, the Hide bonus increases to +6.
- +6 racial bonus on Balance checks.
- +2 dodge bonus. This bonus represents the artathi's uncanny natural instincts for danger. Any time a character loses his positive Dexterity bonus to Armor Class, such as when he's caught flat-footed, he loses his dodge bonus, too.
- If an artathi attacks unarmed with his claws extended, his unarmed strikes cause 1d6 points of damage. Unlike normal unarmed strike damage, this damage is not subdual damage. An artathi's Strength modifier is applied to this damage as usual. If an artathi attacks unarmed without his claws extended he causes 1d3 points of subdual damage.
- Automatic Languages: Common and Artathi. Bonus Languages: Elven, Draconic, Giant, Goblin, and Sylvan.
- Favored Class: Barbarian. A multiclass mongrel artathi's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing. In artathi society, mongrels are not given the disciplined training of fighters, but many still follow violent callings and the barbarian's rage comes naturally to them.

ARTATHI CASTES

Il'artathi (Lion): Six of the last seven emperors have been of the Il'artathi, a result of the caste's tremendous political strength. Physically the largest of the artathi castes, the sons and daughters of the Il'artathi have spent centuries training as powerful, elite warriors and inimitable political foes. The families of the Il'artathi place great importance on the artathi concepts of honor, leading to individuals who are either truly noble or simply loud and self-righteous. Il'artathi have the standard artathi racial traits, with the following exceptions:

- +2 Strength, -2 Dexterity.
- Favored Class: Paladin.

Tal'artathi (Tiger): While the Il'artathi rule within the secular world, the Tal'artathi control the realm of spiritual power within artathi society. Members of the Tal'artathi fill the highest ranks of the Church of Ba en Aset. Of the three upper castes, they are the most conservative in their outlook, preferring to prepare for long-term gain rather than short-term benefits—an attitude they typically carry into their personal lives, as well. Tal'artathi have the standard artathi racial traits, with the following exceptions:

- Favored Class: Cleric.

Ahl'artathi (Puma): To the casual observer, it is clear that—among the Durek—it is the Il'artathi and Tal'artathi who rule, mutually controlling the state and the church. To those with a greater awareness, however, the power and influence of the Ahl'artathi becomes clear. The families of the Ahl'artathi are subtle and clever, choosing to wield their power from behind a number of pawns and servants within the other castes. Their political cunning is only heightened by the mystical achievements of their schools of magic. Their influence among the Durek is great, but their influence among the Surek is greater yet. Ahl'artathi have the standard artathi racial traits, with the following exceptions:

- +2 Intelligence, +2 Charisma, -2 Constitution.
- Favored Class: Sorcerer.

Htak'artathi (Lynx): Possibly the strongest caste of the Durek politically speaking, the families of the Htak'artathi are most prominent

in the jungle, dominating every layer of society there. They are also gifted trackers, and many of their sons and daughters have served with distinction on the frontiers. Htak'artathi have the standard artathi racial traits, with the following exceptions:

- Favored Class: Ranger.

Sal'artathi (Cheetah): The smallest caste of the Surek (and, in many ways, the one most similar to the castes of the Durek), the Sal'artathi are a proud people, in no small part because the other castes, while respecting their unique gifts, tend to look down upon them at the same time. The Sal'artathi families possess a secret knowledge and philosophy. Sal'artathi have the standard artathi racial traits, with the following exceptions:

- +4 Dexterity, -2 Constitution, -2 Strength.
- Sal'artathi base speed is 40 feet.
- Favored Class: Monk.

Dal'artathi (Leopard): Of all the Seven Castes, the Dal'artathi are the least specialized. Members of this caste can be found throughout the lower rungs of artathi society. Dal'artathi also tend to have the greatest tolerance (and, in some cases, even respect) for the letathen. Dal'artathi have the standard artathi racial traits, with the following exceptions:

- Favored Class: Rogue.

Vyk'artathi (Jaguar): The largest of the Seven Castes, the Vyk'artathi are the foot soldiers of the artathi's imperial conquests. All of the major Vyk'artathi families have long histories in the military and take great pride in their accomplishments. Elder sons of these families (those most likely to pursue military careers) tend to emulate the members of the Surek in their pursuit of excellence. Vyk'artathi have the standard artathi racial traits, with the following exceptions:

- +2 Strength, -2 Intelligence, -2 Charisma.
- Favored Class: Fighter.

Snow Leopards: It is said that a race much like the artathi live in the cold lands of the northern wastes. Known as the syltath, these "snow



ARTATHI

leopards" seem well adapted to their winter climes. Compared to the artathi, they are a simple people, living in small tribes by a brutish code of honor. If they are truly related to their southern cousins, it is unclear how—or when—this strange migration happened. Syltath have the standard artathi racial traits, with the following exceptions:

- +2 Strength, -2 Dexterity.

THE CHOSEN OF BA EN ASET

Artathi culture values honor and valor in combat above all else, and the warriors they honor above all others are the Chosen of Ba en Aset, an elite selected by the goddess to serve her in times and places of greatest need.

Members of the chosen are marked at birth by the image of either a sun or cat's eye on their foreheads. They are typically trained rigorously throughout their youth. Those who are successful in purifying their bodies and minds are granted mystical powers with which to fight the foes of the artathi people.



One of the closely guarded secrets of artathi society is that members of the letathen are commonly born with the mark of the chosen. Such individuals are usually spirited away from their parents and raised in secrecy and anonymity. Some letathen with the mark have been known to escape artathi society, often in ignorance of their birthright.

Although it is rare, it is not impossible for an artathi to earn the mark of the chosen later in life, usually through deeds directly in the service of the goddess.

REQUIREMENTS

To qualify to become a chosen of Ba en Aset, a character must fulfill all the following criteria.

Race: Artathi.

Base Attack Bonus: +6.

Feats: Power Attack, Cleave.

Alignment: Chaotic or good, not evil.

CLASS SKILLS

The chosen's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Concentration (Con), Craft (Int), Jump (Str), Knowledge (religion) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis),

Ride (Dex), Swim (Str), and Tumble (Dex).

Skill Points at Each Level: 2 + Int modifier

CLASS FEATURES

All of the following are class features of the chosen of Ba en Aset.

Weapon and Armor Proficiency:

The chosen of Ba en Aset are proficient in all simple and martial weapons and with all types of armor (heavy, medium, and light). They are not proficient with shields.

Unarmed Attack: The chosen are highly trained in fighting unarmed, giving them considerable advantages when doing so. They deal more damage than normal and gain the benefits of the Improved Unarmed Strike feat (and thus do not provoke attacks of opportunity). This ability is otherwise identical to the monk's

unarmed strike class feature (PHB 39).

Evasion: One of the chosen can avoid even magical and unusual attacks with great agility. If he makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, the chosen instead takes no damage. Evasion can only be used if the chosen is wearing light armor or no armor. Evasion is an extraordinary ability.

Detect Evil: At will, the chosen can *detect evil* as a spell-like ability. This ability duplicates the effects of the spell *detect evil*.

Stunning Fist: At 2nd level, a member of the chosen gains the Stunning Fist feat, even if he does not meet the prerequisites for the feat.

Aura of Courage: Beginning at 3rd level, the chosen are immune to fear (magical or otherwise). Allies within 10 feet of the chosen gain a +4 morale bonus on saving throws against fear effects. Granting the morale bonus to allies is a supernatural ability.

Divine Grace: At 4th level, the chosen apply their Charisma bonus (if positive) to all saving throws.

THE CHOSEN OF BA EN ASET

	Base				Unarmed					
Class	Attack	Fort	Ref	Will	Attack	Unarmed				
Level	Bonus	Save	Save	Save	Bonus	Damage	AC Bonus	Special	Mystic Disciplines	
1	+1	+2	+0	+0	+1	1d6	+1	Unarmed strike, evasion	Light	
2	+2	+3	+0	+0	+2	1d6	+1	Detect evil, stunning fist	Fleetness of foot	
3	+3	+3	+1	+1	+3	1d6	+1	Aura of courage	Daylight	
4	+4	+4	+1	+1	+4/+1	1d8	+2	Divine grace	Fireball	
5	+5	+4	+1	+1	+5/+2	1d8	+2	Purity of body	Telekinesis	
6	+6	+5	+2	+2	+6/+3	1d8	+2	Improved trip	Improved invisibility	
7	+7	+5	+2	+2	+7/+4/+1	1d8	+3	Wholeness of body	Lesser geas	
8	+8	+6	+2	+2	+8/+5/+2	1d10	+3	Improved evasion	Wall of force	
9	+9	+6	+3	+3	+9/+6/+3	1d10	+3	Diamond body	Dismissal	
10	+10	+7	+3	+3	+10/+7/+4/+1	1d10	+4	Diamond soul	Antimagic field	

Mystic Disciplines: Uses Per Day

Class	Fleetness			Improved			Lesser	Wall of		
Level	Light	of Foot	Daylight	Fireball	Telekinesis	Invisibility	Geas	Force	Dismissal	Antimagic Field
1	1	0	0	0	0	0	0	0	0	0
2	2	1	0	0	0	0	0	0	0	0
3	3	2	1	0	0	0	0	0	0	0
4	4	3	2	1	0	0	0	0	0	0
5	5	4	3	2	1	0	0	0	0	0
6	6	5	4	2	2	1	0	0	0	0
7	6	6	5	3	2	2	1	0	0	0
8	6	6	6	3	2	2	2	1	0	0
9	6	6	6	4	3	2	2	2	1	0
10	6	6	6	4	3	3	2	2	2	1

Purity of Body: At 5th level, a chosen gains control over his body's immune system. He gains immunity to all diseases except for magical diseases such as mummy rot and lycanthropy.

Improved Trip: At 6th level, a member of the chosen gains the Improved Trip feat for free (PHB 83). He need not have the Expertise feat, normally a prerequisite.

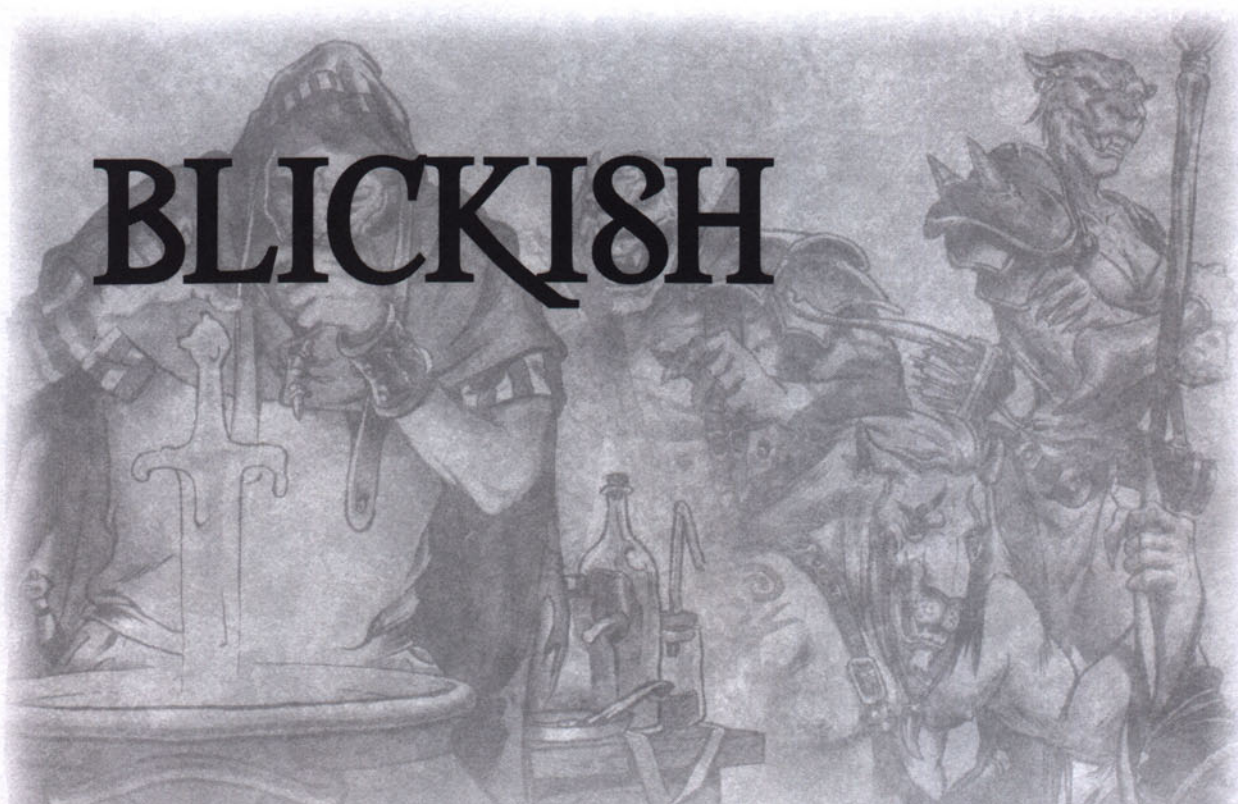
Wholeness of Body: At 7th level, the chosen can cure their own wounds. They can cure up to twice their character level in hit points each day, and they can spread this healing out among several uses.

Improved Evasion: At 8th level, the chosen's evasion ability improves. He still takes no damage on a successful Reflex saving throw, but henceforth he takes only half damage on a failed saving throw.

Diamond Body: At 9th level, the Chosen are gifted by Ba en Aset with a perfection of body, granting them immunity to poisons of all kinds. Diamond body is a supernatural ability.

Diamond Soul: At 10th level, the chosen gain spell resistance. Their spell resistance equals their class levels + 10. In order to affect the atavist with a spell, a spellcaster must roll the atavist's spell resistance or higher on 1d20 + the spellcaster's level.

Mystic Disciplines: At each level, a chosen gains a mystic discipline. Mystic disciplines are spell-like abilities that operate according to the spell of the same name (with the exception of fleetness of foot, which works like the *expeditious retreat* spell).



BLICKISH

The blickish were born in ancient times, the children of a celestial and a halfling. The mating of two planes imbued blickish with several distinct characteristics, most notably their ability to *blink* short distances. This gift brought blickish unwanted prejudice and persecution in times past, so they closely guard their true identities and use their talents only when necessary. With a small population dispersed among hidden enclaves, they conceal their proud heritage to survive. Those who venture out into the world often masquerade as halflings, hiding their past in the face of a boastful, intolerant society.

Personality: Blickish often adopt personality traits of halflings when among others but don't always successfully repress their own natural tendencies. They share the halfling penchant for curiosity and a daring spirit to survive. They enjoy comfortable accommodations and good food when available but restrain themselves from complaining when such amenities aren't present. Unlike halflings, blickish do not obsess about collections. Given their history of persecution, blickish have become wary of accumulating wealthy possessions that aren't easily portable.

Blickish are overly sensitive to persecution. Once offended, their seemingly casual exte-

rior quickly evaporates to reveal a deadly serious and vindictive nature. Having celestial parentage, however distant, has earned blickish fear and suspicion from other races. They often become targets because of their small stature and inevitably feel like others single them out for repression. Blickish resent that they must avoid using their powers openly, lest they arouse interest and invite oppression. Although they are inwardly proud of their celestial heritage, they constantly act as if they have something to prove. Blickish inevitably allow this pride to drag them into trouble.

Physical Description: The blickish physique retains many similarities to that of halflings. They average about three feet in height, though they typically weigh 35 to 45 pounds, depending on the density of their build. They mature at 20 and live as long as 300 years.

Blickish have more hair than most halflings. Most shave their facial hair regularly and trim their bushy eyebrows and tufted ear-tips to better blend into halfling society, but some take pride in elaborately styled mustaches and beards. Their eye color also diverges from that of halflings. Stunning blue, green, and hazel eyes set them apart from others—it also lends a distant, cold quality to their gaze. Slightly elongated incisors also give blickish a canine

appearance that enhances their toothy grin with a sinister edge.

Blickish assume the same style of dress as halflings—simple, comfortable attire—though they sometimes adorn these with items of wealth as a practical means of carrying it with them.

Relations: Blickish interact with others well enough but prefer to remain distant when they can. When concealing their half-breed celestial nature, they blend well into halfling society. Many marry true-bred halflings, instilling their blickish heritage in their children or allowing it to die out as their personal secret. They often situate their homes and farms on the outskirts of such settlements or on the edge of halfling neighborhoods in cities. Blickish must reach a careful balance between detachment and society to survive. If they depend too much on others, they risk revealing the secret of their heritage to those close enough to inflict the greatest harm.

Blickish are not as easy-going as halflings, but manage to tolerate others. They deal well with humans, who seem more accepting of differences among other races. Blickish often bond with outcasts who persevere despite stigma. They respect those who stand up to tyranny, particularly those who come to their aid.

Those who know a blickish's true nature fear them as celestial half-breeds and often suspect them of burglary, espionage, and other mischief caused by those with the ability to blink through walls. Those realms with strict lim-



BLICKISH



its on the use of magic relentlessly persecute blickish as untrustworthy sorcerers.

Alignment: Blickish tend toward neutrality with occasional streaks of lawfulness. They prefer to remain neutral in matters outside their basic need to persevere. Should anything threaten their safety, however, blickish are quick to make sacrifices to ensure survival of their kind.

Despite their frequent persecution, blickish have good tendencies. They care for the oppressed, offer aid to those in need, and stand up to tyranny, all because the blickish have faced these same obstacles.

Blickish Lands: Blickish have no kingdom to call their own. Like halflings, they live by the grace of strangers, inhabiting settlements in the realms of other races. Blickish populate halfling villages in single families or small groups. Many move about with the more transient halfling communities that travel to regions of new opportunity. Those treated as outcasts roam the countryside seeking new homes where people won't persecute them. Many wander forever looking for a village or even an individual who will accept them for their true nature.

Religion: Blickish worship their ancestors, whom they believe watch over them as spirits who can affect the physical world. Blickish carry on their heritage through stories of their forebears who persevered through adversity, survived persecution, and found happiness in isolated regions where they could live undisturbed. Each family maintains its own pantheon of venerated personalities, reserving special dates for remembrances of various deeds. For instance, one family might revere Great Uncle Thammar, telling stories of his valor and determination at the Ambush at Golos on his birthday and on the date of the battle. Religious objects include paintings and statuettes of forebears, or heirlooms passed down for generations.

Above all, blickish honor the memory of their supreme ancestors, the hound archon Ulmagnus and the halfling Chevelle, who devoted their lives to each other to raise a family. Blickish worship them as ideals of hearth and home.

Those blickish living within halfling communities often show outward reverence for their hearth-gods but maintain their own beliefs in secret. As outcasts constantly living in fear of discovery, blickish believe all traditional deities have turned their backs on them. They don't openly resent the gods, but don't pray to them, either.

Language: Blickish speak and write Common and Halfling. They often adopt the language of those gracious enough to let them inhabit their lands: For instance, blickish living in an elven domain are fluent in Elven. Although their heritage gives them an innate ability to understand Celestial, Infernal, and Draconic, blickish avoid using these tongues in public. They sometimes use these languages to communicate privately among themselves but fear others might overhear and learn their true nature.

Names: Blickish naming conventions follow those of halflings. For many, their true blickish family names remain concealed behind more traditional halfling names. Individuals often carry the names of revered ancestors as a show of honor and a sign of their heritage. The most

popular first names are those of Ulmagnus and Chevelle: Few outsiders realize the significance these names have, for the blickish rarely share the tale of their origins with strangers.

Male Names: Bethar, Dirren, Gallus, Thammar, Ulmagnus, Veller.

Female Names: Anava, Chevelle, Dirra, Halla, Merevar, Navine, Shara.

Family Names: Dewmeadow, Gladwing, Sharptooth, Smokehollow, Strutter, Wandring.

Adventurers: Blickish frequently wander. Some search for a new home in an accepting community; others hope to prove themselves and find their way in the world. Young blickish often set out on roaming quests, dedicating themselves to aiding anyone they find suffering at the hands of tyranny. Through these experiences they hope to make a small difference in the world. They often join transient bands of adventurers, seeking opportunities to gain wealth and notoriety, as well as acceptance into a broader section of society. Adventurers also tend to encounter those who most require assistance fighting the iron gauntlet of oppression.

Since years of persecution have scattered many blickish, some leave their homes to seek lost relatives or hidden settlements. During their travels, adventuring blickish search for rumors of lone, wandering halflings fleeing to unknown regions. As they follow these leads, they work to hone their survival skills and gain enough wealth to take care of themselves and others who might depend on them.

BLICKISH RACIAL TRAITS

- +2 Charisma, +2 Strength, -2 Constitution, -2 Wisdom: The blickish heritage gives them good looks and greater physical might. Their small stature has difficulty supporting such muscle, and their pride often clouds their judgment.
- Small: As Small creatures, blickish gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of Medium-size characters.
- Blickish base speed is 20 feet.

- +2 racial bonus on Intimidate checks. The icy stare from their eyes and the menacing canines in the blickish smile can have an unnerving effect on others.

- Track: Blickish have the ability to follow the trails of others across most types of terrain. This ability is identical to the Track feat.

- Blink: Blickish enjoy an ability to *blink* in and out of the material plane like the spell of the same name (PHB 180). Consider the blickish a 5th-level caster for all spell effects dependent on level. Blickish do not *blink* without difficulty. Moving from the ethereal to the material plane scrambles their conscious thoughts and short-term memories for a moment afterward, but they can quickly recover from this disorientation and set about their purpose. In the round when they return to the material plane, blickish must make a Will save (DC 10) to regain their sense of purpose. Should they fail, they can only take defensive action, reacting instinctively to immediate threats. Blickish can roll their Will save once per round until they succeed. Otherwise they remain aimless and confused about their immediate objectives. Blickish may blink up to three times per day.

- Automatic Languages: Celestial, Common, Draconic, Halfling, and Infernal. Bonus Languages: Dwarven, Elven, Giant, Gnoll, Gnome, Goblin, and Orc. Blickish understand the language of those among whom they live, but also those from whom they descend. They rarely use their ancestors' languages in public lest they betray their true heritage.

- Favored Class: Rogue. A multiclass blickish's rogue class does not count when determining whether he suffers an XP penalty for multiclassing.

- Level Equivalent: Class levels +1.

BLICKISH INFILTRATOR

Blickish respect the infiltrator as one of the most common folk heroes in their culture. These vigilantes prefer stealth to strength but are also fully capable of fighting ruthlessly when defending themselves and others. Infiltrators use their talents to enter close-guarded areas to achieve certain moral



objectives—most often releasing a prisoner, returning stolen goods, or aiding a fellow in danger. They exist to aid the downtrodden, save those beyond hope, and champion lost causes. Although this profession has the potential for dishonorable conduct like thievery, assassination, and espionage, blickish infiltrators hold themselves to high standards of conduct. They believe all their actions are observed by the spirit of their noble ancestor Ulmagnus, the epitome of self-sacrifice for the good of others. To act ignobly would dishonor their forefather and shame their people.

Many blickish infiltrators rise from the ranks of rogues, fighters, paladins, rangers, and others skilled in the arts of surreptitious entry and defense. Members of magic-using classes frequently focus their spells to improve their chances of stealthily entering forbidden areas, defending themselves, and escaping.

People who encounter NPC blickish infiltrators initially believe they are wayward halflings, loners who keep to themselves but stand up to defend others. They wait quietly on the sidelines until a strong tyrant begins abusing the weak or they hear of an innocent who requires help. Infiltrators seldom band together—only when they face overwhelming odds do they join forces. Nobles whose fiefs shelter blickish settlements sometimes call upon infiltra-

tors to rescue citizens captured by enemy powers or to retrieve stolen artifacts of great significance. Infiltrators do not work for money but to fulfill their sense of honor, pride, and duty to those in need.

Hit Dice: d10.

REQUIREMENTS

To qualify to become a blickish infiltrator, a character must fulfill all the following criteria.

Race: Blickish.

Alignment: Any lawful.

Base Attack Bonus: +6.

Feats: Dodge, Improved Disarm, Iron Will.

Intuit Direction: 4 ranks.

Move Silently: 2 ranks.

CLASS SKILLS

The infiltrator's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Wis), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (Wis), Search (Int), Spot (Wis), and Tumble (Dex).

Skill Points at Each Level: 8 + Int modifier.

CLASS FEATURES

All of the following are class features of the blickish infiltrator prestige class.

Blink Increase: Infiltrators gain an increase in the number of times they may *blink* each day. At 2nd level they can *blink* up to four times per day; this increases to five times per day at 7th level and to six times per day at 10th level. Each time they *blink*, infiltrators must make a Will save (DC 10) to recover from the disorientation of returning to the Material Plane.

Piggyback Blink: Infiltrators learn to expand their blinking ability to bring others with them into the ethereal plane and *blink* back into the material plane. This technique increases the range of the infiltrator's blink power from personal to touch, allowing them to *blink* with one other person at 1st level, two people at 5th

THE BLICKISH INFILTRATOR

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+2	+1	+2	+2	Piggyback blink (1)
2nd	+2	+1	+2	+2	Blink 4/day
3rd	+3	+1	+2	+2	
4th	+3	+2	+3	+3	Ethereal jaunt
5th	+4	+2	+3	+3	Piggyback blink (2)
6th	+4	+2	+3	+3	Celestial aid
7th	+5	+3	+4	+4	Blink 5/day
8th	+5	+3	+4	+4	
9th	+6	+3	+4	+4	Piggyback blink (3)
10th	+7	+4	+5	+5	Blink 6/day

level, and up to three at 9th level. The infiltrator and any “passengers” are bound at the time they enter the ethereal plane, so the blickish cannot let go of his companion and leave him stranded there. Both reappear on the material plane when and where the infiltrator returns, regardless of how far they might have wandered apart on the ethereal plane. The piggybacked person must make a Will save (DC 15) to shake off the disorienting effects of blinking or suffer the same confusion as a blickish who fails such a save. The infiltrator must still respect his limits on the number of times he may *blink* per day.

Ethereal Jaunt: At 4th level infiltrators gain the ability to make themselves and their equipment ethereal, as the arcane spell *ethereal jaunt* (PHB 201). They may invoke this power once per day as casters of twice their infiltrator level. Upon returning to the Material Plane, blickish require a Will save (DC 10) to regain their sense of purpose.

Celestial Aid: Blickish draw on the power of their ancestors when traveling between the material and ethereal planes. This activity reinforces their tenuous bonds with hound archons, kinsmen of the blickish progenitor Ulmagnus. When they attain 6th level, infiltrators gain the ability to summon a hound archon to come to their aid, as if they were a 9th-level caster using the *summon monster V* spell (PHB 258). The infiltrator draws on the pain of her own wounds to reach across the ethereal plane and call a celestial—he can only invoke this power in combat when his hit points are less than half his total. See MM 29–32 for information about the hound archon’s abilities. Infiltrators may employ this power no more than once per day.

ULMAGNUS AND CHEVELLE

Blickish pass this tale of their origins down to each generation to illustrate that love doesn’t come without sacrifice, yet overcomes differences and intolerance.

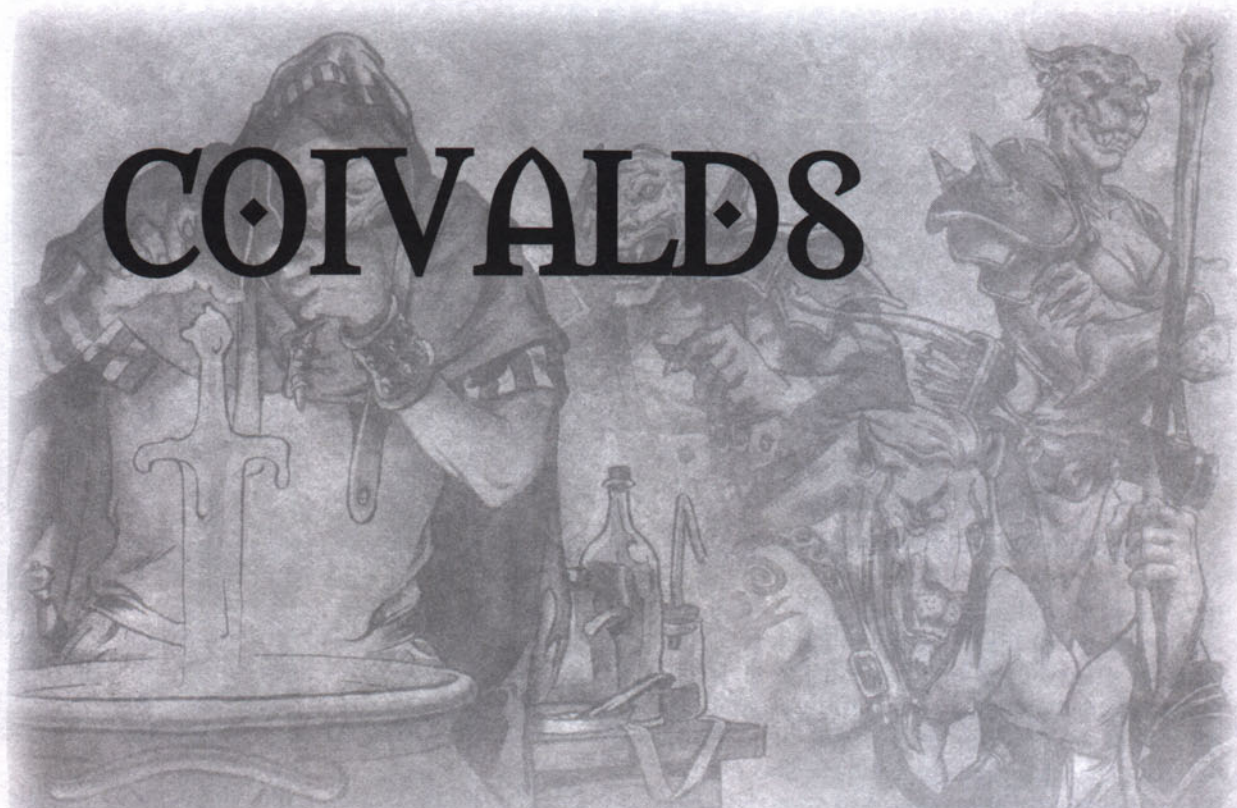
Centuries ago a young halfling named Chevelle lived on an isolated farm. The other women of the nearby hamlet scorned her for her beauty, and the men rebuked her for refusing their advances. Their cruelty led to rumors that Chevelle was an evil sorceress bent on cursing the land with her witchcraft. The villagers soon rose up and stormed the lone farm, intent on burning it down and lynching Chevelle.

A wandering celestial, the hound archon Ulmagnus, passed near Chevelle’s farmhouse on the adjacent ethereal plane and witnessed the townspeople preparing to murder the innocent halfling. Outraged at this injustice, Ulmagnus rescued Chevelle from the burning house.

Ulmagnus so loved Chevelle that he surrendered his freedom and gave up his wandering ways. The couple settled in an isolated region where they farmed the land, raised a family, and worked to erase the intolerance they saw infecting nearby communities. Their children and their grandchildren wandered the world for a time before settling down with families of their own.

And thus the blickish race was born.

COIVALDS



Coivalds are a quiet and somber race of forest-dwellers. Generally considered wise and patient, coivalds are renowned as healers and herbalists. Coivalds give the impression that they are an awkward race, ungainly and slow to move. They do move somewhat slower than humans due to their smaller frame, but they are neither as slow nor as ungainly as they appear. A coivald's thick fingers are sensitive and capable of surprising manual dexterity.

Personality: Coivalds are a calm and peaceful race. They prefer to live in a natural setting—they love the forest best of all. They rarely grow agitated or excited, and only the greatest threats or the direst horrors can stir true fear in them. Coivalds are more given to consideration than outburst, and anger among them is all but unknown. Coivalds enjoy crafts, weaving, and carving. Their manual dexterity allows them to excel in these interests and coivald master craftsmen are much admired.

Coivalds have no respect for what they consider dishonesty. However, they are a subtle race by nature, and it is common among them to hint at the truth or to trick or deceive others by omission. They seldom speak plainly for fear that direct words may be considered an obligation on their part. Oathbreaking among coivalds is a serious offense. The strong

taboos against breaking one's word have helped the coivalds in developing their renowned skill for verbal evasion and trickery. However, once they have given their word or if they face social obligation or a debt of honor, they are bound.

Physical Description: Coivalds are short but fairly stout, with only four fingers on each hand and four toes on each foot. They stand from three to four feet tall and weigh 60 to 80 pounds. Coivalds' hair is usually a shade of brown, and their eyes are usually amber, blue, green, or yellow. It is traditional among the coivalds to wear their hair in braids. When a coivald passes a significant milestone in his life, he divides his hair into an additional braid to reflect the change. Occasions such as marriage, loss of spouse or child, honors granted, recovery from a serious disease, or the end of some other trouble are all considered appropriate times to add a braid. Coivalds who have led a hard life, as well as those who are heroes to their people, are marked by their many braids.

Coivalds usually wear simple, loose fitting clothes with patterns and bright colors. Criminals or others who have suffered social recriminations sometimes cut their hair quite short as a symbol of their new beginning. As their hair grows back, they build their new

lives. Coivalds are considered children until they begin courting. This usually happens around age 30, though they reach physical maturity about five years earlier. Most coivalds live about 250 years, though some few are known to have survived to 300 or longer.

Relations: Coivalds enjoy the company of elves and halflings the best. They also have been known to enjoy the company of gnomes, humans, and half-elves because the coivalds feel the members of these races need the most help. Coivalds are distrustful of dwarves and half-orcs, and the feeling is mutual.

Coivalds are not often found away from their own kind, but they sometimes find work away from their homes as healers and advisors. Their skills at craft and cunning sometimes bring them to the merchant profession as well, though that is rare. Coivalds prefer to put down roots where they feel comfortable, and they usually have enough need for a sense of community that they remain with their own kind.

Alignment: Kindhearted and peaceful with a helpful if cryptic manner, coivalds show a marked tendency toward good. Coivalds show no tendency toward either lawful or chaotic behavior. While they have significant respect for law and order, they often find living under the laws of others mildly irritating.

Coivald Lands: Coivalds are known to share their homes freely with centaurs, dryads, elves, sprites, and similar creatures. Among these friendly peoples, coivalds are sometimes consulted for their wisdom, when the sylvan races choose to listen. Law and society among coivalds are distinguished by a definite sense of order that falls short of enforcing itself on anyone.

Coivald leaders establish a flexible set of laws that allows their people to act as they will. This allows them to accommodate those who desire their own personal freedoms the most, as well as those who prefer a more regimented life. While there are always some dissenters—a race known for its wisdom is still rife with those who feel their wisdom is better than others'—peaceful discussion is the normal means for resolving disputes and crime is rare.

Religion: Coivalds sometimes worship Ehlana, a goddess of the woodlands, and sometimes



they follow Salamos who they call the Oak Father. In coivald mythology, these deities are either wed or are two parts of the same being. It is a subject of some friendly debate among coivald priests as to whether coivalds were created by Ehlana, by Salamos, or by both together. There are also a number of coivalds who follow more druidic practices and recognize no sovereign deity over their people. There is usually no animosity between the cleric and druidic coivalds, as both schools of belief follow much the same practices.

Salamos the Oak Father is known to be a wise healer and teacher, a patron for the respected green mystics among the coivalds. He teaches that good deeds and strong hearts must be given root and allowed to grow for the land and the people to flourish. Salamos is associated with the domains of Good, Healing, Plant, and Protection.

Language: Coivalds speak their own language, which uses the Elven alphabet. While neither as graceful nor as poetic as Elven, the Coivald language is well suited for their cryptic and subtle speech. Coivalds are given to puzzles, as both a pastime and a way of testing and sharpening their wits. Subtle shades of meaning, particularly in parable and philosophy, make it simple for them to turn a word or phrase so that its meaning is twisted or obscured.

Names: Coivalds use three names. The first is a family name, used socially among other coivalds. All members of an immediate family will share this first name, but the small size of coivald families and the social context help prevent confusion. Their second name is the clan name shared by all the coivald families who live in the same settlement. This name is only rarely used—when coivalds meet on travels or when messengers are sent between settlements. The third name is a personal name, reserved for use only by those who are intimate with the coivald. To use this name in public, other than for introductions, is considered shameful and embarrassing.

Family Names: Arlaan, Eilhan, Faal, Limnel, Norrel, Queleth, and Rasser.

Clan Names: Borendale, Cettelmaw, Gammen, Marwish, Setwinder, and Tallendop.

Male Names: Addel, Baalen, Deppar, Gerwaan, Iddlan, Kelman, Orred, and Valden.

Female Names: Callein, Doran, Heirel, Jeil, Lillein, Morrol, Onein, and Ylleis.

Adventurers: Most coivalds do not adventure and do not envy the adventuring life. They prefer to settle down, establishing friends, family, and homes that last decades or centuries. However, they are wise and willing to accept the necessity of what must be done. Sometimes coivalds may be sent alone or as a group to deal with threats or to make contact with other races. Other times, individuals go on a personal quest, seeking some insight or inner challenge. Occasionally, though rarely, a coivald will simply surrender to feelings of dissatisfaction with his home and seek new people and new places. Coivald criminals, though unusual, will almost always flee their homes fearing the recriminations and punishments of their own people more than they fear the unknown. This last group actually makes up the largest number of wandering coivalds, though the coivalds themselves are loathe to admit that fact.

COIVALD RACIAL TRAITS

- +2 Wisdom, -2 Strength: Coivalds are wise creatures, but their small size means they are not as strong as the larger races.
- Small: As Small creatures, coivalds gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of Medium-size characters.
- Coivald base speed is 20 feet.
- Low-light Vision: Coivald can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +2 racial bonus on Diplomacy, Innuendo, and Sense Motive checks: Coivalds are practiced in the art of saying both less and more than they mean.
- +2 racial bonus on Craft checks: This bonus applies to any particular craft chosen during

character creation. Coivalds are dexterous and skilled with both artistic and practical crafts.

- +2 racial bonus on Heal and Knowledge (nature) checks: Coivald have a strong empathic bond with both the natural world and other creatures that allows them to excel in the arts of healing and natural lore.
- Automatic Languages: Common and Coivald. Bonus Languages: Celestial, Elven, Goblin, Halfling, Orc, and Sylvan. The clever coivalds often learn the languages of those that live near them, both friends and enemies.
- Favored Class: Cleric or Druid. A multiclass coivald's cleric or druid class does not count when determining whether he suffers an XP penalty for multiclassing. The character's favored class must be selected at character creation and cannot be changed. The coivalds' affinity for spiritual and natural attunement as well as their wisdom and learning allow them to more easily learn the skills of the divinely favored.

GREEN MYSTIC

The wisest among the wise, the green mystics are known for their natural lore and affinity for dealing with animals and plants. Green mystics are also known for their skills in crafting magic items. Within the forests of their home, the green mystics are widely respected for their steadfast loyalty as much as their understanding. Despite this, they share the same skills at subtlety and innuendo enjoyed by other coivalds. Green mystics, however, tend towards cryptic lore more than trickery and deception. Their skills in this regard also allow them to learn the lore of omens.

Clerics and druids are the most common and often the most effective green mystics. Paladins and rangers rarely follow the path of the green mystic, but it is not unknown. Such characters are usually not as widely respected for their wisdom and lore due to their warrior past whether they would otherwise be worthy of such respect or not.

NPC green mystics are the leaders of their people, in fact if not in law. They act as guides and teachers to the coivalds, showing and advising



rather than commanding. In this capacity, they act in groups—councils of coivald mystics have been known to convene and agree on the best course of action before advising their clans on major decisions. When they seek to pursue a goal or quest they act on their own.

Hit Dice: d8.

REQUIREMENTS

To qualify to become a green mystic, a character must fulfill all the following criteria.

Race: Coivald.

Heal: 6 ranks.

Knowledge (nature): 4 ranks

Wilderness Lore: 4 ranks.

Spellcasting: Ability to cast 3rd-level divine spells.

CLASS SKILLS

The green mystic's class skills (and the key ability for each skill) are Animal Empathy (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Innuendo (Wis), Intuit

THE COIVALD GREEN MYSTIC

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+0	+2	Track	+1 level of existing class
2nd	+1	+1	+1	+3	Omen, totem	+1 level of existing class
3rd	+2	+1	+1	+3		+1 level of existing class
4th	+3	+2	+2	+4	Bonus feat	+1 level of existing class
5th	+3	+2	+2	+4		+1 level of existing class
6th	+4	+3	+3	+5	Greater omen	+1 level of existing class
7th	+5	+3	+3	+5	Bonus feat	+1 level of existing class
8th	+6	+4	+4	+6		+1 level of existing class
9th	+6	+4	+4	+6		+1 level of existing class
10th	+7	+5	+5	+7	Bonus feat	+1 level of existing class

Direction (Wis), Knowledge (nature) (Int), Knowledge (religion) (Int), Profession (Wis), Scry (Int, exclusive skill), Sense Motive (Wis), Spellcraft (Int), Swim (Str), and Wilderness Lore (Wis).

Skill Points at each Level: 6 + Int modifier.

CLASS FEATURES

All of the following are class features of the green mystic prestige class.

Weapon and Armor Proficiency: A green mystic gains no armor or weapon proficiencies.

Bonus Feat: As a green mystic progresses in levels, he learns to use his divine magic and his gift at crafts to greater effect. A green mystic gains bonus feats that may be selected from the item creation feats or metamagic feats.

Omen: A green mystic of 2nd level may attempt to interpret the natural signs around him to learn about fate and the possible future. The effects of the omen are similar to the *augury* spell, with the exceptions that no focus is necessary and that the omen may predict up to a day into the future. In order for this ability to function, the green mystic must be able to encounter and interpret some natural elements (plants, animals, clouds, etc.). As a result, the chances of successfully interpreting an omen are reduced by 10% in an urban setting, by 15% while underground, and 25% while inside a building or other civilized structure. A green mystic may attempt to read the omens once per day for every three class levels (once per day at 2nd–3rd level, twice per day at 4th–6th, three times per day from 7th–9th, and four times per day at 10th level).

Greater Omen: Upon reaching 6th level, the green mystic becomes more adept with reading the omens. As a result, he may seek to interpret a greater omen once per day. Interpreting the greater omen requires 10 minutes. The effects



TOTEM ANIMALS

Green Mystic Class Level	Natural Armor	Int	Special
1-2	+1	6	Alertness, empathic link, improved evasion, share spells
3-4	+3	7	Speak with master
5-6	+5	8	Speak with animals of its type
7-8	+7	9	Spell resistance
9-10	+9	10	Share senses

are identical to the *divination* spell, except that no material component is required. The green mystic must still be able to interpret natural signs, thus the chance for a correct greater omen are reduced in the same manner as the omen if the green mystic is in an inappropriate setting.

Spells per Day: A green mystic continues training in divine magic as he progresses in levels. Thus, when a green mystic gains a level, the character gains new spells per day as if he had gained a level in a divine spellcasting class he belonged to before the added green mystic level. He does not gain any other benefits a character of that class would have gained.

If a character has more than one other divine spellcasting class, he must select the class to which he adds each level of green mystic for purposes of determining spells per day when he adds the new level.

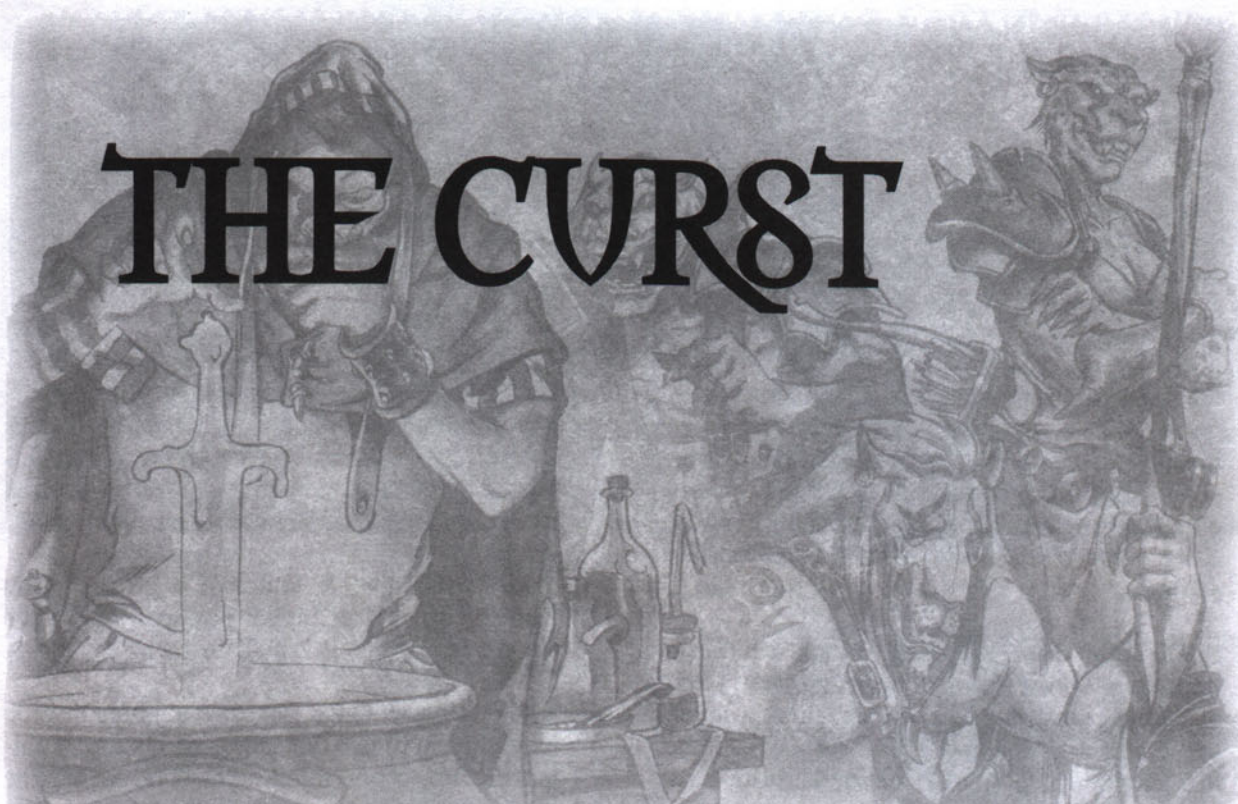
Totem: Upon reaching 2nd level, a green mystic can call a totem animal. This requires a full day of meditation and consumes 100 gp worth of herbs and incense. A green mystic's totem must be an animal normally found in forests or jungles and may be no larger than Small size. The advantages and disadvantages of a totem are similar to those of a familiar for a sorcerer or wizard. The alertness, empathic link, improved evasion, share spells, speak with master, and speak with animals abilities of totems are identical to the abilities of the same name possessed by familiars.

When the green mystic is within one mile of his totem animal, he gains a +2 bonus on checks involving one skill possessed by the totem animal. The skill affected is chosen when the totem is called and may not be changed.

Spell Resistance: A totem of a green mystic who is 7th level or higher has spell resistance equal to the green mystic's character level + 5.

Share Senses: Once per day a green mystic may choose to use the senses of his totem animal for up to one minute per class level. The chosen senses experienced by the totem replace those of the green mystic himself. Any or all of the animal's senses may be used. The green mystic may even elect to change which specific senses he is experiencing after activating this power. Thus, he may elect to see through his totem's eyes while retaining his own hearing so that he may carry on a conversation or listen for intruders. Later, during the same use of this ability, he may choose to replace his own hearing with that of his totem as well.

Track: A green mystic gains the Track feat for free. If the character already had the Track feat, he gains a +2 competence bonus on all Wilderness Lore checks related to tracking.



THE CURST

Human history has its share of comedy and tragedy, and the curst fall squarely within the latter category. Once like humans, the curst are now a fallen race, shunned and mistrusted by nearly all. In bygone ages, the curst were the aristocracy of a decadent kingdom that offended the gods. Divine punishment fell upon these ancestors, shattering the kingdom and transforming the aristocrats and all of their descendants into the curst.

Since that fateful time, the curst have spread across the world, usually living in human societies as outcasts. Some curst are solitary, residing in remote wilderness places as hermits. In recent years, however, a company of curst adventurers seized control of a frontier settlement renamed Blessed with the aim of building a home for others of their kind. So far, the idea of a new curst homeland has not caught on, and the former rulers of the settlement desire strongly to oust the usurpers.

Personality: The curst are most often inflexible, fatalistic, and moody. Descended from nobility but now living as outcasts amongst humans, most affect an aristocratic bearing although few have the means to acquire the necessary trappings to go along with the act. The worst of this sort fly into murderous rages at any imagined slight. Others have

given up hope almost entirely and exist by begging, toadying, and thievery. The worst of this sort make their living by means of murder for hire.

The curst do not make friends easily even if they desire to. On the other hand, enemies often seem to be a copper a dozen. Those rare curst who do have friends tend to be slavishly loyal. In the areas of virtue and vice, the curst run the entire gamut but tend toward extremes. It is almost as if moderation is an alien concept to many curst.

Physical Description: The curst are very nearly entirely human in appearance, including all of the varieties of height, weight, skin tone, and hair and eye color that characterize the diverse human species. All curst, however, bear some sort of physical deformity. This imperfection may be as mild as a slight limp or as severe as missing or shriveled limbs, blindness, or misshapen facial features. The curst age as humans do until their mid-60s. Thereafter, they age more slowly and have life spans comparable to those of half-elves. It is believed this extended life span is itself part of the curse, as if the gods wished each curst a long, miserable life.

Relations: Virtually no one likes the curst, including even other curst. They are almost

everywhere outcasts, subject to mistrust, mistreatment, and fear. It is a rare member of the curst who bothers to overcome the pitiful reputation of his species. Most of the curst do very little to encourage others to like them. It is probably among humans, where most curst live, that this fallen race has the hardest time finding acceptance. Half-orcs, being outcasts of a sort themselves, are sometimes sympathetic to the curst.

Alignment: Law and chaos hold no special attraction for most of the curst, though many are lawful or chaotic. The horrible weight of their curse keeps most from being overly concerned with goodness as well. Many of the curst are quite evil indeed, a fact that only further hardens the race's poor lot in life.

Curst Lands: The curst have no lands of their own. Most live either in large human cities or else live solitary lives in wilderness regions. Even in large cities, it is rare for the curst to band together to form communities, but curst societies are not unknown.

In Blessed, the frontier settlement seized by a company of curst adventurers, the usurpers have set themselves up as a sort of dictatorial council. Settlers have been subjected to repressive taxation and opposition has been crushed through the use of terror. The company holds the settlers as virtual slaves and is rumored to have struck alliances with local evil humanoids for security against the eventual return of the settlement's previous rulers.

Religion: The curst have no chief racial deity. Most feel no pressing need to offer worship to any god at all. Among those with religious inclinations, the curst tend to serve neutral or evil powers, especially those that exemplify some sort of selfishness.

In Blessed, the usurpers have outlawed all sects except that of Peridus, a diabolical lord of death. Peridus's devotees were all but wiped out by a series of crusades in decades past. Rumor has it that the usurpers took up worship of Peridus in exchange for infernal assistance in their plans of conquest. The presence of a gang of kyton in Blessed lends credence to this rumor.

Deity	Alignment	Domains
Peridus	Lawful evil	Death, Evil, Magic





Languages: The curst speak Common. Like humans, they typically learn other languages as the mood or need strikes them.

Names: Again, the curst are similar to humans in that their names vary greatly. There is no unifying culture to shape any sorts of customs or mores about names. Many of the curst retain their ancestral titles even though few indeed have any authority or station for doing so.

Adventurers: Most of the curst who adventure do so for some sort of personal gain. Some seek to recapture their family's former glory, including power over others. A few strive to rise above their race's lot and earn respect, admiration, and acceptance.

CURST RACIAL TRAITS

- +2 Intelligence, -2 Charisma: The curst are bright but their lineage makes them acerbic and unlikable.
- Medium-size: As Medium-size creatures, the curst have no special bonuses or penalties due to their size.

- Curst base speed is 30 feet.
- Immunity to *bestow curse*. +2 resistance bonus against *antipathy*, *bane*, *discern lies*, *doom*, *emotion*, *sympathy*, *Tasha's hideous laughter*, and *zone of truth*.
- +2 racial bonus to Hide and Move Silently checks. Life on the fringe of society has taught the curst the value of stealth.
- Low-light Vision: The curst can see twice as far as a human in moonlight, torchlight, starlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Automatic Language: Common. Bonus Languages: Any, except for secret tongues such as Druidic.
- Favored Class: Any. When determining whether a multiclass curst suffers an XP penalty, his highest-level class does not count.

THE SOULLESS

One way for a curst to deal with his wretched lot in life is to embrace wholeheartedly the divine punishment that afflicts him. This is accomplished by striking a dark pact with some evil outsider. In exchange for his soul, the curst acquires great power and a terrible freedom of sorts. No longer is the curse a source of pain but instead becomes a fount of strength and power. Most who take this drastic step become the wholly evil embodiment of all that makes the curst so hated. A very few indeed, however, find a measure of peace and dignity, and are no longer burdened by their heritage.

Most soulless are wizards, but more than a few sorcerers and clerics find their way down the black paths that lead to this prestige class. Few members of other classes have easy access to the knowledge required to become one of the soulless. Reportedly, the leader of the curst company in Blessed is a soulless of spine-chilling evil.

Hit Die: d8.

REQUIREMENTS

To qualify to become a soulless, a character must fulfill all the following criteria.

Race: Cursr.

Alignment: Any non-good.

Knowledge (arcana): 9 ranks.

Knowledge (the planes): 4 ranks.

Base Will Save: +5.

Special: To become a soulless, a character must expend 5,000 XP. The character's base Will save must still be at least +5 after any modification for level incurred due to XP expenditure. Furthermore, this expenditure must be a sacrifice to a non-hostile abyssal or infernal creature.

CLASS SKILLS

The soulless's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Concentration (Con), Craft (Int), Disguise (Cha), Escape Artist (Dex), Hide (Dex), Innuendo (Wis), Intuit Direction (Wis), Jump (Str), Knowledge (Arcana) (Int), Knowledge (The Planes) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Sense Motive (Wis), Spellcraft (Int), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the soulless prestige class.

Weapon and Armor Proficiency: Life as a soulless is dangerous. Members of this prestige class are proficient with all simple and martial weapons. The soulless gain no proficiency with armor or shields.

Spells per Day: At every odd numbered level as a soulless, including 1st level, the cursr gains new spells per day just as if he had advanced a level in the spellcasting class he had before becoming a soulless. His actual level in that spellcasting class does not change, and so he does not gain any additional benefits associated with advancing a level, such as an additional hit die, improved base attack bonus or base saves, and so on. The soulless can use a number of spells per day equal to his newly adjusted level in his spellcaster class, and his caster level is adjusted as well to determine level-variable spell effects. If the soulless has more than one spellcasting class, he must choose which one is affected by the increase in spells per day. Once this decision is made, it cannot be changed.

Alter Self: The soulless acquires the spell-like ability to *alter self*. He can use this ability once per day at 1st level, and then once more per day for every three full levels acquired as a soulless thereafter. Treat the soulless' caster level as the total of all his class levels. This ability is often used in conjunction with essence theft to acquire an ability that the cursr's normal anatomy could not duplicate.

Essence Theft: The soulless have the supernatural ability to temporarily absorb some of the essence of a dying creature, thus gaining some of the dying creature's capabilities. Essence theft is a full-round action. It must be performed within one round of the creature's death. Only living creatures from the Material Plane are subject to essence theft upon their demise. A soulless cannot, for example, use essence theft against the undead or an outsider. Essence theft has a range of touch.

By means of essence theft, a soulless can temporarily gain any one special attack or special quality of the creature this ability is used against. To succeed, the soulless must make a Will save with a DC equal to 10 plus the creature's Hit Dice. If this Will save fails, essence theft cannot be used again for one day. Otherwise, essence theft can be used once per day per level earned as a soulless.

A character successful with essence theft retains the stolen attack or ability for a number of rounds equal to his level earned as a soulless plus his Wisdom modifier. Essence theft cannot be used to steal spell-casting abilities from a wizard or other spellcaster. Furthermore, abilities dependent on devotion to a higher power, such as a cleric's ability to turn undead, cannot be stolen. Other class-related abilities are subject to essence theft.

For example, a 3rd-level soulless with a 15 Wisdom is fighting a displacer beast. The beast falls, and the soulless steps forward to use essence theft as a full-round action. He must make a Will save (DC 16). If successful, the soulless can steal either the beast's displacement or resistance to ranged attacks (player's choice). He keeps the stolen quality for five rounds.

Immunities: At 5th level, the soulless gains the extraordinary ability of immunity either to poison, fire, or electricity. At

THE CURST SOULLESS

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1	+1	+0	+0	+2	Alter self 1/day	+1 level of existing class
2	+2	+1	+0	+2	Telepathy	
3	+3	+1	+1	+3	Resistance	+1 level of existing class
4	+4	+2	+1	+3	Alter self 2/day	
5	+5	+2	+2	+4	Immunity, see in darkness	+1 level of existing class
6	+6	+3	+2	+4	Resistance	
7	+7	+3	+3	+5	Alter self 3/day	+1 level of existing class
8	+8	+4	+3	+5	Unnerving gaze	
9	+9	+4	+4	+6	Resistance	+1 level of existing class
10	+10	+5	+4	+6	Alter self 4/day, immunity	

10th level, he gains a second immunity to another one of these three attack forms.

Resistance to Necromancy: The soulless gains a +4 resistance bonus against all Necromancy spells and spell-like abilities.

Resistances: As the soulless increases in level, he becomes resistant to certain forms of attack. At 3rd level and then again at 6th and 9th level,

he can choose one of the following attack forms to be resistant to: cold, fire, or acid. The character gains resistance 20 against the chosen attack form. He cannot choose any one attack form more than once. Resistances are extraordinary abilities.

See in Darkness: At 5th level, the soulless' eyes change in both appearance and ability. His eyes become solid white, lacking both iris and pupil. The soulless also becomes able to see perfectly in darkness of any kind, even that created by a *deeper darkness* spell.

Soullessness: The soulless are not called such without good reason. A soulless curst has lost much of what it is that made him the person he was. He has become cold, almost emotionless. He can no longer feel the pain of his wretched condition nor can he experience much in the way of empathy for others. He becomes immune to all Enchantment (Compulsion) spells, but suffers a -2 penalty to all Charisma-based skill checks.

Telepathy: Upon becoming a 2nd-level soulless, the curst gains the supernatural ability to communicate telepathically with any creature within 100 feet that has a language.

Unnerving Gaze: Once per combat encounter, a soulless of at least 8th level can affix an enemy creature with his inhuman stare. The enemy must succeed at a Will save (DC 15) or suffer a -1 morale penalty to all attack rolls for 1d3 rounds. This is not a gaze attack in the same sense as a medusa's petrification gaze. Eye contact is not required for unnerving gaze to function.



ELETI

ELETI

The eleti (sing. eletum) are undead. They form no societies and rarely group together. Using disguise, stealth, and cunning they hide among the living for fear of destruction. The eleti look similar to skeletons. Unlike skeletons, eleti have independent minds and can learn and adapt. They seek to explore a world that would destroy them if it discovered their nature.

An eletum is an animate skeleton formed from the remains of a humanoid creature. An eletum gathers the necessary magical energy into one of its own bones over the course of a year. It then places the empowered bone within a skeletal corpse that becomes its "child." This process is somewhat uncomfortable for the parent but not really painful.

Eleti do not eat or sleep as a living creature does. They also do not grow old in any noticeable way and do not expire from age. Eleti are, in effect, immortal.

Personality: Eleti are envious of the ease with which living folk interact. Most want the life that is denied to them and to enjoy the diverse cultures they can only glimpse from the shadows. Eleti follow a spiritual path, attempting to attune themselves with their own magical energies. In this way they hope to gain more control over themselves and influence with the world

around them. Most eleti go about this in one of three ways. These factions are seekers, judges, and slayers.

Seekers among the eleti strive to help other races and earn respect and trust from the living. Their goals in this effort are to make friends among living races and to help protect the welfare of others. They try to connect themselves to others and appease their sense of longing and separation.

Judges prefer to destroy the unworthy or unjust. Some eleti judges seek out evil undead to destroy. They hope to demonstrate their own independent nature and to differentiate themselves from the monsters they fight. Many others instead hunt the criminal and unjust elements of living society. By doing so, they feel that they contribute to the general welfare and create a place for themselves in the living world.

Eleti slayers see living races as enemies. Slayers operate alone as murderers or may raise armies of undead followers. They lash out at others and become universally feared, even among eleti. Slayers are the epitome of unliving vengeance.



Physical Description: These creatures appear as animate humanoid skeletons. Little flesh clings to their bones, and their joints are held together solely by magic. Their eyes come closest to seeming alive. They are normal eyes, typically green or blue, but sometimes brown. These eyes, set within sockets of a barren skull, mark their strangeness.

Elvish and Gnomish:

attempt to exact revenge for imagined wrongs. Such attacks only feed the fear and mistrust humanoid races have for eleti.

When moving through the lands of other creatures, eleti travel with caution. They use masks and disguises when possible and rely on stealth and cunning otherwise. Some eleti find friends among the living. Some people look past the undead face and see the good of which an eletum is capable. Other men of evil nature have no qualms about dealing with undead. Whatever the nature of the relationship, eleti rely upon living friends to conduct business and help them hide from humanity.

Religion: Some eleti offer homage to gods of death, believing that they owe their existence to the beneficence of these gods. Others worship gods appropriate to their skills and interests. Followers of good-aligned deities are rare: These gods often show a vengeful aspect due to the ability of their priests to destroy undead.

Language: Eleti have no language of their own. They speak Common but may learn any other languages they choose. Despite the lack of a throat, eleti can speak clearly. Their voices sound human, though there is a subtle hollow ring to be distinguished by astute listeners.

Names: Eleti usually use only one name. Most use human names from the lands around them. Others use more guttural names from orc or other humanoid tribes. Few eleti use elven or dwarven names, because their intense mistrust of undead makes it difficult for eleti to remain near those races.

Adventurers: The lives of eleti are adventurous. Rarely able to stay in one place for long, they wander through barren or inhospitable lands to avoid the attention of those who would destroy them. Some eleti adventure to seek wealth and fame, believing that success will help others accept them. Others adventure to gain the power they need to exact revenge. Always alone among living men, eleti also adventure to seek allies or followers in common cause, whether that cause is good or evil.

ELETI RACIAL TRAITS

- **+2 Dexterity:** The magical nature that binds the eleti together gives them great speed and flexibility.
- **No Constitution:** Eleti are not living creatures and have no metabolism. They do not have a Constitution score, and as a result, eleti are immune to any effect that requires a Fortitude save unless the effect works on objects. A spellcasting eletum uses its Charisma modifier when making Concentration checks.
- **Medium or Small size:** Eleti may be of either Medium or Small size. They gain all the normal benefits and restrictions for their size.
- **Eleti base speed is 30 feet for Medium-size or 20 feet if they are Small.**
- **Darkvision:** Eleti can see up to 60 feet without any source of light. Darkvision is black and white only, but otherwise it functions just like normal sight.
- **+2 racial bonus on Hide and Move Silently checks.** Eleti are naturally adept at stealth.
- **Immunities:** Eleti are immune to cold damage and take only half damage from piercing or slashing weapons as they lack internal organs.
- **Undead:** As undead creatures, eleti are immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. They are also not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage.
- **Turn and Rebuke Undead:** Eleti are subject to turning attempts by clerics and paladins. For purposes of turning, the eletum possesses a number of Hit Dice equal to its class levels. Turn and rebuke attempts have their normal effects on eleti. If a turn undead attempt would normally destroy an undead of the eletum's level outright, it receives a Will saving throw (DC 10 + cleric's class level + cleric's Charisma modifier). If the save fails, the eletum is destroyed. Even if the save succeeds, the eletum is still subjected to the turn effect.
- **Command Undead:** Successful command undead attempts allow the eletum a Will save (DC 10 + cleric's class level + cleric's Charisma modifier). If the Will save fails, the cleric may control the eletum as if by a *dominate person* spell. If the save succeeds, the eletum is able to retain control, though it is still affected as if by *charm person*.

- **Turn Resistance:** Eleti may gain Turn Resistance as a general feat whenever they are allowed to learn a new feat.
- **Automatic Languages:** Common. Bonus Languages: Any (other than secret languages, such as Druidic). Eleti may encounter any sorts of creatures during their travels and often learn to speak a broad variety of languages.
- **Favored Class:** Fighter. A multiclass eletum's fighter class does not count when determining whether it suffers an XP penalty for multiclassing.
- **Level Equivalent:** Class levels +3.

TURN RESISTANCE [GENERAL]

The eletum has learned to resist the channeled divine power of clerics and paladins and as a result gains additional resistance to attempts to turn, rebuke, command, or bolster undead.

Benefit: When resolving a turn, rebuke, command, or bolster attempt, add a +3 bonus to the eletum's class levels.

Special: An eletum may gain this feat multiple times, and the benefits stack.

ELETUM AEMIDUN

Among the eleti, it is a perpetually incomplete quest to reach a balance between their natures and their desires. While undead, they crave the life they cannot have—whether this craving leads them to acts of kindness or destruction, it is rarely denied. Those who know some success in that quest are known as aemidun. They study necromancy and undeath from within, and although such knowledge is considered forbidden or evil to other races, to the eleti it is simply the understanding of themselves.

Bard, cleric, sorcerer, and wizard aemidun are the most common, although spellcasting is not required to follow the path. Somewhat less common are the druid, monk, paladin, and

rogue aemidun. Fighters and rangers only rarely learn to become aemidun, though they can become quite dangerous.

NPC aemidun commonly travel alone, much as any eletum does. However, it is not unknown for them to gather followers and undead minions whether their intentions are for good or ill.

Hit Dice: d6.

REQUIREMENTS

To qualify to become an aemidun, a character must fulfill all the following criteria.

Race: Eleti.

Concentration: 10 ranks.

Knowledge (arcana): 10 ranks.

Spellcraft: 10 ranks.

Feats: Iron Will, Turn Resistance.

CLASS SKILLS

The aemidun's class skills (and the key ability for each skill) are Concentration (Cha), Craft (Int), Diplomacy (Cha), Disguise (Cha), Innuendo (Wis), Knowledge (all skills, taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

Skill Points at each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the aemidun prestige class.

Weapon and Armor Proficiency: Aemidun are proficient with all simple weapons, but they gain no proficiency in any type of armor or shields.

Command Undead: Aemidun gain the ability to rebuke and command undead as a cleric of their class level. This ability stacks with any other turn or command undead ability the aemidun has. Aemidun may also learn the Extra Turning feat.

Illusion of Life: The aemidun may create an illusion of life to give itself the appearance of a living humanoid. This ability functions just as the *alter self* spell. The aemidun may create the illusion of life several times in a day, so long as the total duration does not exceed 10 minutes per class level.

Shade Imps: An aemidun may manifest shade imps as an extension of its own soul. These spectral creatures fly 50 feet per round and pass freely through solid objects. They communicate telepathically through an empathic link to their creator. An aemidun may create one imp per day per class level. Summoning any number of imps requires a full round. Each remains for 10 minutes per class level. If one is destroyed, its aemidun suffers 1d6 damage.

Each shade imp has an AC of 15 plus the aemidun's Wisdom modifier, Hit Dice equal to the aemidun's class levels, and one-half the creator's total hit points (round down). Shade imps use their master's saving throws and benefit from improved evasion just as a familiar.

A shade imp may attack with a base attack bonus equal to the aemidun's plus the master's Charisma modifier. They may deliver touch attacks for the aemidun, or they may strike to inflict damage. The touch of a shade imp does 1d4 points of damage and the victim must make a Fortitude save (DC 15) or be stunned for 1d6 rounds.

Greater Turn Resistance: An aemidun of 3rd level gains a greater resistance to turning or command attempts. When resolving a turn, rebuke, command, or bolster attempt, add a +5 bonus to the eletum's character level. This bonus stacks with the Turn Resistance feat.

Vampiric Touch: Once per day, an aemidun may use *vampiric touch*. This functions like the spell and the aemidun has an effective caster level equal to its class level plus any sorcerer or wizard class levels. As the aemidun gains levels, it may use its *vampiric touch* more often. The aemidun's shade imps may deliver these attacks if desired.

Create Undead: An aemidun may create a lesser undead (ghosts, ghouls, shadows, skeletons, wights, wraiths, and zombies). The aemidun must have an available corpse to create corporeal undead. The aemidun may create a number of undead in a week whose total Hit Dice do not exceed twice its class level. Each time an aemidun creates an undead creature, it loses 1d6 hit points for every two Hit Dice of the created undead.

Created undead are formed from the aemidun's life force. They are considered commanded as



long as this would not exceed the restriction on the maximum Hit Dice of undead commanded. Even if the newly created undead is not commanded, it remains friendly to the aemidun unless attacked or threatened. This protection does not extend to the aemidun's living companions, if any. Undead created by this ability share the same alignment as the aemidun that created them.

Spell Resistance: Having learned to focus its own life energy so as to protect itself from hostile magic, the aemidun gains spell resistance equal to 10 + the aemidun's class level + Charisma modifier.

Drain Life: At 7th level, an aemidun learns to absorb the fleeting life force of dying creatures. Whenever a living creature dies within five feet of the aemidun, the aemidun gains one temporary hit point per Hit Die the creature possessed (round down) whether the aemidun killed the creature or not. Any temporary hit points remaining are lost after one hour. Drain life is an extraordinary ability.

THE ELETUM AEMIDUN

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+2	+2	Command undead
2nd	+1	+3	+3	+3	Illusion of life
3rd	+2	+3	+3	+3	Shade imps, greater turn resistance
4th	+3	+4	+4	+4	Vampiric touch (1/day)
5th	+3	+4	+4	+4	Create undead
6th	+4	+5	+5	+5	Spell resistance
7th	+5	+5	+5	+5	Drain life, vampiric touch (2/day)
8th	+6	+6	+6	+6	Drain unlife, greater command
9th	+6	+6	+6	+6	Create greater undead
10th	+7	+7	+7	+7	Vampiric touch (3/day)

Drain Unlife: Aemidun of 8th level or higher may make a touch attack to drain unlife. An undead target struck by this attack suffers 1d6 damage for every two class levels of the aemidun (round down). A successful Will save (DC 10 + aemidun class level) reduces this damage by half. The aemidun does not gain these hit points.

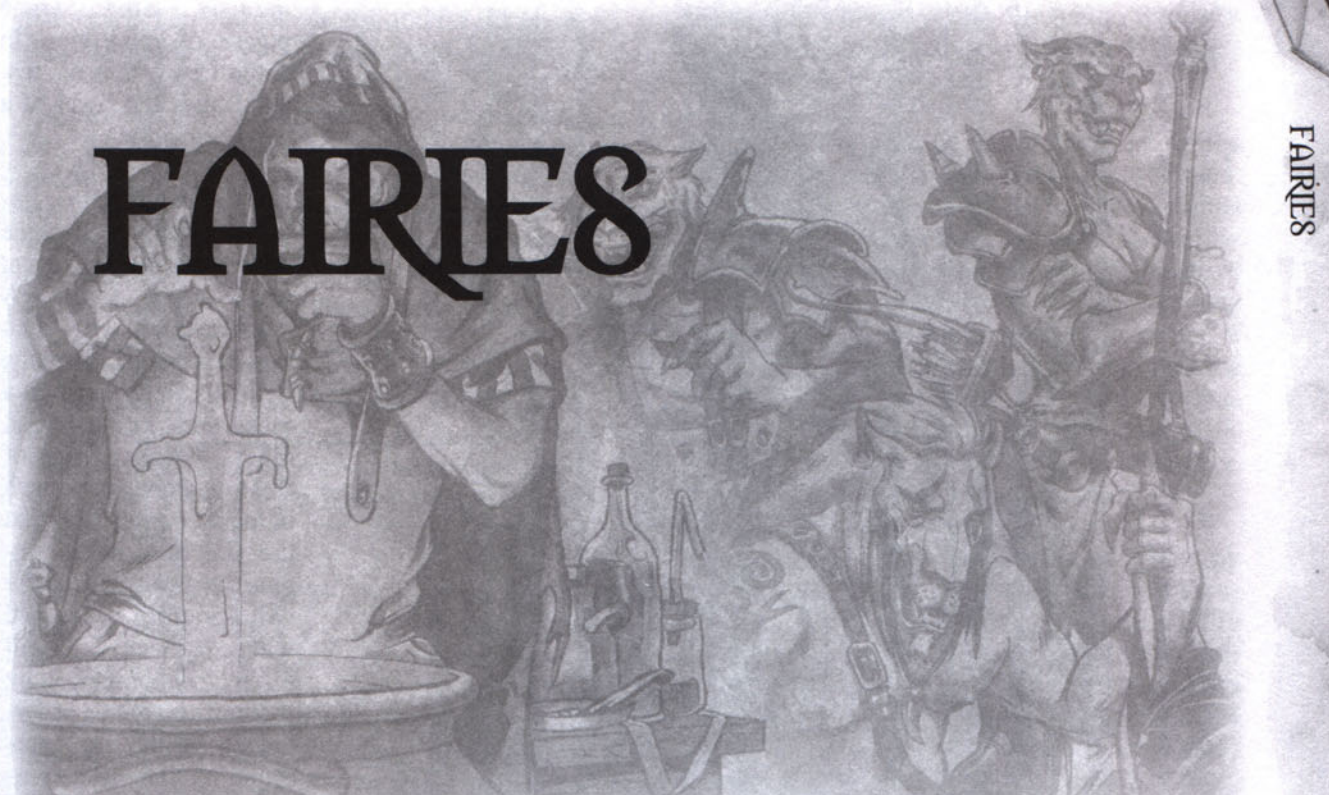
Greater Command: An aemidun of 8th level increases its ability to command undead. When resolving a rebuke or command undead attempt by the aemidun, it receives a +3 bonus to its class level. This bonus also counts for determining the maximum number of undead the aemidun may command. When determining the total Hit Dice of undead rebuked or commanded, the aemidun rolls 4d6 + class level + Charisma modifier.

Create Greater Undead: Once per week, the aemidun may attempt to create a greater undead (mummy, spectre, vampire, or ghost) from an available humanoid corpse. The aemidun sacrifices 1d6 hit points per Hit Die of undead. The aemidun must succeed at a Will save (DC 10 + twice the Hit Dice of the intended undead). If this save fails, the creation of the undead also fails and the ability may not be used again that week.

The aemidun may decide to retain the creature's original personality, alignment, and memories. If so, the undead retains its memory and alignment and may react unexpectedly to returning as undead. In the case of vampires and ghosts, the new undead will also retain its class abilities from life. If the aemidun chooses not to retain the creature's former personality, the created undead will share the aemidun's alignment. Vampires and ghosts that do not retain their memories have only half the character levels they had in life (the aemidun's sacrifice of 1d6 hit points per level is not reduced). Undead created by this ability are usually friendly with the aemidun, but alignment differences and memories can affect this.



FAIRIES



FAIRIES

From one end of the world to the other there live many different races of the fey, but the sidhe are most familiar to the common folk. Stories of these winsome and fickle creatures capture their flights of fancy and pernicious trickery, the innate magic that is their soul and spirit, and the magical wonders of the Fairy Realms.

But the stories also speak of darker things, for the sidhe are a race divided. On the one hand there are the sidhe themselves—the seelie who live in their fairy hills, serve the Fairy Lords, and personify the light. On the other are the sidhe noctur, dark fairies—the unseelie who have been corrupted by the Nether Gods, banished from the Fairy Realms, and placed in service to the evil forces of the world.

Personality: The seelie are temperamental yet passionate creatures, a potent combination that has earned them a wide range of seemingly contradictory reputations. On the one hand they are known for their ceaseless dedication and on the other for their faithlessness. They are known for their whimsical and carefree lives, just as they are known for their fearful rage. One thing that can always be relied upon, however, is this: If you have earned the trust and friendship of the seelie, there are no surer companions in your life. If, however, you have

earned their enmity, you will be fearful of their revenge until your dying day.

In contrast to the open, good-hearted nature of their seelie brethren, the unseelie are cruel and capricious, delighting in pain and misery. They are as quick to change their behavior as the seelie, but the sidhe noctur can never be trusted. Even when they have been forced to work with those of another race due to circumstance or compulsion, somewhere in their twisted minds always lurks the desire to torture and kill.

Physical Description: Some fairies are as small as three inches tall, while those taller than one foot in height are a rare sight indeed. The average fairy usually stands between seven and 10 inches tall.

Those of the seelie are pale of skin, with gossamer wings on their backs. These wings are translucent and potent with the magic of the fey. As such, evil wizards and sorcerers often prize them as spell components. Fairy wings come in the widest scope of brilliant shades and hues. Similarly, the hair of a seelie is often of unnatural color, sometimes, though not always, matching that of his wings.

The unseelie have black skin, the color



of ebony, and their wings are always the color of night, either the black of the sky or the pale white of the moon. Their hair, like their wings, is either black or white in color. Many dark fairies are hairless.

Unlike the mortal races, the sidhe are not born from the flesh of the mother and the blood of the father. Rather they are the spontaneous creations of the forces of magic, a sudden, physical manifestation of the mystical world in the physical. In certain locations, the flow of magic becomes slowed or focused. When this happens, magical energy begins to collect in the area. Eventually, this concentration of magic becomes potent enough that it must sponta-

neously find some means of expression. In some cases, that expression takes the form of a newborn sidhe.

Locations where this frequently happens become home to a heksenringen, or witches' circle. A heksenringen will often manifest itself visually, typically in the form of a mushroom circle but in other cases as a ring of floating stones or a patch of barren earth. Even at the site of a heksenringen the birth of a sidhe will be a rare event, and when it occurs it will often be accompanied by random magical occurrences in the area surrounding the heksenringen, such as a rain of flowers.

In its natural state, a heksenringen will produce members of the seelie. However, the unseelie have been known to corrupt heksenringen so that they will produce members of their own black breed.

Relations: The sidhe are often distant from the other races, remaining

mysterious and aloof within their mystical realms and hidden homelands. Among the humanoid races, however, they are closest to the elves, who share many of their natural attachments and affinity to magic, and most distant from the dwarves, with whom they share little in common. To humans, they are best known as mischievous tricksters. Halflings believe them to be guides and two-faced benefactors.

The sidhe noctur hold nothing but contempt for the other races, spurning them and acting against them whenever they have the opportunity. Those who offend them or trespass against

them earn their eternal enmity, and for the elves they feel nothing but a burning hatred.

Alignment: The seelie are most often good, and frequently neutral—they are never evil. Seelie who begin to follow the path of evil are succumbing to a corruption of their basic nature. As this corruption grows, their bodies will begin to twist and deform. Finally, when the evil has consumed them utterly, they will become unseelie.

The unseelie are almost always evil, and rarely neutral—they are never good. Members of the unseelie who wish to return to the ways of good will walk a long path before they can find redemption.

Fairy Lands: The seelie are at home in the Fairy Realms, which are also known as the Dreaming. Like the Astral and Ethereal planes, the Fairy Realms lie “beneath” or “alongside” the world as the mortal races know it. Unlike the Astral and Ethereal planes, however, the Fairy Realms can only be reached in certain places and through specific gateways. The best known of these places are the fairy hills themselves, places where the Dreaming and the mortal world are one and the same. The sidhe make their homes within the fairy hills.

Beyond the fairy hills, the Dreaming is a wild and dangerous place, an ever-shifting forest whose shadows and glades hold the greatest of wonders. Mortals sometimes reach it, unwittingly, in their hours of deepest dreaming, and it is said to be the place where all dreams are born. In the Dreaming, one may leave a city forged from towering spires of the finest crystal and lose sight of it within three paces, never to see it again. Or one may be tempted by strange, dancing lights, and never be heard from again. The only truly safe places within the Dreaming are the Fairy Roads that run from one fairy hill to another.

The unseelie have been cast out of the Fairy Realms, and must make their homes within the lands of mortals, often seeking the deepest depths of the forests in which to settle. In some cases, the sidhe noctur have forced open new ways to the Fairy Realms, imposing their dark essence on the Dreaming and tapping into the primal nightmares. But beyond the protection of the fairy hills, which benefit as much from the solidity of the mortal world as they do from

the mystic whimsy of the Dreaming, the Fairy Realms are not friendly, particularly to the corrupted of the fey.

Religion: The gods of the seelie make up the Fairy Court, and they are always near at hand. The court is made up of the six Fairy Lords (Those Who Were Once Seven) and ruled by Oberon and Titania, the King and Queen of Fairy. The members of the Court are strange deities, for they can be found as the rulers of every fairy hill. At times it will seem that the Titania of one court is the same as the Titania of another, while at others they appear to be different. Perhaps, like much of the Dreaming, the truth lies somewhere in between.

The unseelie, in similar fashion, are ruled by the Dark Fairy Court, which is also known as Phynnod's Court. Phynnod was once a Fairy Lord, but in his hubris he lusted after the fair Titania. The Queen of Fairy spurned Phynnod's advances, and in the rage that followed the forces of darkness consumed him. Phynnod's Court is a dark mockery of the true Fairy Court, and it is believed that Phynnod himself is now quite mad, having convinced himself that his Court is the same Court he left behind. Indeed, Phynnod is even possessed of a Queen Titania, who is known to all those among the fey as Dark Titania. It is even whispered that Dark Titania was once the Titania of a fallen fairy hill, but such whispers are perhaps better left for unwholesome ears.

Many among the sidhe noctur also worship the Nether Gods, serving as protectors over those places that have been corrupted by their touch of evil.

Language: Like the Elven language to which it is related (both the fey and the elves claim that the other's language sprang from their own), the Sylvan tongue is fluid and quick, a language made for song and laughter. Despite this, in the mouths of the dark fairies, it seems to be a twisted distortion of the natural world.

Names: The seelie are each possessed of two names: their true names and their chosen names. The true name of a fairy is a long string of flowing syllables, each intimately connected to the others. A true name, when spoken aloud, is like a song that seems to bare the essence of the fairy to whom it belongs. The chosen name of a fairy can vary wildly, both

between fey and within the course of a single fey's life. In general, younger sidhe tend to choose descriptive names (Goodorchard, Petalblossom), while elder sidhe will opt for less intuitive names (Maayiel, Sutheseyal).

The unseelie, however, are bereft of a true name and are left with only their chosen name, which they often keep for life (Voluntur, Kalakdal).

Adventurers: Fairies rarely leave their homes within the fairy hills for long. Those who are found beyond the hills have usually made their homes somewhere else and rarely stray from them. These homes are frequently in another area possessed of potent magic or a passage to the Dreaming. On occasion, however, a member of the seelie will be struck with a calling to seek out those beyond their kind. In some cases, seelie find their ways to the great cities, while in others they settle secretly among smaller villages and hamlets. In most cases, however, their little feet and wings find their way along the path of the adventurer.

Unseelie in the company of other adventurers are frequently seeking redemption from their dark past, in one way or another. On rare occasions, however, an unrepentant dark fairy will be found adventuring, often on a quest given to him by the Dark Court.

SEELIE RACIAL TRAITS

- +2 Dexterity, +2 Charisma, -4 Strength, -2 Constitution: Although light, quick, and charming, a fairy is small and relatively frail.
- Tiny: As Tiny creatures, fairies gain a +2 size bonus to Armor Class, a +2 size bonus to attack rolls, and a +8 size bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are one-half of those of Medium-size characters.
- Fairy base speed is 30 feet. Fairies can fly 50 feet (good).
- A fairy's Hit Die type is always d4, no matter what class he chooses.
- Natural Invisibility: Fairies can become invisible at will for 1d4 rounds as a free action. The fairy will remain invisible, even

while attacking. After using the ability, the fairy will be unable to use it again for another 1d20 rounds.

- Faerie Fire: At will, a fairy can surround a chosen subject with faerie fire for 1d6 minutes as a move-equivalent action. While under the effects of faerie fire, the target is surrounded by a pale glow in the same color as the fairy's wings and sheds light as a candle. This ability operates in all other ways as the *faerie fire* spell: Outlined creatures do not benefit from the concealment normally provided by darkness, blur, displacement, invisibility, or similar effects. The faerie fire does not cause any harm to the objects or creatures outlined. Furthermore, whenever a fairy uses one of its spell-like effects (see below), the faerie will be outlined itself in faerie fire for 1d6 rounds (this cancels the fairy's natural invisibility).
- Spell-like Abilities: 2/day—*bleed*, *detect evil*, *dispel magic*, *daylight*, *dancing lights*, *sleep*, *obscuring mist*, and *wood shape*.
- Automatic Languages: Common and Sylvan. Bonus Languages: Abyssal, Aquan, Auran, Celestial, Draconic, Elven, Ignan, Infernal, and Terran.
- Favored Class: Sorcerer. A multiclass fairy's sorcerer class does not count when determining whether he suffers an XP penalty for multiclassing. The fey are creatures of magic, and many find that they possess the inborn talent necessary for the arts of sorcery.
- Level Equivalent: Class levels +3.

UNSEELIE RACIAL TRAITS

- +2 Dexterity, +2 Charisma, -4 Strength, -2 Constitution: Although light, quick, and charming, a fairy is small and relatively frail.
- Tiny: As Tiny creatures, fairies gain a +2 size bonus to Armor Class, a +2 size bonus to attack rolls, and a +8 size bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are one-half of those of Medium-size characters.
- Fairy base speed is 30 feet. Fairies can fly 50 feet (good).



- A fairy's Hit Die type is always d4, no matter what class he chooses.
- Natural Invisibility: Fairies can become invisible at will for 1d4 rounds as a free action. The fairy will remain invisible, even while attacking. After using the ability, the fairy will be unable to use it again for another 1d20 rounds.
- Dark Faerie Fire: At will, a dark fairy can surround itself with dark faerie fire. While under the effects of dark faerie fire, a dark fairy will be limned in darkness so deep and palpable that the utter lack of light seems to glow. This unnatural sight twists the eye, and the dark fairy gains the benefits of a *blur* spell (granting the dark fairy a one-half concealment/20% miss chance). A dark fairy cannot use its dark faerie fire while under the effects of faerie fire.
- Faerie Fire: When a dark fairy uses one of its

spell-like abilities (see below), it will be surrounded by *faerie fire*—as per the spell of the same name—for 1d6 rounds.

- Spell-like Abilities: 2/day—*bane*, *detect good*, *dispel magic*, *darkness*, *dancing lights*, *sleep*, *obscuring mist*, and *chill touch*.
- Automatic Languages: Common and Sylvan. Bonus Languages: Abyssal, Aquan, Auran, Celestial, Draconic, Elven, Ignan, Infernal, Terran, and Undercommon.
- Favored Class: Sorcerer. A multiclass fairy's sorcerer class does not count when determining whether he suffers an XP penalty for multiclassing. The fey are creatures of magic, and many find that they possess the inborn talent necessary for the arts of sorcery.
- Level Equivalent: Class levels +3.

FAIRY DAGGER (SIMPLE MELEE WEAPON)

Size: Fine
Cost: 5 gp
Damage: 1d2
Critical: x2
Range Increment: 10 ft.
Weight: ½ lb.
Type: Piercing

A fairy dagger is no longer than the palm of a human hand and is one of the only weapons that count as light for a fairy warrior.

FAIRY DREAMER

There is a link between the sidhe and the Dreaming, even when they are apart from it. Some fairies have learned to manipulate this link, expanding both its scope and powers. To other fairies, these unique individuals are known as Dreamers, and their mastery of the nascent potential within the Fairy Realms grants them many arcane abilities and powers.

REQUIREMENTS

To qualify to become a fairy dreamer, a character must fulfill all the following criteria.

Race: Fairy.
Spellcraft: 5 ranks.
Spellcasting: Ability to cast 3rd-level arcane spells.

CLASS SKILLS

The fairy dreamer's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Concentration (Con), Diplomacy (Cha), Hide (Dex), Intuit Direction (Wis), Jump (Str), Move Silently (Dex), Scry (Int), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int Modifier.

CLASS FEATURES

All of the following are class features of the fairy dreamer prestige class.

Weapon and Armor Proficiency: Dreamers gain no proficiency in any weapon or armor.

Dreaming Familiar: A fairy dreamer can call a familiar from the Dreaming. Doing so takes a day and uses up magical materials valued at 100 gp. A familiar is a magical, unusually tough, and intelligent version of a small ani-

mal (PHB 51). A dreaming familiar is considered a magical beast, not an animal. The creature serves as a companion and servant.

The dreamer chooses the type of familiar he gets. As the dreamer increases in level, his familiar also increases in power.

If a dreaming familiar "dies" or the sorcerer chooses to dismiss it back to the Dreaming, the dreamer must make a Fortitude save (DC 15). If the saving throw fails, the dreamer loses 250 XP per class level. A successful saving throw reduces that amount by half. However, a dreamer's experience point total can never go below zero as a result of a familiar's death. A dreaming familiar cannot actually die, it can only be sent back to the Dreaming. A dreaming familiar can always be summoned again unless it is destroyed in the Dreaming (although the penalty for losing the familiar is the same each time it is lost).

Although dreaming familiars are similar to small animals of the mortal world, they are creatures of the dreaming. Many of them possess unnatural or unusual features (blue hair, violet eyes, or a second tail). Furthermore, as summoned creatures of the Dreaming, dreaming familiars are immune to all Illusion spells and effects.

Dream Walk: Calling on his unique connection to the Dreaming, a dreamer may send his spirit into the Dreaming as a spell-like ability. Activating the dream walk is a full-round action. This effect lasts for one minute per class level (although the dreamer may cancel the effect at any time he chooses), and when it expires the dreamer returns to his body on the Material Plane. The dreamer appears in the Dreaming with an exact copy of everything he is wearing or carrying at the spot corresponding to his location on the Material Plane. While in the Dreaming, the dreamer is unaware of what transpires in the material world. If the dreamer's body is destroyed during the dream walk, the dreamer is killed. A *dispel magic* spell cast on the dreamer's body on the Material Plane will end the dream walk. If a dream walker leaves the Dreaming, the dream walk comes to an end.

Dream Augury: Tapping into the powerful forces of the dream world, the dreamer is capable of gaining some understanding of what

DREAM WINDOWS

Knowledge	DC
None*	25
Secondhand (you have heard of the subject or location)	15
Firsthand (you have met the subject or been to the location)	10
Familiar (you know the subject or location well)	5

*You must have some sort of connection or be physically near (within 100 feet) a creature or location.

Connection (Individual)	Bonus
Likeness or picture	+5
Possession or garment	+8
Body part, lock of hair, nail clippings, etc.	+10

Connection (Location)	Bonus
Likeness or picture	+5
Inconsequential item (stone from a riverbed, etc.)	+8
Important item (cushion from the throne, etc.)	+12
Defining item (the throne, mirror from behind the bar, etc.)	+15

Distance	Bonus
10 feet	+15
20 feet	+10
50 feet	+5
100 feet or more	+0

future events may hold. This spell-like ability is identical in all respects to the spell *augury*. The dreamer's caster level is equal to his class levels in fairy dreamer.

Dream Summoning: The dreamer's dream summoning abilities work as per the *summon monster* spells of the same name, with the following exception: Creatures summoned using the dream summoning ability are creatures of the Dreaming and are thus immune to all Illusion spells and effects. A fairy dreamer may use his dream summoning abilities a number of times per day equal to his class level x 2. The dreamer's caster level is equal to his class levels in fairy dreamer.

Dream Step: At 3rd level, the fairy dreamer gains the ability to travel through the Dreaming as if by means of a *dimension door* spell. The dreamer may dream step a total of 20 feet each day, although this may be a single step of 20 feet or two steps of 10 feet each. Every two levels thereafter, the distance a fairy dreamer can travel each day doubles. This amount can be split among many steps, but each step, no matter how small, counts as at least a 10-foot step.

True Mind: At 3rd level, a fairy dreamer gains a +2 bonus to saving throws against spells and effects from the Illusion school, since their close connection to the Dreaming has made their minds particularly sensitive to the difference between reality and falsehood.

Dream Fear: Once per day per class level, the fairy dreamer can tap into the potential of the Dreaming and summon forth the nightmares that are buried in the deepest, darkest parts of the mind. These nightmares have no physical effect but are capable of causing terror to the dreamer's victims. Dream fear functions as per the *fear* spell. The dreamer's caster level is equal to his class levels in fairy dreamer.

Dream Window: The Dreaming is, in some part, a reflection of the world itself, and events in the mortal world will often have an effect on the makeup of the Dreaming. At 9th level, the fairy dreamer's sensitivity to the forces of the Dreaming allows him to distinguish and detect these subtle variations, enabling him to reach through the Dreaming and summon an image of some creature or locale that may be at any distance from the Dreamer.

THE FAIRY DREAMER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Dreaming familiar, dream walk 1/day, dream augury
2	+1	+0	+0	+3	Dream summoning I
3	+1	+1	+1	+3	Dream step (20 ft.), true mind
4	+2	+1	+1	+4	Dream summoning II
5	+2	+1	+1	+4	Dream step (40 ft.), dream walk 2/day
6	+3	+2	+2	+5	Dream summoning III
7	+3	+2	+2	+5	Dream step (80 ft.), dream fear
8	+4	+2	+2	+6	Dream summoning IV
9	+4	+3	+3	+6	Dream step (160 ft.), dream window
10	+5	+3	+3	+7	Dream summoning V, dream walk 3/day, dream trap

A dream window takes one minute to create, and the caster must succeed at a Scry check in order to open the window.

The subject or location must be present on the Material Plane or within the Dreaming.

Even if the Scry check is successful, the unreliable nature of the Dreaming may still confound the dreamer's attempt. There is a 10% chance each time a window is opened that it will return a false or fanciful result, showing events from the Dreaming rather than true events within the world. This chance is doubled to 20% if the dreamer is attempting to detect something or someone within the Dreaming. The chance is eliminated if the dreamer is attempting to contact another dreamer with the dream window ability. If a fairy dreamer with the dream window ability does not wish to be detected, he can double the standard chance of failure, deliberately confounding attempts to distinguish his true self from various dream versions of himself. The dreamer will not recognize a failure if he takes this approach. Attempts to cast spells through a false window will have no effect on the actual subject the fairy dreamer is trying to reach.

An open dream window is invisible from the far side but appears as a one-sided opening in the air within 10 feet of the fairy dreamer. It is visible to anyone in the area. The fairy dreamer can also choose to make the far side of the window visible, allowing those on the other side to see back to the dreamer. If invisible, the window can be found with spells such as *detect magic*. *Dispel magic* and similar spells will close the window.

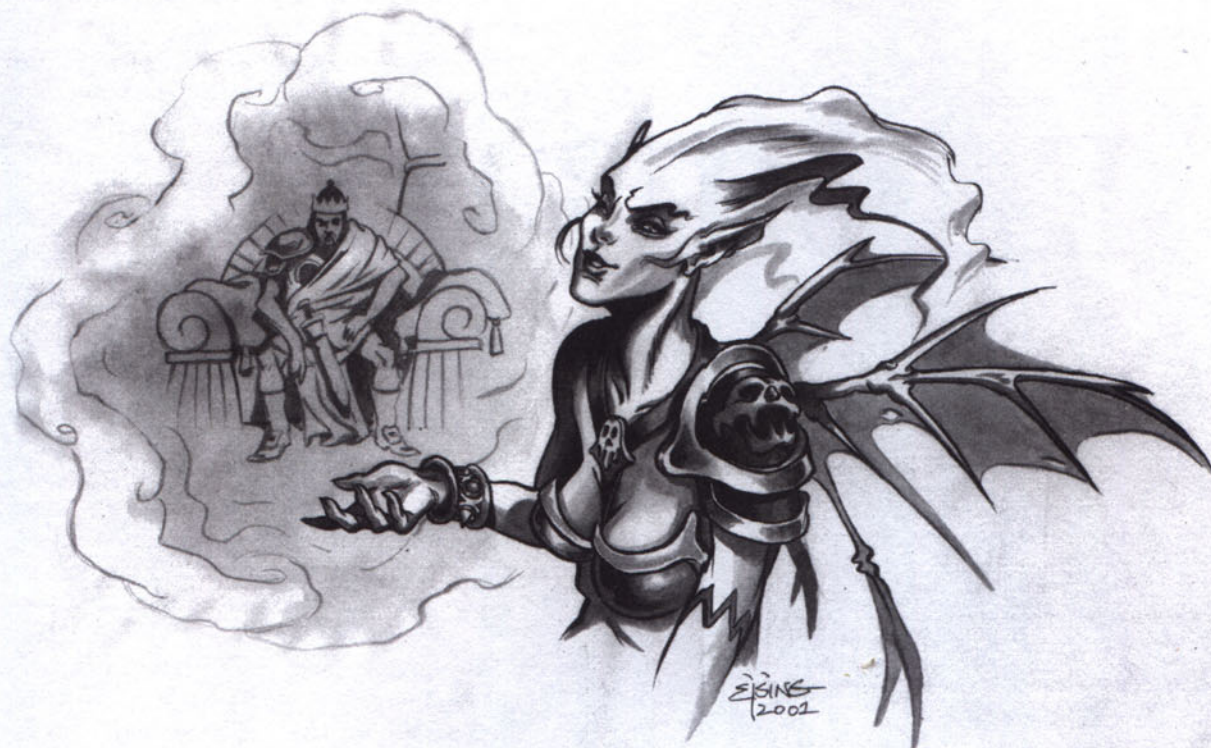
Some creatures such as undead, at the DM's discretion, may not possess a connection to the Dreaming and therefore cannot be detected with the dream window.

The following spells can be cast through a dream window: *comprehend languages*, *read magic*, *tongues*, and *darkvision*. The following spells have a 5% chance per caster level of operating correctly: *detect magic*, *detect chaos*, *detect evil*, *detect good*, *detect law*, and *message*. Other spells may be cast through the dream window, but doing so will make the window visible to everyone on both sides if the dreamer who summoned the window fails a Spellcraft check (DC 35).

Other fairy dreamers can detect and see through the window and use it as if it were their own, even if the original creator attempted to keep the window invisible. An attempt to see a window that a dreamer wanted to keep invisible requires an opposed Spellcraft check between the two dreamers. Each attempt to use or change the window requires an opposed Spellcraft check. Only the dreamer who wins the opposed check can use or alter the window.

Finally, travel is possible through a dream window. Anyone to whom the window is visible can simply step through it, appearing on the other side as if by a *teleport without error* spell. This immediately makes the window visible to everyone on both sides if the dreamer who summoned the window fails a Spellcraft check (DC 35).

Dream Trap: Once per day, the fairy dreamer can attempt to trap a soul within the Dreaming.



The dreamer must be able to see his chosen victim—either directly or through a dream window—in order to attempt the dream trap. Attempting the dream trap is a full round action, and if the dreamer is interrupted, the attempt is wasted for the day.

A dream trap can be targeted against a living target or against one who is recently dead (no longer than one round per class level). If the victim is dead, the attempt automatically succeeds. If the victim is still living, the victim must make a Fortitude save (DC 10 + dreamer's class level + Intelligence modifier).

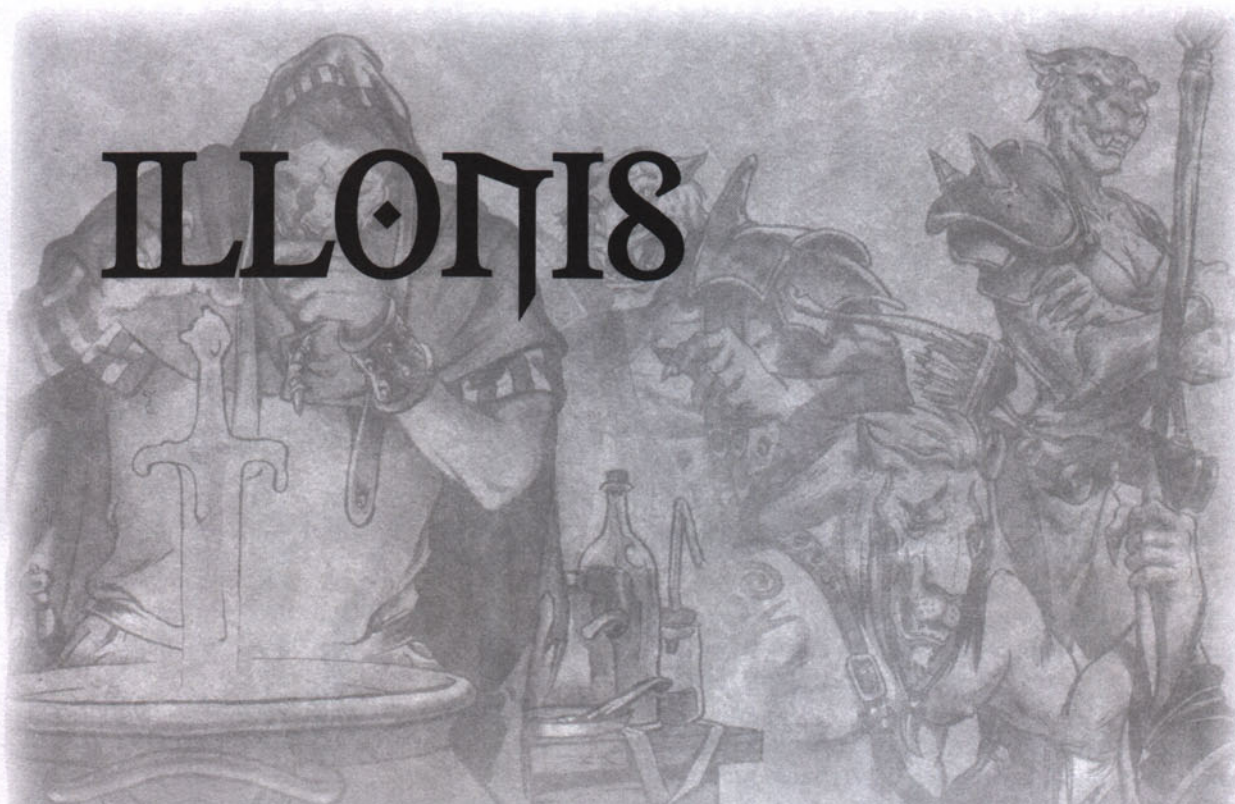
If the victim was dead, his soul is drawn into the Dreaming and trapped there. The victim cannot be returned through *clone*, *raise dead*, *reincarnation*, *resurrection*, *true resurrection*, *miracle*, or *wish* until the soul is freed.

If the victim was still living, his soul is drawn into the Dreaming and trapped there. The victim's physical body will immediately fall into a coma from which it cannot be awakened. The body will continue to age normally, and will require food, water, and other sustenance but will continue to live so long as they are provided. If the body dies while the soul is still absent, the victim is affected as though he had been dead at the time of the dream trap.

Incorporeal undead targeted by a dream trap are simply transported to the Dreaming. Creatures without souls (skeletons and zombies, for example) cannot be affected by a dream trap.

A trapped soul appears in the Dreaming as though it were a ghost (MM 212).

The effects of a dream trap can only be removed in two ways: by killing the fairy dreamer who created the effect or by returning the soul to its body (either by taking the body into the Dreaming or by bringing the soul back to the body). If the body was dead to begin with or has died since the dream trap was created, returning the soul to the body will only free the soul. The character will still be dead, but he can then be returned to life through magic.



ILLONIS

Shrouded in mystery and plagued by a curse that has haunted them for more than a millennium, the illonis move from plane to plane on a seemingly hopeless quest. The illonis' plane of origin is unclear as is the reason they are doomed to wander the multiverse. Generations of rumors, hearsay, and tall tales have blurred the line between fact and fiction, even among the illonis themselves. It is thought that the illonis were once a proud race of traders and explorers who pioneered several methods of planar travel when the human race was still young. Intelligent and daring, the illonis traveled the multiverse, trading exotic goods across the infinite planes. Then the peaceful race incited the fury of a vengeful god.

Legend has it that the illonis elders cast a high priest of an evil deity into unknown planes during a confrontation in which the cleric attempted to steal the travelers' secrets. Enraged by the incident, the dark god laid a horrid curse on the illonis, dooming them to a life of misery as they were magically compelled to search the multiverse for the lost priest. They would never see their home plane again and never find lasting acceptance in the worlds they traveled.

Personality: The illonis are a determined race. Generations of wandering and seemingly pointless searching should have left

them in despair. The torments of their cursed, unsettling appearance and strange afflictions should have robbed them of all hope long ago, but the illonis have persevered. Many other races do not understand what keeps the illonis going—their curse or the sheer determination of their unbreakable spirit? The illonis never give in to hopelessness and always find the strength to battle impossible odds. This is their nature.

Physical Description: The image of the race they once were is all but lost to the passage of time and the ravages of a cursed existence, and all illonis now face the challenges of finding a small measure of acceptance on the planes they visit. Illonis are humanoid creatures standing between six and six and a half feet tall, weighing an average of 155 pounds. They have thin gray skin spotted by black birthmarks that resemble the war branding of some barbarian tribes. Most illonis have deep gray or black hair worn at varying lengths depending on the individual. Many, even the women, have recently taken to shaving their heads.

Illonis possess many of the standard humanoid characteristics: two arms, two legs, a mouth, nose, and ears. All of these features are reminiscent of the human or elven races but for two notable differences. First, illonis possess six

long, triple-jointed digits on each hand, and this feature gives them remarkable talents with musical instruments. Secondly, illonis have no eyes but rather “see” with a strange form of echosense. Stories suggest the race was once known for its art and culture, hence the cruelty of the deity’s curse: With no eyes and no sense of color, the illonis’ artistic abilities are now almost entirely limited to music.

Most illonis take great care to hide their affliction from others, wearing blindfolds, deep hoods, or other coverings.

Alignment: Struggling to best the curse laid upon them and spite the vengeance of an angry deity, most illonis favor chaotic and neutral ways but still remain good spirited and tend to have a flair for heroics.

Illonis Lands: Illonis have no lands of their own and merely wander the countless lands of the other races. As ordained by the deity’s curse, illonis must wander the multiverse in search of the lost priest, and while most realize the priest is very unlikely to remain alive, the curse still haunts them and they must continue their hopeless search until their dying days. The curse is such that the race is bound to one plane for a century. When that time has passed, the illonis must leave for a new plane or the entire race will die.

On most planes, some of the illonis search for the lost priest, while others simply wander, aiding those in need and spreading their story until a century has passed. They resolve to spend their allotted time helping others rather than continuing a hopeless quest imposed on them by an evil god. Individual illonis may have no contact with others of their kind for decades, but as the century draws to a close, the survivors gather together to prepare for their journey to the next plane.

Religion: Hundreds of years of planar travel have transformed the illonis into an eclectic race in terms of religion. With no knowledge of their original patron deities, many illonis choose a different patron deity on each plane they visit, choosing one who most closely embodies the illonis worldview or personal beliefs. Deities of music, freedom, art, and poetry are among those most commonly





worshipped. Some illonis adventurers follow gods of fortune, travel, and knowledge.

While the illonis are not renowned for their religious devotion, illonis clerics can be among the most devoted as they see faith and divine power as the only hope their race has to escape the terrible curse laid upon them.

Language: All illonis speak Common. However, after centuries of planar travel and exposure to hundreds of languages, the illonis possess the ability to learn any language their vocal anatomy will allow them to speak. Strangely, illonis have no language of their own: This is another artifact of their curse, as their native language has been lost after centuries of wandering the planes.

Names: As with most of their culture, illonis names have changed dramatically over centuries of planar wandering. There are no truly common illonis names, as they tend to vary from plane to plane. Naming customs are often adopted from countless different cultures and places. As a result, however, a knowledgeable illonis can often determine another's age and plane of origin by the name he bears.

Male Names: Yrasjin, Trask, Fillimon, Jesker, and William.

Female Names: Uulinia, Ewilous, Leeya, and Sareh.

Adventurers: Despite their curse—or perhaps because of it—illonis are often called down the path of adventure. Most illonis adventure with one of two goals in mind: to search for the lost priest responsible for their curse or to wander the realms giving aid to the weak and downtrodden. The illonis, possibly more than any other race, consider it an obligation to champion the lost causes of others and spread peace between different cultures and societies.

ILLONIS RACIAL TRAITS

- +2 Dexterity, +2 Charisma, -2 Strength: A lifetime of hiding their afflictions makes most illonis somewhat self-conscious, but many races view them as a unique and incredible people. Their slender, multi-jointed fingers give the illonis remarkable manual dexterity, but their slight frames make them less physically imposing than other races.
- Medium-size: As Medium-size creatures, illonis have no special bonuses or penalties due to their size.
- Illonis base speed is 30 feet.
- Echosense: The curse cost the illonis their eyes, and they now depend on a unique form of echolocation to sense their environment. Echosense works just like blindsight (MM 9). Using this sense, illonis cannot distinguish textures, contrasts, or colors. As a result, illonis characters cannot read or write without magical aid. This limitation has motivated them to spread their story—and learn those of others—through an enduring oral tradition.
- Ambidexterity: As a naturally graceful and unusually coordinated race, illonis characters gain the Ambidexterity feat for free, even if they do not meet the prerequisite.
- +2 racial bonus on Perform checks: While the curse of the illonis has limited their artistic talents, they still possess an uncanny talent for the arts of music and storytelling.

- **Speak Language:** As a race of planar travelers, illonis have learned a wide variety of languages and have a natural aptitude for learning new ones. Illonis characters at 1st level gain one Speak Language skill for free in addition to any they choose individually.
- **Favored Class:** Bard. A muticlass illonis's bard class does not count when determining whether he suffers an XP penalty for multiclassing. With such a strong affinity for music and storytelling, a bard's life is ideal for an illonis.
- **Level Equivalent:** Class levels +1.

ILLONIS DOOMSINGER

Cursed to wander the planes for eternity, the illonis live the life of the damned. While most are able to come to terms with their loneliness and sorrow, a tragic few embrace their despair and hopelessness. These wretched souls are known as doomsingers. Journeying in dark lands and aiding those in need, doomsingers harness centuries of pain and fear to unleash the wrath of the damned on evildoers. Many doomsingers wander the land alone and are known as the Hollow Ones by their kinsmen. Doomsingers radiate an aura of despair and sorrow that makes even other illonis uneasy. They have abandoned the last thread of happiness to become destroyers of evil, and their minds are balanced precariously on the edge of insanity.

Most doomsingers are bards whose talent overshadows even the most skilled illonis. In rare cases, illonis wizards and sorcerers become doomsingers when they learn to embrace the sadness and despair within themselves.

Hit Dice: d6.

REQUIREMENTS

To qualify to become an illonis doomsinger, a character must fulfill all the following criteria.

Race: Illonis.

Alignment: Any non-lawful.

Spellcasting: Ability to cast arcane spells.

Base Attack Bonus: +5.

Move Silently: 4 ranks.

Perform: 10 ranks.

Sense Motive: 4 ranks.

CLASS SKILLS

The doomsinger's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Knowledge (all skills taken individually) (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Scry (Int, exclusive skill), Sense Motive (Wis), Speak Language (Int), Spellcraft (Int), Tumble (Dex), and Use Magic Device (Cha, exclusive skill).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the doomsinger prestige class.

Aura of Sorrow: The last vestiges of happiness and contentment fade and the doomsinger knows only sorrow. Those around the doomsinger sense this pain, as he radiates a sense of hopelessness and despair. At 1st level, a doomsinger can manifest this aura as a *bane* spell. The doomsinger's caster level is equal to his class level, and he can use this ability three times per day.

Song of Sadness: At 1st level, a doomsinger can wail a song of sadness that saps the courage from his enemies. To be affected, an enemy must hear the doomsinger's wail for a full round. The effect lasts as long as the doomsinger sings and the enemy can hear the song, plus an additional 5 rounds. Using this ability is a move-equivalent action. Affected creatures suffer a -1 morale penalty to attack and damage rolls. This is a mind-affecting ability.

Veil of Darkness: Shrouded in misery, doomsingers can manifest the darkness within their souls. At 3rd level, a doomsinger can cast *darkness* once per day as an arcane spellcaster equal to his character level. As an illonis with the echosense ability, the *darkness* has no effect on the doomsinger. The effect is centered on the doomsinger and moves with him.

Touch of Despair: Doomsingers can taint other creatures with their own cursed existence. At 3rd level, a doomsinger can cast *bestow curse* once per day as an arcane spellcaster equal to his character level. The doomsinger can choose the specific effect when using this ability (PHB 178).

THE ILLONIS DOOMSINGER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells Per Day
1st	+0	+0	+2	+2	Aura of sorrow, song of sadness	+1 level of existing class
2nd	+1	+1	+2	+2	Veil of darkness	+1 level of existing class
3rd	+2	+1	+3	+3	Touch of despair	+1 level of existing class
4th	+3	+2	+3	+3	Scream of fury	+1 level of existing class
5th	+4	+2	+4	+4	Wail of destruction	+1 level of existing class

Scream of Fury: Living in thrall to his misery and despair, a doomsinger finds a destructive voice for his fury. At 4th level, a doomsinger can unleash an agonizing scream that acts as a *disintegrate* spell as cast by an arcane spellcaster equal to his character level.

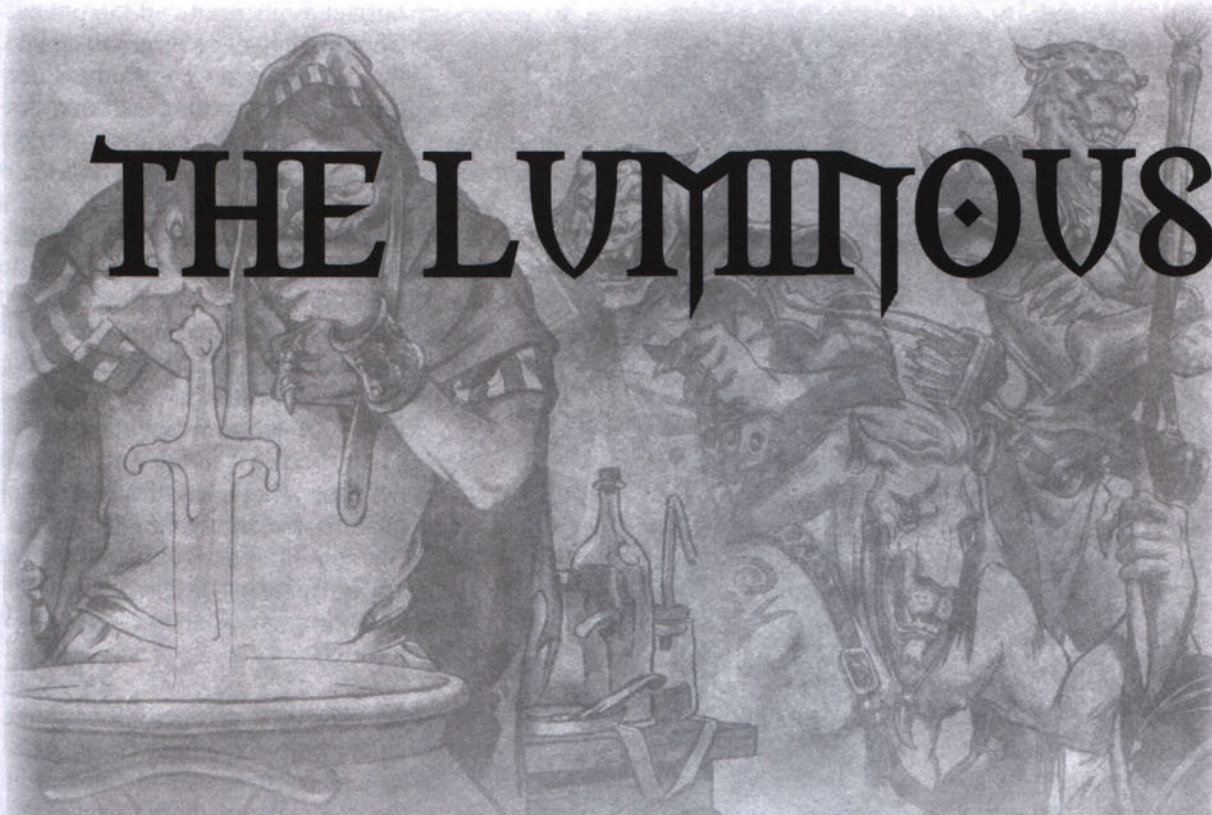
Wail of Destruction: Consumed by despair, the doomsinger learns to unleash his inner demons, manifesting them as a dark and destructive wail. At 5th level, the doomsinger can cast *wail of the banshee* once per day as an arcane spellcaster equal to his class level (PHB 269).

This hideous power comes with a price. When a doomsinger calls forth this power, he places his own sanity in jeopardy. Each time the

doomsinger uses wail of destruction, he must make a successful Will save (DC 20) or suffer one point of permanent Wisdom damage. This ability score damage can only be restored through spells such as *limited wish*, *wish*, or *miracle*.

Spells per Day: An illonis doomsinger continues to cast arcane spells as if he were a spellcaster of his total character level. When a new doomsinger level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had more than one spellcasting class before he became a doomsinger, he must decide to which class he adds each level of doomsinger for purposes of determining spells per day when he adds the new level.





THE LUMINOUS

THE LUMINOUS

Centuries ago, the luminous greatly resembled the elven races, with slender builds and a graceful yet powerful presence. Unlike the elves, the luminous devoted their entire existence to the destruction of evil, often taking the role of paladins and clerics of benevolent deities. As the efforts of the luminous escalated, so too did the efforts of evil. This led luminous sages to begin experimenting with the forces of the positive energy plane, a plane that many of the luminous champions called upon regularly to aid them in battle. The sages believed that a way could be found to literally integrate these forces into the physiology of the luminous race.

After generations of research, the sages had made steps in the right direction but stood no closer to their final goal. It would take a great tragedy and divine intervention to allow the luminous to realize their dream. As legends tell it, a war raged across the lands and the death tolls reached unimaginable numbers as the forces of a great evil ravaged the innocent. At the forefront of the resistance stood the luminous who valiantly fought the undead legions, caring not for themselves but rather for the survival of the other races who had fallen.

On the eve of the luminous' near extinction, the race took a collective stand against the enemy,

sacrificing thousands of their numbers to save the land from the evil forces. Though the luminous were victorious, it came at a heavy cost as only a fraction of the race survived. Legend holds that a deity of chivalry and heroism took notice of the sacrifice made by the luminous and offered a sign of thanks and acceptance by granting them the connection with the positive energy plane that they desired.

Since that momentous event, the luminous have worked to live up to the faith placed in them by the deity by working as champions of good and justice. They are living conductors of positive energy and a bane to the forces of evil, especially the undead.

Personality: More focused than friendly and far more driven than flippant, the luminous are often perceived as aloof or antisocial. This characterization is rarely true; in fact, the luminous make great efforts to find acceptance in the lands of other races. Luminous are natural-born champions of honor, justice, and chivalry. They use their unique appearance both to frighten those who would commit evil and to calm or inspire their allies.

Physical Description: Luminous are humanoids who stand between five and a half and six and a half feet tall and weigh



between 115 and 225 pounds. Though they once resembled elves, the luminous have become something more by acting as living conductors of the positive energy plane. In appearance, the luminous possess the basic figure of a humanoid, but they have translucent skin that serves as a seal to contain and shape the positive energies that make up their anatomy and form. They have no hair, and their bodies lack the detail that those of normal races possess. Their bodies feature just enough defining characteristics to distinguish between males and females. The luminous do wear clothing and armor, favoring the styles of their home region or those they travel through.

As creatures of energy, the luminous glow with a light that increases and decreases in intensity with the changing of their moods. This energetic glow is also affected by physical injuries the luminous suffer. They possess no bodily organs or fluids—the luminous do not shed blood, they bleed the life energy upon which their existence depends. A luminous still loses hit points due to injury and dies when his life energies are dispersed. Additionally, death magic and similar effects that would harm another race are equally effective against the luminous, unless their racial traits or other special abilities state otherwise.

The luminous do not need to eat or even sleep. The average life span of a luminous is 300 years. The passing of an elder luminous is celebrated in a ritual ceremony in which his family and friends gather to share fond memories and bid him farewell.

When a luminous couple decide to conceive a child, both must sacrifice a portion of their own life energy. These energies meld and produce the child, mimicking

many of the same reproductive processes of more mundane races.

Relations: Luminous are often outcasts in human lands, as their unique appearance tends to either uplift or frighten casual onlookers. As chivalrous as the luminous are, their devotion to the destruction of evil makes them a very focused, and unfortunately, very unsociable race. Despite their lack of social graces, they are one of the most devoted and fiercely loyal races one is likely to encounter. When a luminous devotes himself to a cause, he will act as its champion for life.

Alignment: Luminous believe in law and order, and they are devoted to the struggle against evil. Many luminous view the ways of chaos as sternly as they view the ways of evil, believing them to be two sides of the same dark path.

Luminous Lands: The luminous usually dwell in human lands, viewing many of the other races as too disorganized or chaotic. While the luminous often respect dwarves, they have a more difficult time finding their place in dwarven lands. The luminous do not often stay for long in the lands of other races, but this does not mean they will not champion other peoples if the need arises. Most luminous travel across the realms fighting evil wherever they find it. An ancient luminous saying proclaims, "Evil knows no borders, and neither shall we."

PURIFYING LIGHT [GENERAL]

As a luminous, you can use your energies to aid allies from the harmful effects of poisons.

Prerequisites: You must be a luminous.

Benefit: Each day, a number of times equal to your Wisdom modifier, you can channel your energies to grant a victim stricken by poison an additional saving throw (if the first failed). You also give the victim a +2 sacred bonus on the second save attempt against the poison.

UNYIELDING AURA [GENERAL]

By carefully controlling and manifesting your energies, you can aid and inspire your allies in battle.

Prerequisites: You must be a luminous.

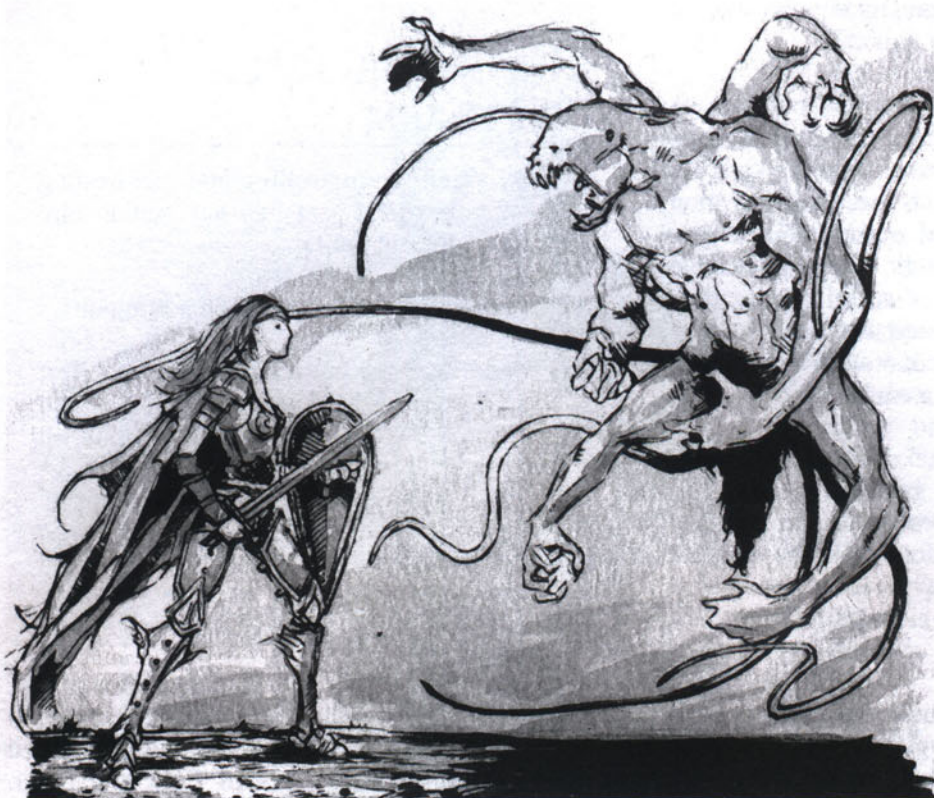
Benefit: Once per day, you can manifest the forces of the positive energy plane to create a 20-foot radius aura that grants all of your allies in the area of effect a +1 morale bonus to all attack rolls, damage, and saving throws. However, you must take 1 hit point of damage for each round you manifest the aura.

Religion: The luminous worship deities of law, heroism, and chivalry. Centuries of devotion to the deity who transformed them have solidified their bond to the forces of light and order. However, rumors persist of a corrupted faction that has turned to evil, their life energies having been tainted by the negative energy plane. If these rumors are true, these evil luminous have succeeded in concealing themselves, even from the elders of their race.

Language: The luminous speak a strange hybrid of Common, Elven, and Celestial called Lumin. The language is almost impossible for most other races to speak, aside from the elves and pevishan (see page 91). Some sages suggest that the early luminous had strong ties to the ancient pevishan, thus explaining the latter's affinity for Lumin.

Names: Luminous names are often as orderly as the race itself. A mother and father will sometimes spend weeks or even months researching ancestral texts and records before choosing a child's name. Luminous usually have two names—a Lumin one and a Common one. The mother chooses the Lumin name and the father chooses the Common name. Among many luminous circles, it is considered very rude to speak the Lumin name in the presence of those who do not speak the language.

Male Names: Lumin—Qiol, Ulizanz, Ruilixn, and Equirizolo. Common—Dirk, Faren, and Millikan.



Female Names: Lumin—Zzirta, Willjula, and Aqixan. Common—Talliya, Lucinda, Eveliya.

Adventurers: Luminous typically adventure for one reason: to fight the forces of evil. Luminous often join good-aligned adventuring companies or knightly orders to gain allies in their struggle.

In recent years, elders have described a prophecy that foretells the return of their ancient enemy and a thousand years of pain and suffering to follow. With this revelation, many of the luminous have renewed their efforts to train their young and prepare for the coming battle. Others wander the lands looking for those responsible for the enemy's return.

LUMINOUS RACIAL TRAITS

- **+2 Wisdom, -2 Charisma:** Luminous are gifted with insight and a strong bond to both divine powers and the positive energy plane. Their rigid beliefs and values sometimes lead to the luminous being characterized as harsh and closed minded, and this often impairs their ability to interact with others.

- **Medium-size:** As Medium-size creatures, luminous have no special bonuses or penalties due to their size.

- **Poison Immunity:** As beings of energy, luminous have a racial immunity to all natural poisons. This ability does not protect the luminous from magical or supernatural poisons.

- **+4 racial bonus on all saving throws vs. Necromancy magic.** As beings of positive energy, the luminous have an increased resistance to the powers of necromancy.

- **Unique Anatomy:** As a being of pure energy, a luminous can intensify his natural glow to match the effects of torchlight or moonlight. A lumi-

nous can also dim this glow at times when stealth is called for, but this is more difficult to accomplish. A luminous must make a Fortitude save (DC 15) to dim his glow for a number of rounds equal to his Constitution score. The character can attempt this any number of times, but it requires a Fortitude save each time.

- **Enhanced Turning:** As beings of positive energy, the luminous are deadly foes to the undead. A luminous character who has the ability turns undead as a character two levels higher.

- **Automatic Languages:** Lumin and Common. **Bonus Languages:** Celestial and Elven. A well-traveled luminous can learn a wide variety of languages.

- **Favored Class: Paladin.** A multiclass luminous' paladin class does not count when determining whether he suffers an XP penalty for multiclassing. The luminous are inherently suited to lives as champions of law and goodness.

LUMINOUS LIGHTBRINGER

Serving as a champion of justice and valor, a lightbringer can strike fear into the blackened hearts of even the coldest of evils. Whether they roam the land alone or unite to form imposing orders, lightbringers share a common goal: destroy evil in all of its forms, no matter the cost. Sometimes viewed with a cautious eye for their unsettling devotion, lightbringers have only the best intentions for the world. They believe their discipline is necessary to protect the realms from the darkness.

All lightbringers are clerics or paladins, having worked within the temples of deities of chivalry and justice. Lightbringers are incredibly focused on their goal and will stop at nothing to see evil destroyed. Sometimes despised as much as they are loved, lightbringers walk a path that few can follow. They can see the darkness that others cannot and bear a heavy burden on their shoulders.

Rumors continue to circulate among the luminous of an evil order, a cadre of "darkbringers." The lightbringers believe that this group acts in secret, striving to thwart their every plan and divert their every quest. Whether or not this order truly exists remains a mystery, even to the elder lightbringers.

Hit Dice: d10.

REQUIREMENTS

To qualify to become a luminous lightbringer, a character must fulfill all the following criteria.

Race: Luminous.

Alignment: Lawful good.

Base Attack Bonus: +7.

Concentration: 6 ranks.

Knowledge (religion): 6 ranks.

Feats: Extra Turning, Weapon Focus, and Unyielding Aura.

Turn Undead: Ability to turn undead as a cleric or paladin.

CLASS SKILLS

The lightbringer's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (religion) (Int), Profession (Wis), and Ride (Dex).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the lightbringer prestige class.

Weapon and Armor Proficiency: Lightbringers are proficient with all simple and martial weapons, as well as all types of armor and shields.

Spells per Day: A luminous lightbringer continues to cast divine spells as if he were a spellcaster of his total character level. When a new lightbringer level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had



THE LUMINOUS LIGHTBRINGER

Class	Base Attack Level	Fort Save	Ref Save	Will Save	Special	Spells Per Day
1st	+1	+3	+3	+0	Heart of valor	+1 level of existing class
2nd	+2	+3	+3	+0	Weapon of justice	+1 level of existing class
3rd	+3	+4	+4	+1	Bane of evil	+1 level of existing class
4th	+4	+4	+4	+1		+1 level of existing class
5th	+5	+5	+5	+2	Brilliant radiance	+1 level of existing class

more than one divine spellcasting class before he became a lightbringer, he must decide to which class he adds each level of lightbringer for purposes of determining spells per day when he adds the new level.

Heart of Valor: A lightbringer's passion for battling evil inspires those around him to greater courage. A lightbringer can infuse his allies with valor a number of times each day equal to his Wisdom modifier. This ability acts as a *remove fear* spell cast as a divine spellcaster of the lightbringer's character level.

Weapon of Justice: With the power of the positive energy plane coursing through his body, a lightbringer beginning at 2nd level can infuse his chosen weapon with positive energy, transforming it into a magical, blessed weapon.

This ability works as the *greater magic weapon* spell as cast by a divine spellcaster of the lightbringer's character level. The lightbringer gains a +1 enhancement bonus per three character levels to attacks and damage with the weapon. This ability is usable once per day.

Bane of Evil: At 3rd level, a lightbringer is able to channel his positive energy, manifesting it in powerful attacks and defenses against evil beings. When battling creatures of evil alignment, the lightbringer receives a +1 sacred bonus on all attacks, damage, and saves. Using this ability is a free action.

Brilliant Radiance: With his powers reaching their peak, a lightbringer has learned many techniques to aid him in his unyielding quest to destroy evil. His connection to and understanding of the positive energy that created and flows through him are nearly complete. The lightbringer is a living weapon for justice and a living terror to the forces of evil.

At 5th level, the lightbringer is considered a magical creature. He is classified as an outsider, rather than a humanoid. The character gains the celestial template (MM 211), with all of the corresponding benefits and hindrances.



MHUINNTIRS

MHUINNTIRS

Mhuinntirs are natural shapechangers. Born in human forms, they grow as a human until they manifest their unique heritage and learn to shapechange into jaguars. Often mistaken for lycanthropes if their natures become known, mhuinntirs learn to hide what they are when traveling in foreign lands.

Within their society, mhuinntirs have no governing authority. Each hunts on his own or with close families or friends. Though they will band together against outside threats, they offer each other little support in survival. They take pleasure in hunting, which they normally do in jaguar form. Success in a difficult hunt is a mark of pride.

Personality: Mhuinntirs enjoy knowledge and mystery. While secretive about themselves, they are inquisitive about others. The young show a curious streak that presses them to exploration and solitude. As they grow older, mhuinntirs often become well-practiced spies or gossips. When mhuinntirs fight among themselves it is due to a lack of respect for one another's privacy. Those few conflicts not caused by invasion of privacy are a result of injury to mhuinntir vanity. The shapechangers are vain and take care of the appearance of both their forms.

Mhuinntirs seem calm, but it is a thin illusion. They are given to strong emotional outbursts, and at these times their animalistic sides emerge. When angry, hungry, or frightened, they are likely to transform into jaguar form to hunt, fight, or flee. Even when they do not shapechange against their will, they have a furious temper and the fight-or-flight instincts of their animal side.

They normally take a reactive attitude to the world around them, enjoying what they find but rarely striving to make a lasting impact. Though disinterested or confused by the value humans place on particular metals and stones, mhuinntirs enjoy collecting trinkets that appeal to them. They keep these treasures in their *cuimhne* ("memory bag"), a drawstring pouch worn around the neck.

Mhuinntirs collect remembrances as they age and can recite the memories, lessons, or emotions that each represents. This context is worth more than the value of the items, and they become protective of their belongings. Theft is a serious crime. It is also difficult to accomplish—they almost never remove the *cuimhne*. Although they try to learn one another's secrets, mhuinntirs won't steal unless they intend to inflict a grave insult or initiate a blood challenge.

Physical Description: In human form, mhuinntirs are slimmer than normal humans and have wiry builds. They stand five to six feet tall and weigh 110 to 200 pounds. There is no difference in size between males and females. Hair and complexions are usually dark, though many also have light brown or blonde hair. Their eyes are their most striking features. Until the first transformation, mhuinntirs have normal brown eyes. Once they shapechange, they retain feline eyes even in human form, dark gold or yellow with vertical pupils.

Mhuinntirs age at the same rate as humans. They are considered adults between 12 and 15 and can live as long as 90 years.

Relations: Mhuinntirs suffer suspicion and distrust from humans and dwarves. They fare better with elves, who are more accepting if still wary of their animal nature. Gnomes and halflings quickly learn to beware of mhuinntir temper but otherwise share interests with the shapechangers and enjoy their company. It is

not uncommon for others to mistake mhuinntirs for lycanthropes and, fearing the curse of lycanthropy, hunt the shapechangers or flee them. Because of these mixed reactions, mhuinntirs try to hide their dual nature.

The mhuinntir attitude toward other races is uniform. Secretive by nature, they do not hold the misunderstandings of others against them, nor do they try to correct their views. They form friendships with gnomes or halflings easily, but such friendships do not last as the mhuinntir hunter instinct drives them to live a more aggressive life than their smaller companions enjoy. Most mhuinntirs encountering half-orcs find a kindred spirit. They seem to share a common ferocity. Few friendships survive if the shapechanger discovers his remembrances stolen.

Alignment: Mhuinntirs have no tendency to either good or evil. Their preference for freedom and often solitude are marks of their tendency toward chaos, particularly while young.



Mhuinntir Lands: Mhuinntirs prefer living in jungles and forests, though they are at home in any warm land where there is food to hunt. No development marks lands ruled and hunted by mhuinntirs. The shelters they build blend into the surroundings, using the terrain to hide. Their unobtrusive dwellings are an extension of their own secretive nature. It is possible for an outsider to walk through a mhuinntir gathering and never see anything but natural jungle around.

Though they have no governing authority, mhuinntirs have a council of elders with the power—granted by their superior age and respect—to enforce justice. It is to this council that blood challenges are brought. The blood challenge is a simple, non-lethal fight between peers. The first to draw blood is declared the victor. While losing the duel involves no serious injury, the scar remains as a reminder of the loss. Scoring a hit on the opponent's face is considered the most decisive victory, and it is difficult for mhuinntirs with visible scars to regain respect. Once the blood challenge is done it is tradition that the conflict is forgotten and the combatants resolved to one another, but the wounded pride of the loser often creates a long-standing grudge.

Religion: The patron god of mhuinntirs is Sealgairean, the Hunter. He is depicted in humanoid form with the head, claws, and tail of a hunting cat. His clerics teach self-reliance and sometimes the generosity of providing for others. True clerics of Sealgairean are rare, as mhuinntirs have no organized religion. His clerics are hunters most of their lives. They usually pursue other skills and become clerics only after they join the elders of a village. A cleric of Sealgairean may choose from the Animal, Knowledge, Plant, and Strength domains.

Language: Mhuinntirs speak their own language that uses the Elven alphabet. It is a combination of long vowels and harsh consonants, usually spoken with a rolling lilt. While Mhuinntean is difficult for humans to speak properly, the shapechangers enjoy singing ballads and epics. They commonly recite the *beul-aithris*, the traditional oral history, but composing new stories is also a respected pastime. They enjoy reliving the old stories through lively storytelling, and they gather to compose for hours as they bandy words among them-

selves. Few who are not mhuinntirs attempt to duplicate their efforts in this.

Names: Adult mhuinntirs have two names. The first is given to them at birth by their parents. The second is chosen by the mhuinntirs and presented to the council of elders on their Changing Day when they become adults. Once this second name is chosen, it is their primary name. Among adults, using the birth name can be either a sign of endearment or an insult, depending on intention.

Male Names: Aigeannach, Alainn, Beag, Beanntan, Clachan, Dailean, Ditheanan, Feasgairean, Gruagan, Iongantach, Lasrach, Luith, Meadhon, Neamh, Neartmhor, Onfhadh, Priomh, Rannsaich, Righ, Salach, Sealbhach, Sgeul, Tlachd, Tuath, Ulaidh.

Female Names: Acair, Amhra, Baine, Bhearnain, Ciuine, Comhla, Duirche, Eudail, Faoine, Fliche, Gleusda, Ionmholta, Lacha, Luaithe, Mhaille, Mistolda, Neonaiche, Nighinne, Oraine, Parice, Rian, Ruaidhe, Saoire, Sasaichte, Tuigsiche, Ullaimhe.

Adventurers: Curiosity or wanderlust typically motivates mhuinntir adventurers. Inquisitive about everything, their curiosity turns to the world outside their own kind. Some also choose to leave their homes to pursue greater hunts, and they pursue feats of adventure as opportunities to prove their skill. Such mhuinntir wanderers are a tradition among the shapechangers. When they return home with grand tales of their exploits, they earn the respect of their peers.

MHUINNTIR RACIAL TRAITS

- **Medium-size:** As Medium-size creatures, mhuinntirs have no special bonuses or penalties due to their size.
- **Mhuinntir base speed is 30 feet.**
- **Low-light Vision:** Mhuinntirs can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- **+2 racial bonus on Balance, Climb, Hide, Jump, and Move Silently checks:** A mhuinntir's feline nature gives him



improved balance, athletic ability, and stealth even in human form.

- **Control Shape:** At 1st level, a mhuinntir gains the Control Shape skill at rank 4. He may increase this skill with skill points when he increases level as normal. Control Shape is always considered a class skill, regardless of the mhuinntir's actual class.
- **Additional Feats:** Due to their dual nature, mhuinntirs may select any of the following feats as general feats whenever they are allowed to learn a new feat: Improved Control Shape, Improved Grab, Multiattack, Pounce, and Rake.
- **Animal Form:** Mhuinntirs have an alternate form as a jaguar. While in jaguar form, mhuinntirs may not make use of any equipment or magic items designed for human use except for necklaces and amulets. The DM has final say on what other items may be used in animal form. Shapechanging between forms requires a standard action and is a supernatural ability that provokes attacks of opportunity. Mhuinntirs in jaguar form

undergo the following changes:

+4 Strength, +6 Dexterity, +4 Constitution, and +1 natural armor bonus. The increase in Constitution increases the mhuinntir's hit points by two points per level, but these hit points go away when he transforms back into human form. They are not lost first the way temporary hit points are.

Speed 40 feet, climb 20 feet. The mhuinntir's racial Climb bonus increases to +8, and he may choose to take 10 while climbing even if rushed or threatened. Mhuinntirs may choose to attempt an accelerated climb in animal form.

+2 racial bonus to track or spot creatures by scent. Mhuinntirs in jaguar form may detect nearby creatures by scent but cannot determine their exact location. In appropriate circumstances, they may reduce their miss chance against concealed or invisible opponents by 10%.

Temporarily gain Improved Unarmed Strike. The shapechanger is always considered armed with its natural weapons.

Bite and claw natural weapons. Bite

CONTROL SHAPE (Wis)

Shapechangers use this skill to control their ability to change between forms.

Check: The shapechanger may attempt to change between forms at will by taking a standard action and making a Control Shape check (DC 15). In times of stress, shapechangers may involuntarily change into animal form. To avoid this, the character must succeed at a Control Shape check when hungry (DC 12), angry (DC 15), or wounded (DC 18). The check to avoid involuntary change is a free action. If it fails, the shapechange takes a standard action.

Retry: A shapechanger may attempt a voluntary change as often as desired. If the change was involuntary no retry is possible, but the character may attempt to change back.

IMPROVED CONTROL SHAPE [GENERAL]

As natural shapechangers, mhuinntirs may learn a great degree of control over their own form.

Benefit: Mhuinntirs with this feat gain a +2 competence bonus to all Control Shape skill checks. In addition, the character may voluntarily shapechange as a standard action without a Control Shape check.

IMPROVED GRAB [GENERAL]

Mhuinntirs with this feat have learned to use their powerful natural weapons to make more devastating grappling attempts.

Prerequisite: Str 13+.

Benefit: If the mhuinntir hits a creature of Medium size or smaller with one of its natural weapons in jaguar form, he deals normal damage and may attempt to start a grapple as a free action without provoking an attack of opportunity. The mhuinntir has the option to conduct the grapple normally or simply use the part of his body used in the improved grab to hold the opponent. If he chooses to do the latter, he suffers a -10 penalty to grapple checks but is not considered grappled himself; he does not lose his Dexterity bonus to AC, still threatens an area, and can use his remaining attacks against other opponents. Each successful grapple check the mhuinntir makes during successive rounds automatically deals the damage for the attack used in the improved grab.

MULTIATTACK [GENERAL]

The mhuinntir is adept at using all its natural weapons at once.

(1d6/x2); Claw x2 (1d3/x2). A mhuinntir may take a full attack action to make all three attacks as if attacking with multiple weapons. The claw attacks are considered light, reducing the penalties to -4 (bite) and -8 (claws). The Ambidexterity and Multiattack feats may reduce these penalties (to a minimum of -2 and -2 if the character has both feats). Claw attacks add only half the character's

Benefit: When attacking with multiple natural weapons in animal form, reduce all attack penalties by 2.

POUNCE [GENERAL]

The mhuinntir has learned to leap onto his prey during an attack in animal form.

Prerequisite: Dex 13+, Jump skill (4 ranks).

Benefit: The character may make a Jump check to initiate an attack in animal form. The target makes a Reflex saving throw (DC equals the Jump check result). If the saving throw fails and the Jump check was sufficient to reach the target, the jump is a free action and the mhuinntir may make a full attack even if he has already taken a move action that round. If the Reflex save is successful, the jump takes a move-equivalent action, provokes attacks of opportunity, and the target avoids the pounce.

RAKE [GENERAL]

The character has learned to use his powerful rear claws in close combat.

Prerequisite: Dex 13+, base attack bonus +4 or higher.

Benefit: Whenever mhuinntirs with this feat are involved in a grapple, they may make attacks with both rear claws at their normal attack bonus, with the standard -5 penalty for secondary attacks. Damage for each claw is 1d3 plus half the mhuinntir's Strength bonus. If the character pounces, he may also rake.

Strength bonus to damage.

- Any of the following feats may be taken and applied to the bite or claw attacks: Improved Critical, Weapon Finesse, and Weapon Focus.
- Automatic Languages: Common and Mhuinntean. Bonus Languages: Elven,

THE MHUINNTIR CLAW OF THE HUNT

	Base				
Class	Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1st	+1	+2	+2	+0	Bonus feat, sneak attack +1d6
2nd	+2	+3	+3	+0	Hunter's claws (+1)
3rd	+3	+3	+3	+1	Defensive shift
4th	+4	+4	+4	+1	Bonus feat, hunter's claws (+2)
5th	+5	+4	+4	+1	Sneak attack +2d6
6th	+6	+5	+5	+2	Hunter's claws (+3)
7th	+7	+5	+5	+2	Bonus feat
8th	+8	+6	+6	+2	Hunter's claws (+4)
9th	+9	+6	+6	+3	Sneak attack +3d6
10th	+10	+7	+7	+3	Bonus feat, hunter's claws (+5)

Gnome, Goblin, Halfling, Orc, and Sylvan.

- **Favored Class:** Ranger. A multiclass mhuinntir does not count his ranger class when determining whether he suffers an XP penalty for multiclassing. The skills of the wilderness and the hunt come naturally to mhuinntirs and are easy for them to pursue.
- **Level Equivalent:** Class levels +2.



CLAW OF THE HUNT

Masters of stalking and shapechanging, claws of the hunt emulate Sealgairean and use their natural gifts in the hunt. On their own, claws become the ultimate hunters, using stealth and cunning to strike down opponents and keep themselves hidden. Solitary hunters by nature, they avoid traveling together. When they do hunt as a group, they can bring down even the most ferocious prey.

Mhuinntir rangers, bards, and rogues most commonly become claws when they gain enough skill in the hunt. Barbarians, fighters, monks, and paladins make for extremely potent and dangerous claws of the hunt, though they are less common. Spellcasting mhuinntirs rarely become claws, but they can become the most dangerous hunters among the shapechangers.

NPC claws typically hunt alone, seeking the most dangerous prey to increase their reputations. Some of these hunters seek humanoid prey upon whom to prove their skills. Other subtle and manipulative claws hunt dangerous prey, even one another, by proxy. They manipulate adventurers into tracking down their victim. The adventurers involved in these schemes do not know the full meaning of what they do.

Hit Dice: d8.

REQUIREMENTS

To qualify to become a mhuinntir claw of the hunt, a character must fulfill all the following criteria.

Race: Mhuinntir.
Base Attack Bonus: +5.
Control Shape: 8 ranks.
Move Silently: 6 ranks.
Wilderness Lore: 4 ranks.
Feats: Improved Control Shape, Track.

CLASS SKILLS

The claw of the hunt's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Hide (Dex), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Spot (Wis), Swim (Str), Tumble (Dex), Wilderness Lore (Wis).

Skill Points at each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the claw of the hunt prestige class.

Weapon and Armor Proficiency: A claw of the hunt is proficient with all simple and martial weapons and with light armor but not shields.

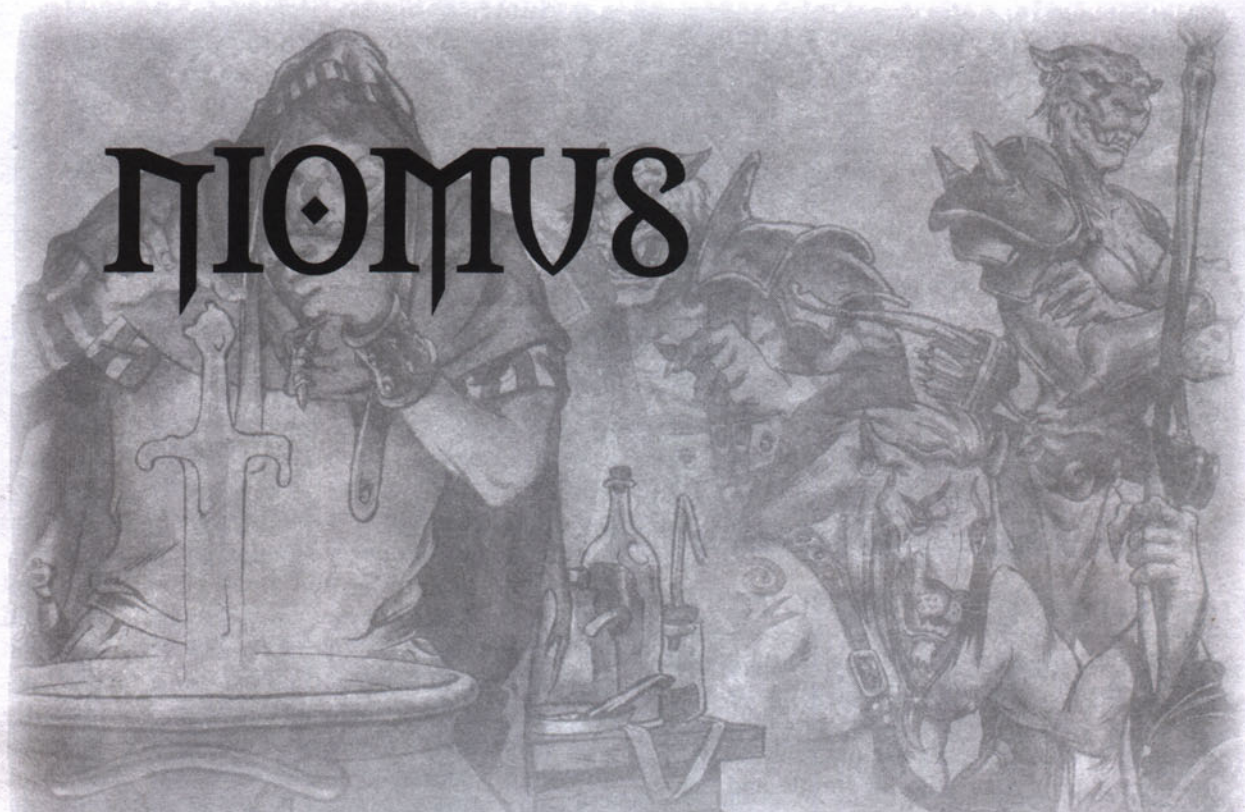
Bonus Feats: At 1st level and every three class levels thereafter, a claw of the hunt gains a bonus feat. These bonus feats may be used to learn any of the fighter bonus feats or any mhuinntir racial feats. The claw may only take Weapon Specialization as a bonus feat if he is also a fighter of at least 4th level.

Hunter's Claws: Beginning at 2nd level, claws of the hunt learn to use their claws and fangs to deadlier effect. In animal form, the character's natural weapons gain a +1 enhancement bonus and become enchanted weapons for purposes of harming creatures with damage reduction. For every two class levels, the character's natural weapons gain +1 greater potency.

Sneak Attack: A claw of the hunt gains the ability to make sneak attacks for extra damage like rogues. If the character gets a sneak attack bonus from another source, the bonuses to damage stack. A claw of the hunt may not make a sneak attack to deal subdual damage.

Defensive Shift: At 3rd level, a claw of the hunt learns to use his natural shapechange ability to protect himself from potentially lethal blows. Once per day when the character would be reduced to 0 hit points or below by a weapon or other blow during combat (not a spell or special ability), he can attempt to instantly shapechange to protect himself. The character must succeed at a Control Shape skill check (DC = 10 + damage dealt). If successful, the fluid motion possible during the instantaneous shapechange allows the claw of the hunt to suffer only half damage from the blow. If the Control Shape check fails, the character's form does not change, as he fails to retain the necessary concentration.

NIOMUS



Niomus are winged humanoids, making their homes in lofty eyries on mountaintops or inaccessible cliffs. The sheer cliffs and high mountains they prefer provide a formidable defense against invaders or intruders, and the niomus are happy to use these defenses as well as their natural ability to fly to their advantage.

Niomus can be stubborn and protective of their freedoms. They are fierce opponents because of their cunning and determination but they are also quick to forgive misunderstandings and insults. Proud of their accomplishments, niomus are generous with friends and guests and consider it a mark of honor and success to provide freely for others.

Personality: Niomus believe they are born to inherit the open sky. Because of this, they chafe at restrictions and hindrances, which seem both unnatural and unfair to them. Though they willingly follow the wise in the interest of common good, niomus grow stubborn if they feel someone is becoming domineering or controlling.

Niomus are fond of raucous entertainment. They are known for their strong wine and loud songs, as well as the musical pipes they prefer. They find dancing intriguing, though they prefer their flying "dance" that allows for grand gestures and dives. They are generous with

guests and willing to welcome almost anyone to nioman feasts and parties—though many such gatherings take place on foreboding cliff sides or mountain peaks.

These proud creatures enjoy beauty, particularly fine gems and precious metals. Niomus wear many types of jewelry, including amulets, belts, bracelets, earrings, necklaces, and rings. The prestige of a niomus can be judged by the quality and number of such ornaments. Niomus lords and adventurers make a special effort to collect magical jewelry. They also enjoy stories and song, particularly tales that focus on cleverness and wit.

Physical Description: Niomus appear human with the exception of a pair of membranous wings extending from their shoulder blades. They are between five and a half and six and a half feet tall and weigh from 80 to 140 pounds. Despite their relatively low weight, niomus are not thin. Like birds, they have hollow bones and lightweight, whipcord musculature that allow them to fly. Niomus usually have fair hair and complexions, though their wings tend to be more darkly tanned. Their eyes are dark brown, gold, and rarely blue.

A niomus' wings are made of a fleshy membrane stretched over supporting bones that

extend from the spine near the shoulders. The wings are flexible and can be folded over the niomus' back and concealed under a robe or cloak. Niomus often hide their wings when traveling, and most can pass for human.

Niomus are adapted to their eyrie homes among the clouds and mountaintops. They are resistant to the cold and are immune to the effects of oxygen deprivation at high altitudes. If trapped in a sealed chamber, niomus use only as much air as Small characters despite their size. Young niomus learn to fly by age 5. They are considered adults at age 40 and most live 300 years. Few live past 350.

Relations: Niomus believe human societies are deceitful, elves are distant and haughty, and half-orcs are just cruel. Though not normally distrustful, niomus are careful of their relations with both humans and elves. Many individuals of these races have proven themselves worthwhile, but the niomus hold to their prejudices nonetheless.

Halflings, gnomes, and dwarves are too pragmatic by nioman standards but are otherwise good company. Niomus relate well with dwarves and gnomes, and they often trade with these races while sharing drink and song. Niomus particularly appreciate the dwarven silversmiths' and goldsmiths' artistry and are more cautious about giving insult and more forgiving of misunderstandings where dwarves are concerned.

Alignment: Niomus are fond of freedom and dislike restraint. Most show a strong tendency toward chaotic behavior, and a lawful niomus is mistrusted by his own race. Well meaning and kind, the niomus try to protect the virtuous and worthy and are thus often good aligned.

Nioman Lands: Scattered across high mountains and nestled among the clouds, nioman kingdoms are beautiful to behold. Mountain palaces and cathedrals built of stone use well-crafted glass and mirrors to catch the light. Most are enchanted so that even at night or on overcast days they glow with myriad lights and colors. This beautiful effect is not intended merely for decoration. Niomus often use the colors and patterns as





warnings. The young learn to recognize the lights that mean unstable cliffs, weak landings, or natural hazards. Because they find joy in both beauty and accomplishment, entire niomus clans work together to build their impressive eyries. The land and sky around their cities are not considered owned by anyone but shared by everyone.

Niomus lords are almost always wizards, often specialists in Illusion and Transmutation. The leaders of the niomus claim no titles, levy no taxes, and raise no troops. Rather, nioman lords may call upon those who live near their eyries to act for the common good. Together, the clans and families build new homes and monuments, fight the rare encroachers, and gather the food and supplies necessary for the niomus to survive.

Some successful niomus clans live among mountains also inhabited by dwarves. They remain on friendly terms with the dwarves and trade regularly, as well as providing scouts and information to their allies. Niomus feel they get the better end of such bargains.

Religion: The patron goddess of the niomus is Dy'Madra. She takes the form of a tall nioman woman with silver skin, white hair, and gold eyes, or a great eagle with black feathers. Some tales persist of Dy'Madra taking the form of an ancient silver dragon as well. Most niomus eyries have statues and monuments in her honor, as well as the great cathedrals that often mark the center of the eyrie's society—just as the lord's palace marks the center of nioman government, such as it is. Her symbol is usually a bolt of lightning surrounded by storm clouds, but it has also appeared as a cloudy mountain peak or a silver dragon.

Dy'Madra is a goddess of air, clouds, storms, and wind. She teaches her people to be strong of heart and cunning in the fight against evil. Though magic is no part of her teachings, most niomus believe her to be the patron of the magical arts as well. Nioman myth holds that Dy'Madra formed the niomus from the stuff of clouds in the early ages of the world.

Clerics of Dy'Madra are known to offer healing to any creature of good heart and to offer good rains and healthy crops to those friendly to the nioman people. Dy'Madra is associated with the domains of Air, Good, and Luck.

Language: Niomus speak their own language, which is related to Auran and uses the Draconic alphabet. Nioman literature has a long tradition of both epic tales of battles against evil and anecdotes of clever heroes besting the proud and mighty. Many niomus learn the languages of elemental creatures, dwarves, and dragons.

Names: Niomus have a personal name, a family name, a clan name, and also use the name of their homeland. Only the first is of daily use. Family and clan names are used in introductions or formal settings, while their eyrie name is rarely mentioned except during introductions between niomus from different eyries.

Male Names: Aaris, Dycan, Eddin, Helad, Jores, Mikel, Podran, Ranled, Sloves, and Voren.

Female Names: Batli, Celesta, Dyan, Katila, Laren, Mesala, Naseni, Olasa, Tyana, and Weslyn.

Family Names: Dy'nalen, Jor'lys, Ma'hali, Ol'dyren, and Yl'tris.

Clan Names: Alabin, Fabereth, Moldanan, Stearyn, Telibes, and Wernidal.

Eyrie Names: Airfall, Cloudwish, Firelake, Stormhold, and Windpeak.

Adventurers: Niomus enjoy lives of adventure. Born to freedom, they feel it natural to travel as far as one is able. During their travels they see and learn a great deal about the outside world and they try to bring the best of what they find back to their eyries. Interesting tales, items of beauty or value, and new magic items or spells bring prestige and respect to those who return.

Niomus also adventure for more serious reasons. Despite their lighthearted fondness for beauty and wit, they are neither selfish nor superficial. Willing to fight fiercely for the welfare of others, even those they do not know, niomus also adventure to fight the agents of evil gods or sects. They take the war against evil quite seriously and strive to destroy the twisted and corrupt. Victory against such enemies brings the most joyous celebrations.

NIOMUS RACIAL TRAITS

- +2 Intelligence, +2 Charisma, -2 Strength: Clever and friendly, niomus are weaker than they look due to their light musculature and hollow bones.
- Medium-size: As Medium-size creatures, niomus have no special bonuses or penalties due to their size.
- Niomus base speed is 30 feet, fly 50 feet (average). A niomus may not fly while carrying a medium or heavy load.
- Cold resistance 5. Niomus are adapted to the cold climates of their eyries.
- +2 racial bonus on Jump checks. A niomus' light weight and whipcord muscles enable him to jump more effectively.
- +2 racial bonus on Search and Spot checks. A niomus' keen eyes enable him to more easily find hidden things.
- Automatic Languages: Common and Nioman. Bonus Languages: Auran, Draconic, Dwarven, Giant, Gnome, and Halfling.

- Favored Class: Wizard. A multiclass niomus' wizard class does not count when determining whether he suffers an XP penalty for multiclassing.

- Level Equivalent: Class levels +2.

NIOMUS WINDWEAVER

The windweavers are the elite niomus wizards—the masters of air, sky, and weather. Apart from simply mastery of the skies, the windweavers are expected to protect and provide for their people. Windweavers enchant magic items for the defense of the eyrie and the niomus. It is they who craft the magic weapons, armor, and jewelry that allow the niomus to thrive against all opposition. The eyries—quite literally—rest on the pillars formed by the most powerful windweavers.

Any arcane spellcaster can learn the art of the windweavers. However, wizards are far more common than sorcerers. While bards can become windweavers, they are ill suited to the tasks other niomus expect of a windweaver. Windweaver wizards are often specialists in the schools of Evocation, Illusion, or Transmutation.

NPC windweavers spend much of their time crafting magic items and spells to protect and preserve their eyrie. Because of this, many experienced windweavers will have several custom spells related to air and electricity that they use to attack enemies and protect themselves. A master windweaver can usually be found with his students, but it is rare for them to gather in large groups. When something does call several master windweavers together, differences of opinion or misunderstandings often break out into literal storms.

Hit Dice: d4.

REQUIREMENTS

To qualify to become a windweaver, a character must fulfill all the following criteria.

Race: Niomus.

Alignment: Neutral good or chaotic good.

Knowledge (arcana): 10 ranks.

Spellcraft: 10 ranks.

Feats: Any two item creation feats.

Spellcasting: Ability to cast 4th-level arcane spells.

THE WINDWEEVER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+0	+2	+2	Air mastery +1	+1 level of existing class
2nd	+1	+0	+3	+3	Perfect air	+1 level of existing class
3rd	+1	+1	+3	+3	Good flying	+1 level of existing class
4th	+2	+1	+4	+4	Air mastery +2	+1 level of existing class
5th	+2	+1	+4	+4	Control winds	+1 level of existing class
6th	+3	+2	+5	+5	Shielding winds	+1 level of existing class
7th	+3	+2	+5	+5	Air mastery +3	+1 level of existing class
8th	+4	+2	+6	+6	Perfect flying	+1 level of existing class
9th	+4	+3	+6	+6	Weather command	+1 level of existing class
10th	+5	+3	+7	+7	Air mastery +4, cloudweave	+1 level of existing class

Special: Must be accepted as a student of a master windweaver.

CLASS SKILLS

The windweaver's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (all skills, taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), Spellcraft (Int), and Wilderness Lore (Wis).

Skill Points at each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the windweaver prestige class.

Weapon and Armor Proficiency: A windweaver gains no armor or weapon proficiencies.

Air Mastery: The windweaver is a master of air and electricity-based effects. Whenever he casts a spell using air or electricity effects, add the listed bonus to the Difficulty Class of all saves against his spells and spell-like effects. The bonus is also added to the windweaver's caster level checks for purposes of penetrating spell resistance. Additionally, the windweaver gains the listed bonus on all saving throws against air and electricity effects.

Perfect Air: Windweavers learn to purify the air around them. Windweavers are immune to inhaled poisons and other contaminants. Furthermore, they gain a +4 bonus on all saves against airborne magical effects, such

as *stinking cloud* and *cloudkill*. They must still breathe and are susceptible to drowning and suffocation. This is an extraordinary ability.

Good Flying: Because of their mastery of the air, a windweaver's flying maneuverability becomes good and his flying movement rate increases to 60 feet.

Control Winds: Once per day, a 5th-level or higher windweaver may use *control winds* as a spell-like ability, cast at his arcane caster level.

Shielding Winds: At 6th level, a windweaver learns to shield himself from ranged attacks by using the air around him to deflect attacks. Once per day he may create a shield of wind. This shield lasts for two rounds per class level and while it lasts the windweaver gains a +4 deflection bonus to AC against ranged weapons (but not siege weapons or rocks hurled by giants). This deflection bonus does not stack with any other deflection bonuses to AC, such as that provided by a *ring of protection*. Shielding winds is a spell-like ability.

Perfect Flying: As the windweaver progresses, his improved air mastery gives him perfect maneuverability and a movement rate of 70 feet while flying.

Weather Command: A windweaver of 9th level gains the spell-like ability to control the weather around him. This effect is similar to the *control weather* spell, but weather command is effective in a five-mile radius. The windweaver may not direct the specific applications of the weather, such as the point of a

lightning strike or the path of a tornado. However, the windweaver may cause any sort of normal weather to manifest within the area of effect.

As long as the windweaver remains within the area of effect, the weather patterns he created will continue. Should the windweaver leave an area where he has used weather command, natural weather will reassert itself after 4d12 hours. The windweaver may choose not to use weather command and allow natural weather to run its course.

Cloudweaving: The most powerful windweavers gain the supernatural ability of cloudweaving. With this power, a windweaver can cause clouds, mist, or fog to form whatever shape he desires, limited only by the volume of fog available. He may also solidify clouds or fog, duplicating the *solid fog* spell, or even harden such substances completely.

A windweaver may use cloudweaving three times per day. Each use may affect only a single bank of fog (a volume of fog 30 feet in radius and 20 feet high). The fog affected by cloudweaving will remain pliable to the windweaver for 24 hours. After that time, the clouds, mist, and fogs affected will stay in the shape and hardness given them by the windweaver and will remain in place—even floating in midair—until destroyed, changed by cloudweaving, or until the fog would naturally dissipate. If the windweaver uses cloudweaving on fog or clouds he has summoned with weather command, the shaped or hardened material will only remain until the natural weather pattern returns.

Hardened clouds can have up to break DC 20, hardness 5, and 40 hit points per cubic foot of volume. Fire-based attacks cause double damage but the hardened clouds are resistant to wind—treat hardened clouds as stone construction for purposes of wind damage. Hardened fog can be used to trap creatures. A Reflex save (DC 15) avoids the trap. Air can pass through hardened fog and creatures within are not in danger of suffocation.

Windweavers use their weather command ability to keep their eyries permanently covered in clouds and use cloudweaving to harden the clouds. They work together to create huge expanses of hardened clouds thick enough to



support homes, palaces, and farms. Windweavers sometimes create powerful magical weather control devices to maintain the clouds without the use of their weather command ability, thus maintaining the hardened clouds indefinitely while the windweaver is gone. Almost all of the old eyries include these cities in the clouds.

Cloudweaving may also be used to craft specific items, but in this case the windweaver must make an appropriate Craft check. Some windweavers craft works of jewelry with this ability and enchant them.

Spells per Day: A windweaver continues training in arcane magic as he progresses in levels. Thus, when a windweaver gains a level, the character gains new spells per day as if he had gained a level in an arcane spellcasting class he belonged to before the added windweaver level. He does not gain any other benefits a character of that class would have gained.

If a character has more than one other arcane spellcasting class, he must select the class to which he adds each level of windweaver for purposes of determining spells per day when he adds the new level.

OOLOI



Dwelling deep in the cold depths of the sea, ooloi look at the world with a childlike wonder. They are often curious about all the different cultures found in the surface world. An ooloi favors religious study and inner improvement rather than mastering the arts of war, but if someone close to him is in peril, he will put everything at risk to protect those he loves.

Personality: Ooloi are more curious than militant, more friendly than hostile, and more at peace with themselves than many races. With an average life span slightly longer than that of a human, ooloi tend to be more patient, allowing the grand scheme of things to play out before making a decision. When it comes to learning something new (such as a skill or new philosophy), ooloi are nothing short of driven, pushing their mental abilities to their very limits. Most ooloi make friends easily and are fiercely loyal to their allies. Ooloi also have long memories, which makes them deadly enemies. Lifetimes of experience with the great predators of the oceans have taught them to use their intellect and devotion to plan, divide, and conquer, rather than stumble blindly into a confrontation.

Physical Description: Ooloi are of medium height and slim, standing between five and six feet tall and typically weighing between

85 and 110 pounds. Unlike many humanoid races, the female ooloi are typically taller than the males. While appearing frail, ooloi are deceptively strong and agile (especially in the water), as they have almost no body fat at all. With blue skin that varies in shades and no hair of any kind, ooloi anatomy may seem exotic to the casual observer. Their webbed hands and feet make ooloi excellent swimmers, and using the small fins on their forearms and calves, they have few equals in terms of aquatic maneuverability. All ooloi have black, glassy, deep-set eyes that can be imposing or unsettling to some. Even more noticeably, ooloi have two long appendages that grow from the back of their heads and vary in length. These "head-tails" are very significant in the ooloi culture, as the longer an ooloi head-tail grows (typically as he ages), the more favorably he is viewed by his people. In recent times, females have taken to twisting their head-tails into braids, buns, and other such styles (usually to mimic a hair style that has caught their eye). Male ooloi tend to simply pull the tails back or allow them to hang freely. A few of the more barbaric ooloi tribes have even been known to cut off their head-tails as a bizarre rite of passage. An ooloi reaches adulthood at about 25 years of age and can live to be 150 years old.

Ooloi sleep, but not as humans and other races do. Ooloi fall into a deep meditative trance. This resembles the elves' "four hours of trance," but the trance of an ooloi is deeper and can seem dangerous to an uneducated observer. After falling into the meditative state, an ooloi begins to unconsciously whisper in his native language. These whispers are spoken mental exercises that the ooloi practices to achieve a higher understanding and a closer bond with his chosen deity. Naturally, this practice can be annoying to some companions or fellow adventurers who prefer a quiet camp.

Relations: Ooloi are friendly and trusting, as they still see the surface world races and cultures as new challenges and new opportunities for increased understanding. The only race to infringe upon that trust has been the dwarves, as a few dwarven clans have mistaken ooloi for aquatic elves.

Alignment: The ooloi devotion to divine focus and order gives them a particular affinity for the lawful alignments. When traveling in the surface world, a few ooloi abandon the old ways and relish in their newfound freedom, adopting chaotic alignments.

Ooloi Lands: Almost all ooloi still dwell below the sea, in the beautiful coral cities that have been constructed over the span of generations. On land, ooloi adventurers tend to live near lakes or oceans, to maintain their connection to the water. Ooloi societies are friendly and make great efforts to promote free trade with any nearby cities or towns, despite any uneasy prejudices that may be directed their way. Their abilities and unique culture make the ooloi perfect fishermen. The ooloi's unique crafts and tools are fascinating to many other races, making trade a prosperous venture for them. With many of their weapons and armors coming from the refinement of coral and rare ocean stones, ooloi arms have become a favored item of weapon enthusiasts and collectors. Ooloi coral sculptures can fetch a fair amount of coin and are some of the most sought-after crafts by rich nobles and collectors.





Ooloi found in human lands tend to be philosophers, clerics, and sages. Many human nobles have enlisted the aid of ooloi sages to research ancient texts and tomes of generations past. In a few cases, local officials have enlisted ooloi to act as diplomatic ambassadors, as it perfectly suits their peaceful nature and natural desire to travel to new lands.

Religion: Ooloi worship the Sea. Human sages and scholars have often attempted to ascertain exactly where ooloi clerics get their divine power, to discover the origins of the religion. Ooloi clerics state matter-of-factly that they are simply “children of the great sea.” Some outsiders have suggested that the holistic power worshiped by the ooloi is perhaps an aspect of a god of nature or the oceans. The ooloi just laugh at these explanations, insisting that they don’t worship a god, they worship the Sea. Some adventuring ooloi will adopt the religions of the lands in which they wander. Evil ooloi occasionally enter the service of the gods of death, secrets, and darkness.

Depending on the campaign setting, DMs may choose to use an existing deity of the sea or nature as the ooloi patron deity. This god recognizes the ooloi love of the sea and grants ooloi clerics their divine powers. Alternatively, the DM might choose to leave the mystery intact. In this case, a beginning ooloi cleric should choose two of the following

domains: Knowledge, Law, Protection, Travel, and Water.

Language: Ooloi speak an unusual language that consists of a series of pops, clicks, and body language. The sounds are very reminiscent of those made by dolphins and other marine mammals. Ooloi gain a +10 racial bonus when trying to communicate with these aquatic creatures. When writing is required, the ooloi use squid fluids and a multicolored kelp parchment—though the beauty of these texts is lost to the ooloi darkvision deep below the surface. The ooloi scribe intricate symbols to record lost stories and accounts of their people and their history.

Names: Ooloi names are very important in their culture. When an ooloi child is born, the child’s name is derived from the names of both parents. A male will have his father’s derivation first, while the mother’s derivation comes first in the name of a female child. Since making contact with the surface world, the ooloi have taken to using Common translations of their children’s names, as Ooloi can be very difficult for outsiders to learn.

Male Names: Tras’lek, Velk’mol, Quaz’pol, Grenig’Haz.

Female Names: Ala’Grash, Yalla’Mih, Sha’Reu, Bree’Olax.

Adventurers: Ooloi take up adventuring primarily out of curiosity and the desire to further increase their mental abilities and experiences. With their journeys, ooloi carry the burden of observing—and sometimes recording—the pain and suffering of the surface races. Ooloi adventurers will travel as far as they are able, seeing the wonders the world has to offer. In some cases, members of this peaceful race grow tired of the oppression suffered by the weak and become rebels against tyranny, while some become champions of the people.

Ooloi Coralwork: Many ooloi tools and weapons are refined from the rare corals found in the warm waters of the shallows. The delicate material makes it very difficult for smiths of other races to work the coral into effective armor and weapons. A character who wishes to learn the techniques used by the ooloi to forge coral items must learn the Craft (coralwork) skill from an ooloi smith.

JAGGED CORAL BATTLEAXE

This battleaxe appears to be carved from a large shard of blackened reef rock. The axe is a single piece, with the hilt and handle wrapped in thick leather straps to prevent it from abrading the wielder's hands. A coral battleaxe weighs only 4 lbs. and is in all other ways identical to a standard battleaxe. Masterwork versions are very common among the ooloi.

OOLOI RACIAL TRAITS

- **+2 Wisdom, -2 Charisma:** With their devotion to spiritual strength, ooloi are naturally focused and learned in religion and philosophy. While friendly and outgoing, the ooloi's appearance, language, and mannerisms are somewhat alien and discomfiting to most other races.
- **Medium-size:** As Medium-size creatures, ooloi have no special bonuses or penalties due to their size.
- **Ooloi base speed is 30 feet.**
- **Swimming:** Ooloi are aquatic creatures and can swim at a base speed of 60 feet without making Swim checks. They gain a +8 racial bonus on any Swim check to perform a special action or avoid a hazard. Ooloi can always choose to take 10 on Swim checks, even if rushed or threatened. They can use the run action while swimming provided they swim in a straight line.
- **Water Breathing:** Ooloi can breathe both water and air equally well. While especially adapted to the oceans, ooloi can also survive and prosper on land.
- **Darkvision:** Ooloi can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and ooloi can function just fine with no light at all.
- **Automatic Languages:** Common and Ooloi. Years of study of the surface world have led the ooloi to teach Common to their young, to prepare them for the day when they too might journey out onto the land.
- **Favored Class:** Cleric. A muticlass ooloi's cleric class does not count when determining

whether he suffers an XP penalty for multiclassing. Their devotion to spirituality and friendly nature make the cleric's calling a natural choice for most ooloi.

OOLOI JOURNEYMAN

Ooloi journeymen are members of the ooloi race who take the next step in their life-long pursuit of peace and social understanding. Usually working as ambassadors for kingdoms embroiled in conflict, an ooloi journeyman uses his unique talents in negotiation to calm hostile emissaries, reach peaceful solutions to hostile conflicts, and travel the great distances between kingdoms in mere seconds to hasten negotiations. Constantly putting himself in harm's way as he travels into unknown and hostile territories, an ooloi journeyman puts his own well being on the line for the greater good and the hope of peace.

Most ooloi journeymen are clerics. It is not unusual for ooloi paladins to heed the journeyman's call, as they find their knowledge of combat and military protocols gives them an advantage when dealing with warring factions. Ooloi journeymen from other classes are extremely rare, as they must be able to cast divine spells. Ooloi journeymen must also be accomplished in several skills common to the clergy.

Hit Dice: d8.

REQUIREMENTS

To qualify to become an ooloi journeyman, a character must fulfill all the following criteria.

Race: Ooloi.

Alignment: Any good.

Spellcasting: Ability to cast 3rd-level divine spells.

Concentration: 5 ranks.

Diplomacy: 5 ranks.

Knowledge (religion): 5 ranks.

Feats: Skill Focus (Diplomacy).

Patron Deity: An ooloi journeyman must choose a deity of Travel as his patron deity.

Nation's Trust: Obviously, an ooloi journeyman must have the trust of the rulers he represents. The journeyman usually earns this trust by completing a test or quest assigned by the ruler.

THE OOLOI JOURNEYMAN

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells Per Day
1st	+0	+0	+1	+2	Sanctuary	+1 level of existing class
2nd	+1	+0	+2	+3	Master of dialects	+1 level of existing class
3rd	+1	+0	+2	+3	Calming presence	+1 level of existing class
4th	+2	+0	+3	+4	Great ambassador	+1 level of existing class
5th	+2	+0	+3	+4	Life of travel	+1 level of existing class

CLASS SKILLS

The ooloi journeyman's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Gather Information (Cha), Heal (Wis), Knowledge (arcana) (Int), Knowledge (religion) (Int), Knowledge (geography) (Int), Knowledge (history) (Int), Knowledge (nobility and royalty) (Int), Profession (Wis), Scry (Int), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the ooloi journeyman prestige class.

Armor and Weapon Proficiency: Ooloi journeymen gain no additional proficiencies in any weapons or armor.

Spells per Day: An ooloi journeyman continues to cast divine spells as if he were a spellcaster of his total character level. When a new journeyman level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had more than one divine spellcasting class before he became a journeyman, he must decide to which class he adds each level of journeyman for purposes of determining spells per day when he adds the new level.

Sanctuary: Working as ambassadors of peace, ooloi journeymen tend to find themselves in dangerous and even potentially fatal situations. At 1st-level, an ooloi journeyman develops the ability to ward himself once per day as the *sanctuary* spell. The journeyman's effective

caster level when using this ability is equal to his class level.

Master of Dialects: Many times an ooloi journeyman's travels will call for him to journey to new and unfamiliar lands to negotiate with natives who speak unknown languages. At 2nd level, an ooloi journeyman gains the ability to use *tongues* at will.

Calming Presence: Through training and dedication to the pursuits of peace and civilized negotiation, an ooloi journeyman gains the ability to calm hostile situations and emotions with his mere presence. At 3rd level, an ooloi journeyman can use *calm emotions* as a spell-like ability a number of times each day equal to his class level. The journeyman's effective caster level when using this ability is equal to his character level.

Great Ambassador: An ooloi journeyman learns many techniques that aid him in hostile situations. At 4th level, an ooloi journeyman gains a +2 competence bonus to each of the following skills: Bluff (Cha), Concentration (Con), Diplomacy (Cha), Gather Information (Cha), Knowledge (history), and Sense Motive (Wis). This bonus reflects the level of confidence and training an ooloi journeyman possesses in hostile or important negotiations.

Life of Travel: A life of travel is a life that is well known to an ooloi journeyman as he moves across the land, spreading his message of peace and working tirelessly to find peaceful solutions to hostile situations. At 5th level, his patron deity grants the ooloi journeyman the ability to *teleport without error* once per day as a caster of his character level.



PEVISHAN

Touched at birth by the mysteries of the arcane, many believe the pevishan—quite literally—have magic in their blood. Stories of generations past suggest that the pevishan were born in the image of the god of magic, a chosen people who could truly master and control the arcane powers. Pevishan roam freely in the world of humans, and with their outgoing demeanor, always seem to make friends and allies easily. Pevishan are most well known for their natural talents in the mystic arts, but if a friend or ally stands in harm's way, pevishan will do whatever is necessary to aid them. Whether it be spellcraft, swordplay, or fisticuffs, the pevishan can be fierce combatants.

Personality: Pevishan are more likely to be friendly than hostile. Charismatic by nature, pevishan have a particular flare for diffusing hostile situations with words and subtle spellcraft as opposed to sharp tongues and destructive magic. Most pevishan are naturally curious when it comes to a new field of magical study but tend to favor their birth schools above all others. When faced with fear or prejudice toward their unique appearance and abilities, most pevishan simply smile and make a serious effort to diffuse any hostile or fearful feelings with honesty and charm.

Physical Description: Pevishan are Medium-size humanoids who typically stand between five and a half and six and a half feet tall and weigh between 100 and 250 pounds. On average, pevishan men tend to stand slightly taller and weigh more than females. Pevishan are very similar to humans in terms of physical description and musculature, though there are a few notable differences.

The most obvious difference is that pevishan are beings of magic; they were forged from it, and they live through it. At birth, all pevishan children have a series of birthmarks that resemble magical inscriptions from a particular school of magic (Evocation, Necromancy, etc.). Along with these markings, pevishan hair color also coincides with their birth school, as these castes are called. And finally, a pevishan's eyes have no irises (except for the necromancers) and have a faint glow determined by his birth school. Below are the colors for each birth school and a brief description of how it might affect a pevishan's appearance and behavior.

Abjuration (Silver): A pevishan of this birth school typically has silver-white hair and silver markings on his body. His eyes also glow with a silver sheen that can have a powerful effect on others.



Conjuration (Gold): Pevishan of this birth school typically have no hair at all. Many of the other pevishan are somewhat envious of the conjurer's beautiful gold birthmarks and deep golden eyes.

Divination (White): Often mistaken for the abjuration birth school, the children of divination find that their white hair and haunting white eyes tend to make them look a little older than they are. Their birthmarks are barely noticeable.

Enchantment (Blue): A child of the enchantment birth school is often the center of attention, as his blue hair, blue eyes, and radiant blue markings draw attention wherever he goes.

Evocation (Red): With fiery red hair and deep, crimson eyes the children of evocation often favor combat over rational discussion. The evoker wears his red markings like a barbarian might wear the war paint of a proud clan.

Illusion (Purple): With soft, subdued shades of purple, a pevishan illusionist prefers to blend into a crowd rather than show his true self, many times choosing to cover his lilac markings, hair, and eyes with long sleeves or hooded robes.

Necromancy (Gray and Black): The necromancers are sometimes the subjects of a certain amount of scrutiny and distrust because of their birth school. With black hair streaked with gray, members of this birth school have coal-black eyes with gray irises.

Transmutation (Green): With

deep green hair, birthmarks, and eyes, the children of transmutation change their looks often, whether it be hairstyles or clothing. Always changing, a child of transmutation is often characterized by extreme mood swings.

Pevishan reach adulthood at 22 years of age and typically live into their 50s, but some pevishan can live to be even older. Though strong in the arcane arts, pevishan life spans are very short. Only through magical means can a pevishan exceed his natural life span.

Relations: Most pevishan tend to blend into human societies well. With such a strong affinity for the arcane arts, pevishan tend to have close relations with members of the gnomish races. On the whole, pevishan view elves as a bit haughty (as many races do), dwarves as too serious, halflings as amusing, and humans as good allies. That said, a pevishan can get along with anyone until given a reason not to.

Alignment: Pevishan characters can cover the spectrum of alignments, from good to evil, chaotic to lawful. The magic that runs through the veins of the pevishan can have a strong influence on their psychology and actions, however. The alignment that each birth school favors is listed below. As with any race, there are exceptions to the rules.

Birth School	Alignment
Abjuration	Lawful
Conjuration	Neutral
Divination	Lawful
Enchantment	Chaotic
Evocation	Any
Illusion	Chaotic
Necromancy	Lawful
Transmutation	Chaotic

Pevishan Lands: Almost all pevishan migrate to areas of high magical activity or centers of arcane study. Most prefer to live in large cities in the comfort of warm, clean homes surrounded by overflowing volumes of arcane lore. While pevishan are gracious hosts, many prefer to keep their homes private, as they possibly better than anyone understand the dangers of magic and what can be done when it is in the wrong hands. Pevishan who are not proficient in the ways of illusion tend to enlist the services either of fellow pevishan or trusted gnome associates to help disguise or hide their homes.

As a race, the pevishan are hindered by an inability to function as a collective society over extended periods of time. Though most pevishan have a mutual respect for one another, their differing magical influences cause many disagreements in their communities. While they are of a single race, the birth schools are too different from one another to truly unify.

In human lands, pevishan are highly prized as royal wizards, teachers, and archmages. Many times, pevishan sorcerers are brought in as instructors in prominent universities of magical study.

Religion: As with their spectrum of alignments, pevishan religion tends to be equally diverse. Most pevishan worship a deity of magic or knowledge, who they believe to be their creator. Others adopt the religious customs of the lands in which they reside.

Language: Common is the chosen language of pevishan, but many also know Draconic and Gnome. Rumors persist that at one time the pevishan spoke an arcane language all their own, but centuries of wandering and interracial marriage have caused the ancient tongue to become lost, possibly forever.

Names: A with many facets of pevishan society, pevishan names tend to be widely diverse. Generations of travel and exploration have marked the pevishan in many ways. But the process of choosing names is probably the most heavily influenced, depending on the child's birth school. For example, the children of transmutation have historically favored the elven races, and these pevishan tend to choose their own names when reaching maturity. The children of enchantment tend to favor more extravagant names that reflect the child's personality. Children of necromancy might opt for a simple, one-word name (something that can be easily forgotten, as they prefer not to draw attention to themselves).

Male Names: Monzel, Tret, Tazen-Ro, Jerrel, Viskin, and Flattizel.

Female Names: Kalia, Eliza, Ralla, Halie-Sun, Quizna, and Illia.

Adventurers: Pevishan adventurers can be motivated by several callings: exploration, love of excitement, lust for power, greed,



or self-discovery. Many explore the lands looking for some understanding and mastery of their powers or perhaps the origins of their race. Some pevishan feel the call of heroism and choose to wander evil or enslaved lands, working against the opposing forces as a hero of the people. Equally, many evil pevishan use their unique abilities to corrupt or enslave populations for their own sinister purposes.

PEVISHAN RACIAL TRAITS

- **+2 Charisma, -2 Strength:** Created as a magical race, the pevishan are not gifted physically, but rather mentally and socially.
- **Medium-size:** As Medium-size creatures, pevishan have no special bonuses or penalties due to their size.
- **Pevishan base speed is 30 feet.**
- **Low-light Vision:** With their unusually radiant eyes, pevishan can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- **Read Magic:** Pevishan have the ability to read magic at will, as per the *read magic* spell (PHB 243).

• **Birth School Benefits:** The player of a pevishan character must choose his birth school during character creation. The character is literally infused with the power of this school and receives the following benefits:

The character receives a +4 racial bonus on Spellcraft checks for tasks involving magic from the birth school. The character also receives this bonus when he attempts to learn a new spell from the birth school.

The character receives a +4 racial bonus on his saving throws to resist spells from the birth school.

When the character casts a spell from his birth school, the saving throw DC to resist the spell is increased by 1.

• **Tapping the Power:** Pevishan are a race born into magic. With such a strong connection to the energies of their birth schools, pevishan can draw upon powers that many other races cannot. Each birth school has access to a limited number of abilities that a pevishan can call upon in times of need. Below is a list of each birth school and the abilities each provides.

Birth School	Powers
Abjuration	<i>resistance, shield, endure elements</i>
Conjuration	<i>ray of frost, mount, summon monster I</i>
Divination	<i>detect poison, comprehend languages, detect secret doors</i>
Enchantment	<i>daze, sleep, hypnotism</i>
Evocation	<i>light, flare, magic missile</i>
Illusion	<i>ghost sound, change self, ventriloquism</i>
Necromancy	<i>disrupt undead, cause fear, chill touch</i>
Transmutation	<i>detect magic, expeditious retreat, message</i>

Each of these powers are usable a number of times per day equal to the pevishan's Charisma modifier. Also, a pevishan need not be a sorcerer or wizard to use these abilities—they are powers the pevishan are born with and learn to cultivate naturally during their childhood. When casting these spells, the pevishan's caster level is equal to his character level.

- Automatic Languages: Common. Bonus Languages: Draconic and Gnome.

- Favored Class: Sorcerer.

- Level Equivalent: Class levels +2.

PEVISHAN SPELL SIPHON

Though all pevishan are recognized for their talents in the arcane arts, some strive to achieve a higher connection with the arcane energies of their birth schools. Only a select few are capable of truly harmonizing with this untapped power, bending and shaping the energies as a sculptor molds a piece of stone or clay. These chosen few are known as spell siphons. Overcoming the scattered beliefs and values of the pevishan, a spell siphon puts aside any petty debates about rival birth schools and focuses his efforts on strengthening his connection to the arcane energies.

While many spell siphons are sorcerers and wizards, a few pevishan bards have discovered this arcane potential in themselves. Often times, spell siphons will gravitate toward one another, forming secretive cabals. The goals of these cabals can vary greatly depending on the alignments and motivations of their members. The only common goal shared by all spell siphons is the desire to improve their arcane bond, thus increasing their ability to manipulate and control the magic of their birth schools.

Hit Dice: d4.

REQUIREMENTS

To qualify to become a pevishan spell siphon, a character must fulfill all the following criteria.

Race: Pevishan.

Spellcasting: Ability to cast 5th-level arcane spells.

Concentration: 6 ranks.

Knowledge (arcana): 6 ranks.

Spellcraft: 6 ranks.

Feats: Any two metamagic feats.

Special: All spell siphons must perform the Ritual of Absence, a ceremony performed by the order that requires a potential spell siphon



to abstain from using the powers of his birth school for one consecutive week. This ceremony promotes the appreciation of a spell siphon's connection to his powers and the sacrifices he must make to master them.

CLASS SKILLS

The pevishan spell siphon's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (all skills taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the pevishan spell siphon prestige class.

Spells per Day: A pevishan spell siphon continues to cast arcane spells as if he were a spellcaster (bard, sorcerer, or wizard) of his total character level. When a new spell siphon level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had more than one spellcasting class before

THE PEVISHAN SPELL SIPHON

Class Level	Base				Special	Spells per Day
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+0	+2	Second familiar	+1 level of existing class
2nd	+1	+0	+1	+3	Improved connection	+1 level of existing class
3rd	+1	+1	+1	+3	Arcane eye	+1 level of existing class
4th	+2	+1	+2	+4	Masterful connection	+1 level of existing class
5th	+2	+2	+2	+4	Spell absorption	+1 level of existing class

he became a spell siphon, he must decide to which class he adds each level of spell siphon for purposes of determining spells per day when he adds the new level.

Second Familiar: With his connection to the power of the birth school increasing, a spell siphon may find it helpful to call forth a second familiar. This familiar functions just like a standard familiar, except that it enters the spell siphon's service with abilities determined by the master's current character level (PHB 51).

Improved Connection: As he increases in level, a spell siphon's connection to his birth school becomes stronger, making it more difficult for enemies to resist the effects of his birth-school magic. At 2nd level, the DC to resist a spell siphon's birth-school spells is increased by 1, and he receives an additional +1 competence bonus on all attempts to learn new spells from the birth school.

Arcane Eye: With a constant connection to the energies of his birth school, a spell siphon can cast a variation of *detect magic* at will. This ability functions as the spell but will only identify magic from the spell siphon's birth school.

Masterful Connection: With his focus, connection, and mastery of his birth school's ener-

gies reaching its zenith, a spell siphon's power continues to grow. At 4th level, the DC to resist a spell siphon's birth-school spells is increased by 2, and he receives an additional +2 competence bonus on all attempts to learn new spells from the birth school.

Spell Absorption: At 5th level, a spell siphon gains the ability to absorb spells of his birth school that are cast at him by enemy spellcasters. To use this ability, a spell siphon must make a successful Spellcraft check (DC 15 + the spell's level) as a readied action. If the check is successful, the spell siphon absorbs the spell energy. The spell siphon may then cast a spell he knows of that level as a bonus spell for that day. If the spell is not used by the end of the day, the potential is lost. For example, Tazen-Ro, a pevishan spell siphon, is locked in fierce magical combat with Vesher the dread lich. Tazen-Ro elects to ready an action against Vesher in anticipation of a spell absorption attempt. On his action, Vesher begins casting a *cone of cold* spell (a 5th-level Evocation spell), while Tazen-Ro declares his spell absorption attempt. With a successful Spellcraft check (DC 20), Tazen-Ro absorbs the spell into himself. The spell has no effect and Tazen-Ro can cast one extra 5th-level spell that he knows.

QUISSIANS

QUISSIANS

It was a time of great loss and tragedy. As the blood war between the luminous and the undead minions ravaged the lands (see page 67), many nobles and landholders could only stand and watch as all they held dear was lost in the bloody and destructive struggle. While many lands and many warriors were destroyed, a select few took the precautions necessary to defend their homes and loved ones from the brutality.

One such individual was the wizard Orlem the Mad. While Orlem's true origins remain a mystery, it is known that for several decades he controlled a great realm in the desert, using fear and his legendary arcane abilities to hold the lands and its people within his maniacal grasp.

With the luminous' holy war raging violently toward his lands, Orlem took the initiative. He used his skill in arcane creation and with the aid of a powerful relic created a race of reptilian humanoids with the strength to divert the carnage from his domain. That race of humanoids came to be known as the quissians. A frightful combination of humanoid and reptile, the quissians utilized their physical prowess and cunning to stop the holy war from spilling over into the desert.

For several decades thereafter, Orlem continued to use the quissians to protect his lands. He allowed the race to procreate and form their own small society but kept them under his thumb. Many quissians revered him as a god. This would continue until Orlem's mysterious disappearance some years later.

Centuries would pass as the quissians continued to evolve and grow as a species, their intelligence and abilities growing and developing. Without the influence and fear of Orlem to hold them back, quissian chieftains were free to lead their people and forge a new destiny for themselves. For a brief time, many quissians would venture to the long-abandoned tower in search of the mad mage. They either didn't return (most likely falling to the mad wizard's defenses) or returned only to speak of their false god's mysterious disappearance.

Today, the quissians are a free race and control the small desert kingdom once held by their creator through arcane might and cunning intellect. Focused yet savage, graceful yet brutal, and strangely beautiful to some, the quissians are a testament to the arcane forces and twist of fate that created them.

Personality: Quissians are cold and methodical. Many believe this is a



reflection of their cold-blooded anatomy, but this is likely just a superstition of the ignorant. Nevertheless, outsiders are often uncomfortable in the presence of quissians. Quissians tend to a racial isolation bordering on xenophobia and rarely interact with other races. Their interactions are usually brief and perfunctory, and they often choose to speak quickly and honestly, eschewing casual conversation. In battle, quissians are fierce, focused, and aware, as they always seem to think two or three steps ahead of their enemies. Quissians never underestimate their enemies and never fully trust their allies. To a quissian, a moment of relaxation is a moment of weakness.

Physical Description: Created as fierce warriors, quissians are a physically intimidating race. They stand between six and well over seven feet tall and weigh between 250 and 350 pounds. Quissians are reptilian humanoids with beautiful scales that vary in shades of orange, brown, dark red, and gold. This coloration greatly enhances their ability to blend in with their native desert surroundings. Though unusual, quissians possess many of the basic characteristics of humanoids, with a few notable differences. Male quissians have no body hair at all, but females do. They typically wear their hair long, in a variety of practical styles. Quissians' eyes are reptilian and a striking gold in color. They generally live between 85 and 95 years and reach adulthood at the age of 17.

Oddly enough, quissians cannot eat meat of any kind, as they survive on vegetation or grains. Nor do they require any

kind of regular hydration: A quissian can drink if he chooses but does not need to for survival. Sages debate the origin of this remarkable and seemingly impossible characteristic, but the quissians simply believe their long history in the desert allowed them to overcome the need for water.

Relations: Quissians are stern individuals who find humans too weak, elves too fragile, and halflings annoying. The only races the quissians seem to respect are dwarves and, oddly enough, gnomes. Dwarves share an appreciation for short conversation and military efficiency that has occasionally brought the two races together as allies. Gnomes share the quissians' love for fine gems and the skills needed to work with them.

Quissians have a deep hatred for orcs and half-orcs. The reasons for this antipathy are unknown, but the bad blood between the two races has become legendary. A quissian will travel with a half-orc and even fight alongside him, but will never fully trust such a companion.

Alignment: At the time of their origins, the quissians were a very chaotic and savage race. After centuries of freedom and growth, however, they have learned the value of patience, discipline, and organization, becoming a more lawful race. There are a few scattered tribes who have not accepted these new ways, continuing to embrace the savage and chaotic ways of their forefathers.

Quissian Lands: Quissians are a desert race created for the express purpose of desert survival and combat. With the disappearance of Orlem centuries ago, the quissians have slowly grown in numbers, spreading out across their former lord's kingdom, conquering it for themselves. In truth, the quissians should have dominated their desert land decades ago. A civil war between two of the larger quissian tribes cost them many lives and slowed the progress of their expansion.

After the internal struggle ceased, the quissians continued their march across the desert, taking back the lands lost to them and gaining control of new regions that even Orlem had no control over. Many tribes now trade freely with other races and with foreign lands. Exotic stones are the quissians' major trade commodities. Some of the rare gems found in the desert fetch a

heavy price, especially from wizards and sorcerers who need arcane spell components.

The largest quissian tribe is known as the Masters of the Searing Sun. Easily numbering 400 or more, this tribe controls nearly half of the quissians' desert homeland. Led by a council of quissian chieftains, the tribesmen are feared and respected by other quissians, as well as foreign traders, ambassadors, and travelers. Recently, the tribe has taken control of the abandoned tower of Orlem. No one knows what they plan to do with it, but some who have visited the tribe believe they have made it a holy place. Travelers have reported seeing strange ceremonies around the tower at night, with countless quissians dancing and chanting around large bonfires.

Religion: Quissians do not believe their race has a patron deity. They usually worship gods of war and battle introduced from other cultures and civilizations. A few savage tribes have been known to follow darker shadows of these deities, ones representing death and slaughter. It is thought that a small sect still worships the quissians' ancient creator, Orlem, as a divine being.

Language: Quissians speak a unique language of hisses and pops that sounds like the primal communication of serpents. Few races are able to speak Quissian correctly, but elves, humans, and other races can usually manage the strange language with a heavy accent.

Names: Quissians are bound together by strong tribal ties, and their names are very important to them. Quissians have no formal names until their 17th birthday. Children are known by pet names given them by their parents or by family names when interacting with people from outside the tribe. When a quissian turns 17, he meditates with a chieftain or shaman for two days to receive a message from the gods. This message is believed to instruct the quissian on the path he must follow in life, and a name is then chosen accordingly. Quissians traveling in the wider world usually translate their names into Common for the sake of convenience, as many outsiders are unable to pronounce their names.

Male Names: Szzickra (Shen Proud-Path), Zrrilin (Allek Bright-Star), Ozvveriaz (Len Fire-Brand).



Female Names: Ullziizza (Ela Storm-Hammer), Yuzziwaz (Mila Righteous-Hand), Plezixxina (Yilly Orc-Bane).

Adventurers: Quissian adventurers travel out into the world to find their fortunes. Many are proud warriors who feel compelled to prove themselves: both to their people and to the gods of war they revere. Others are eager to see the world beyond the sands, feeling the need to explore and discover all it has to offer.

QUISSIAN RACIAL TRAITS

- **+2 Constitution, -2 Charisma:** Much like the dwarves, quissians are a naturally tough race, but their stern, withdrawn tendencies make them less sociable than other races.
- **Medium-size:** As Medium-size creatures, quissians have no special bonuses or penalties due to their size.
- **Darkvision:** Quissians can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and quissians can function just fine with no light at all.
- **+4 racial bonus on Hide checks while in the desert and similar terrain:** With their earth-colored scales, quissians easily blend into their native environment.

- **+2 racial bonus on Climb checks:** The quissians' clawed hands and feet make them excellent climbers.
- **Natural Armor:** Their thick scales and tough skin give quissian characters a +2 natural bonus to their Armor Class.
- **Automatic Languages:** Common and Quissian. **Bonus Languages:** Dwarven, Gnome, and Orc. Though isolated, quissians make a point of learning Common to aid in their inevitable dealings with outsiders. Many quissians also learn Dwarven and Gnome, since these are their most favored allies. The quissians have long battled orcs and other evil humanoids, and many find it wise to learn the language of the enemy.
- **Favored Class: Fighter.** A muticlass quissian's fighter class does not count when determining whether he suffers an XP penalty for multiclassing. Quissians were created for battle and they thrive in combat.
- **Level Equivalent:** Class levels +1.

QUISSIAN BLADEMASTER

The quissians are a proud race of warriors, known for their devotion to combat awareness and the development of new fighting styles. But as with any race, there are a select few who excel above all others and reach an unrivaled perfection in the way of the blade. Known as blademasters, these imposing warriors travel the land, using their incredible battle prowess and unique abilities to defeat all those who oppose them. Whether a lone warrior searching for personal glory or a band of like-minded quissians, blademasters command respect from even the fiercest warriors of other races.

Blademasters are almost always fighters or barbarians. In some rare cases, rangers, monks, and clerics have chosen this path to perfect their skill in battle.

Hit Dice: d10.

REQUIREMENTS

To qualify to become a blademaster, a character must fulfill all the following criteria.

Race: Quissian.

Base Attack Bonus: +10.

THE QUISSIAN BLADEMASTER

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1st	+1	+3	+0	+0	Precise strike 1/day
2nd	+2	+4	+1	+1	Bonus feat
3rd	+3	+4	+2	+2	Mind over body
4th	+4	+5	+2	+2	Precise strike 2/day
5th	+5	+5	+3	+3	Self healing

QUISSIANS

Intimidate: 5 ranks.

Feats: Cleave, Combat Reflexes, Great Cleave, Power Attack, Sunder, Toughness.

CLASS SKILLS

The blademaster's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Concentration (Con), Craft (Int), Jump (Str), Listen (Wis), Ride (Dex), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the quissian blademaster prestige class.

Weapon and Armor Proficiencies:

Blademasters are proficient with all simple and martial weapons and with all armors and shields.

Precise Strike: With a dedication to combat training that surpasses even the most devoted of fighters, a blademaster at 1st level gains the ability to make a single, perfectly placed attack against an enemy. This ability is usable once per day and doubles the blademaster's base attack bonus. At 4th level, a blademaster can use this ability twice per day.

Bonus Feat: At 2nd level, the blademaster gains a bonus feat. This feat must be selected from the list of bonus fighter feats (PHB 37). A blademaster must select a feat from this list even if he gained no levels in fighter before becoming a blademaster.

Mind Over Body: As the blademaster develops his physical abilities, he turns his attention inward and learns to ignore physical pain and fatigue for brief periods. At 3rd level, a blademaster can make a Will save (DC 20) to ignore all damage from one melee attack. This ability works for melee combat only and cannot be used to ignore magical damage. A blademaster can use this ability once per day and it counts as a move-equivalent action.

Self Healing: At 5th level, a blademaster gains the ability to heal damage his body has suffered in combat. Once per day, he can heal a number of hit points equal to his Constitution ability score. Using this ability is a partial action.



REZURBEKS

Natives to dark, wild mountain forests, the fierce rezurbeks are a territorial, warlike race. Far and wide, rezurbeks have a reputation for savagery in battle, foolhardy courage in the face of danger, and an unflinching dislike of all intelligent creatures except rezurbeks. The latter trait is not much an exaggeration. Aside from visits by satyrs and centaurs, and then only in moderation, it seems as if the rezurbeks are content to simply be left alone.

Personality: Outsiders characterize rezurbeks in three words: nasty, brutish, and short. The latter is a simple physical characteristic. The first two, however, are facets of the rezurbek psyche. These forest denizens have no need for niceties or etiquette. They are plain-speaking, plain-dealing folk, so much so that they often have a hard time understanding why others take offense to their brusque manners. A rezurbek who says a pampered, overweight halfling is soft and fat is simply making an observation. If a rezurbek wants to hurt someone, it is not that someone's feelings but his body that will receive the attention.

Rezurbeks are not all bad, however; they have a strong sense of commitment to family and tribe. They also have a deep love of nature, especially wild, rugged places. Children are particularly valued and exceptionally well

cared for. Any member of a rezurbek tribe will die fighting to defend a rezurbek child, even if there is no blood relation at all.

Physical Description: Rezurbeks are short, muscular creatures. The average male stands about three to three and a half feet tall and weighs in at around 70 pounds. Females are somewhat lighter. They have dark, hairy skin, and thick, jutting brows. Hair itself ranges from reddish-brown to black. Eyes are typically dark to light brown in coloration. Ears are pointed and extend from the head like a boar's. A rezurbek's lower canine teeth grow quite long, curving up to just above the top lip by adulthood. A rezurbek reaches adulthood by his mid-20s and usually lives to be about two centuries old.

The lack of manners exhibited in rezurbek personalities is mirrored in their physical hygiene. Most are quite smelly. They are also seemingly insensible to the bites of fleas and other such pests. Like the boars they resemble, rezurbeks like to roll in dust or mud for relaxation.

Relations: No one likes the rezurbeks much, and the feeling is mutual. Some of the more chaotic sylvan races are welcome in rezurbek communities so long as they don't overstay their welcome. Other races tend to find

rezurbeks unpleasant at best. It might seem at first that half-orcs would be a natural partner for rezurbeks, but this is not so. Rezurbeks have often fought bitter territorial wars against orcs. Whereas a human or elf is simply unwelcome in a rezurbek village, a half-orc is likely to be reviled.

Alignment: Rezurbeks have a strong inclination toward chaos and neutrality. Many are good and more than a few have degenerated into evil, but these are seldom tolerated even by their own tribes. Others who place greater emphasis on tribal duties and honor may be lawful, and such rezurbeks are often found in positions of leadership.

Rezurbek Lands: Rezurbeks live in walled villages built on and within forested mountains in temperate to sub-arctic climes. Such communities tend to be smallish, built by two or three family tribes. The wood and mud buildings of the village are arranged around a common square, while the caverns serve as storehouses and defensible positions in case of attack. A rezurbek community strives for self-sufficiency. Farming, foraging, and manufacturing are, as much as is possible, done by the tribes themselves so as to avoid unnecessary entanglements with non-rezurbeks. Because of this trait, rezurbek villages would seem ideal places of refuge for traveling adventurers, a safe haven where harried travelers could restock and rest. The typical rezurbek dislike for strangers, however, makes their mountain villages a gamble at best.

Outsiders are seldom welcome in rezurbek villages and are never welcomed for long. A peculiarity in rezurbek law considers outsiders bound by the law but not protected by it. Thus, a human traveler, for example, staying in a rezurbek village could be convicted and punished for a crime but would have no rights to claim status as a crime victim. Gangs of rezurbek ruffians sometimes take advantage of an outsider's status to commit acts of theft and violence, often with little fear of reprisal and infrequently with the full approval of the community.

Tribal leadership is patriarchal and based primarily on age, though this is often hotly contested by younger adult rezurbeks looking to establish themselves in the community.



Elders form councils that administer affairs within their own tribes and also meet with other councils to decide matters that affect the entire village. Each village is independent, at least in theory; there is no centralized rezurbek government.

Few rezurbeks choose to live in human lands for long. Those who do are almost always either adventurers or exiles (or both). About the only time rezurbeks have contact with humans or other races is during the arbitration of some sort of dispute over territory.

Religion: The chief deity of the rezurbeks is Buer, a forceful, militant god served by a forceful, militant cult. Buer is a lord of the wilderness, war, and physical prowess. It is common to find priests of Buer in positions of influence and leadership in rezurbek villages. Each village typically has at least one priest responsible for the defense of the community, as well as a troupe of buerin attached to the local militia but often out on maneuvers.

In the rezurbek pantheon, Buer is opposed by his half-brother, the wicked trickster Hmecsoba (ha-mek-SO-ba). Hmecsoba's cult is officially outlawed in all rezurbek villages, and his priests are subject to immediate execution if captured. This does not prevent gangs of evil rezurbeks living as bandits from serving Hmecsoba. Ironically, servants of Hmecsoba are not as hateful of outsiders as respectable rezurbeks. Many bandit gangs ally themselves with evil humanoids.

Deity	Alignment	Domains
Buer	Chaotic neutral	Animal, Strength, Travel, War
Hmecsoba	Chaotic evil	Chaos, Evil, Trickery

Language: Rezurbeks speak a relatively sophisticated language related to Sylvan. Most literature is historical or religious in nature. Family sagas are especially important, and public gatherings for recitals of heroic legends are a popular form of entertainment. There is a strong tradition of oral history among rezurbeks as well. Chanters, rezurbeks trained to memorize these oral histories, are revered and often consulted in times of trouble.

Names: All rezurbeks have a personal name and a tribal name. The latter identifies the rezurbek's clan ties and supposed loyalties. His personal name is given by his father and is almost always based on the father's own personal name but usually with a slight change or additional syllable. Females are named after the mother or the paternal grandmother in much the same style, but the name itself is still selected by the father.

Male Names: Kalthad, Spakkar, Wedenak.

Female Names: Goredina, Haleko, Fiktena, Yalda.

Adventurers: Rezurbeks usually adventure in service to their tribe. Thus, most do not range far or for long from their homes and families. Those few who take up lives as traveling adventurers, moving from land to land from one opportunity to the next, tend to be more broad-minded, less xenophobic, than is typical for a rezurbek. Actual reasons for adventuring vary greatly. Some are purely mercenary. Others might have embarked on some quest, or simply suffer from wanderlust.

REZURBEK RACIAL TRAITS

- +2 Constitution, -2 Charisma, -2 Wisdom: Rezurbeks are tough but tend to be boorish and rash.
- Small: As Small creatures, rezurbeks gain a +1 size bonus to Armor Class, a +1 size bonus to attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than humans use. Despite their size, rezurbeks have the lifting and carrying limits of a Medium-size character.
- Rezurbek base speed is 20 feet.
- Low-light Vision: Rezurbeks can see twice as far as a human in starlight, moonlight, torchlight, and other conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +4 racial bonus on Search, Spot, and Listen checks in wilderness settings: Rezurbeks have exceptional senses and are keenly alert.
- +1 racial attack bonus against orcs and goblinoids: There is a long rezurbek history of

warfare against evil humanoids, and all rezurbeks are trained in techniques developed against these ubiquitous foes.

- **+4 racial dodge bonus against giants:** Giants are also all-too-common intruders in rezurbek lands. All rezurbeks are trained in special maneuvers effective against giants. Any time a rezurbek loses his Dexterity bonus to Armor Class, he also loses this special dodge bonus.
- **Rage:** Once per day, a rezurbek can become consumed with rage in a manner similar to a barbarian. He temporarily gains +2 to Strength, +2 to Constitution, and a +1 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases the rezurbek's hit points by 1 point per level, but these hit points go away at the end of the rage when the Constitution score drops back to normal. (These hit points are not lost first the way temporary hit points are. See PHB 129). Rage lasts for a number of rounds equal to 3 plus the rezurbek's improved Constitution modifier. At the end of his rage, the rezurbek is fatigued, suffering a -2 penalty to both Strength and Dexterity, and is unable to run or charge. Fatigue lasts for a number of rounds equal to the time spent in a rage. Entering a rage takes no time but can only be done on the rezurbek's action. Rage limits skill and feat use in the same manner as barbarian rage (PHB 25). Bonuses and penalties from a rezurbek's natural rage ability do not stack with those gained from barbarian rage.
- **Automatic Languages:** Common and Rezurbek. **Bonus Languages:** Elf, Giant, Gnome, Goblin, Orc, and Sylvan.
- **Favored Class:** Barbarian. A multiclass rezurbek's barbarian class does not count when determining whether or not he suffers an XP penalty.
- **Level Equivalent:** Class levels +1.

REZURBEK BUERIN

The forces of law and good have their paladins. The dark tide of evil has its blackguard. Amongst the elves and dwarves are the arcane archers and dwarven defenders. The rezurbek in turn are protected by the fierce buerin, and



REZURBEKS

woe to those who incur their wrath. Troupes of buerin patrol rezurbek territory, warning travelers to stay on approved paths and dealing most harshly with irksome intruders.

The buerin are sacred lycanthropes, wereboars who defend rezurbek lands and causes against all comers. Most buerin are cleric or druid followers of Buer. Alignment restrictions prevent some classes from becoming buerin, and arcane spellcasters seldom meet the requirements. NPC buerin are usually part of a troupe under the command of a priest of Buerin, and are attached to a particular village militia.

Hit Die: d8.

REQUIREMENTS

To qualify to become a buerin, a character must fulfill all the following criteria.

Race: Rezurbek.

Alignment: Neutral only.

Base Attack Bonus: +3.

Feats: Blind-Fight, Improved Initiative.

Knowledge (nature): 4 ranks.

Wilderness Lore: 8 ranks.



Special: Must be a devout, respected follower of Buer. This usually involves having completed some special quest or service for the cult.

CLASS SKILLS

The buer in's class skills (and the key ability for each skill) are Animal Empathy (Cha, exclusive skill), Control Shape (Wis), Craft (Int), Handle Animal (Cha), Intuit Direction (Wis), Knowledge (nature) (Int), Profession (Wis), Swim (Str), and Wilderness Lore (Wis).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the buer in prestige class.

Weapon and Armor Proficiency: A buer in is proficient with all simple and martial weapons, all types of armor, and shields. Armor and other equipment does not transform into boar form. For this reason, most buer in prefer not to wear armor or restrictive clothing.

Sacred Lycanthropy: All buer in are were-boars, able to shapeshift from their normal form into that of a boar. The buer in's lycanthropy is a supernatural ability that results from a divine blessing. It is not a curse, nor are the buer in natural lycanthropes. Sacred lycanthropy is not contagious, and it cannot be cured (MM 219). Sacred lycanthropy is, however, subject to the normal triggering conditions of lycanthropy.

The buer in automatically acquires the Improved Control Shape feat and receives one rank in the Control Shape skill at 1st level (MM 218). The character's type changes from Small Humanoid to Small/Medium-size Shapechanger. In boar form, a buer in cannot speak except with other buer in or boars. He cannot cast spells. Many skills become unusable (such as Craft) or more difficult (such as Balance, perhaps). Class abilities not dependent on humanoid form are unaffected. For example, a druid/buer in still moves with woodland stride, and a barbarian/buer in may still rage. In boar form, a buer in enjoys a number of additional abilities.

- +4 Strength.
- +6 Constitution. The increase in Constitution increases the buer in's hit points by 3 points per level, but these hit points go away when the character returns to his rezurbek form. These extra hit points are not lost first the way temporary hit points are.
- +2 resistance bonus to all Fortitude and Will saves.
- +8 natural AC bonus.
- An additional +4 racial bonus on Search, Spot, and Listen checks.
- Base speed increases to 40 feet.
- Animal Empathy: This extraordinary ability functions only against boars and dire boars. The buer in can communicate with and influence these animals. Communication is limited to simple concepts and commands, assuming the animal is friendly. The buer in gains a +4 racial bonus to checks when influencing the animal's behavior.
- Damage Reduction: A buer in has damage reduction 15/silver.

THE REZURBEK BUERIN

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1	+1	+2	+0	+2	Improved Control Shape, Control Shape +1	
2	+2	+3	+0	+3		+1 level of existing class
3	+3	+3	+1	+3	One bonus rank in Control Shape	
4	+4	+4	+1	+4		+1 level of existing class
5	+5	+4	+1	+4	One bonus rank in Control Shape	
6	+6	+5	+2	+5		+1 level of existing class
7	+7	+5	+2	+5	One bonus rank in Control Shape	
8	+8	+6	+2	+6		+1 level of existing class
9	+9	+6	+3	+6	One bonus rank in Control Shape	
10	+10	+7	+3	+7		+1 level of existing class

- **Ferocity:** This extraordinary ability allows a buerin to continue fighting even while disabled or dying (PHB 129).
- **Natural Weaponry:** A buerin in boar form can gore with his tusks, causing 1d8 points of damage. All bonuses to attack and damage resulting from Strength and appropriate feats apply to the buerin's gore attack. If his base attack bonus is high enough, the buerin is capable of multiple gore attacks.
- **Scent:** A buerin in boar form has the Scent feat (DMG 81).

Spells per Day: At every second level as a buerin, the character gains new spells per day as if he had gained a level in either cleric or druid only. The buerin must have divine spell

ability for this class feature to have any effect. He does not gain any other benefits associated with a level increase, such as improved chances to turn or rebuke undead, additional feats, ability score increases, an additional hit die, and so on, except for an increased level of effective spellcasting.

For example, after much hard adventuring, a 5th-level druid/1st-level buerin acquires enough experience to reach 2nd level in his buerin class. He gains all the appropriate benefits from increasing his buerin prestige class by one level. He also determines his spells per day as if he had risen to 6th level in druid.

RHONIANS

Rhonians are renowned for their diplomatic abilities, intellectual achievements, and artistic talents. The members of this bird-like race live in sheltered, wealthy enclaves in their homeland and venture abroad to share their talents among the less fortunate and more menial races. Others tolerate their superior attitude only to gain the benefits of their ambassadorial and creative wisdom.

Personality: Average people would describe most rhonians as snobs. The entire race believes itself superior to all others in matters of intellect, art, and diplomacy, and constantly reminds others of their importance. They do not tolerate filth, poor manners, shoddy workmanship, or any other goods or services beneath their noble station. Rhonians disdain such conditions, and make sure those responsible for them hear about their contempt. They know just how far to take such haughty attitudes before they make some humble concession and resolve all tension.

When they want to, rhonians can be pleasant and affable in almost any cultural setting, a testament to their diplomatic skills. They can be genuinely humble yet assertive all in the same sentence. Rhonians pride themselves on knowing both their allies and their opponents, preferring to spar with them through

words rather than weapons. Their slight physique discourages the use of heavy armor and melee weapons. Rhonians prefer using ranged weapons (particularly longbows) instead of bloodying their hands in close combat. Rhonians avoid filth, manual labor, and other unpleasantness whenever possible.

Rhonians keep servants to tend to such menial tasks as everyday chores, simple errands, and anything dealing with dirt. The rhoode (see page 115) are one such servant race that has catered to the rhonians for centuries, though other individuals are also used as hired laborers or slaves. Rhonians reward their servants well for good work, but frequently offer criticism and constantly demand improvement. Leaving mundane labor to servants allows rhonians to pursue the finer aspects of life: art, learning, and negotiation.

Physical Description: Rhonians descend from a long-beaked, long-legged species of marsh bird, a heritage that gives them a most regal stature. Their tall legs end in a clawed foot that has adapted to stylish enclosed footwear. The stilt-like legs ascend into a feathered torso, often adorned with the most fashionable attire. Their wings have developed into jointed arms with elegantly spindly fingers; vestigial feathers along the arms leave rhonians incapable of

flight. They often snap their elongated beaks when making points, much as humans might snap their fingers. Their epiglottis contains muscled folds of skin similar to lips that allow rhonians to articulate a broad range of languages and dialects.

Rhonians revel in color, both on their own bodies and in the garments they wear. Their bellies tend toward a lighter colored feather, while the rest of their torso and arms display a wide array of hues and patterns: brown, green, red, and blue predominate, in solids or charmingly mixed diamond and mottled designs. Some male rhonians comb out their throat feathers into a stylized beard plume. Their scaled legs display lighter shades of yellow, white, pink, or tan. Beaks often reflect a similar color scheme as the legs.

A single colored feather arcs gracefully from the forehead above the shorter feathers adorning their heads. A rhonian regards his crest plume as sacred, a personal mark by which others recognize him—only he may touch it (often to primp). He considers that anyone else who touches it, damages it, or severs it (the ultimate offense) has committed a grievous violation of his person. Rhonians never deign to hide their features (or crumple their crest feather) beneath a hat, hood, or any other undignified head covering.

Rhonian couples bond for life, but during their long existence they only produce one or two offspring. Rhonians mature at a very young age (two years); their parents do not allow them out of their dwelling until they have proven they possess the grace and courtesy to exist in the outside world. A physically mature rhonian stands between six and seven feet tall, but weighs significantly less than a similar creature of such stature due to his willowy body. Rhonians can live upwards of 200 years. Their low birth rate and extended life spans keep the rhonian population lower than some of the more abundant races.



Relations: Rhonians maintain a delicately friendly balance with most other races. They politely discourage visitors to their well-defended marshland enclaves, but travel often throughout all parts of the world. They trade with other nations and sell their artistic and diplomatic skills to those who need them. Other races are grateful to have rhonian negotiators on hand to mediate disputes, parley truces, and settle treaties, but their welcome often wears out quickly as their haughty attitude constantly proves that they hold everyone else in contempt.

The rhonians themselves almost never go to war, though many speculate that the rhoode were enslaved after an ancient defeat at the hands of once-mighty rhonian armies. Rhonians contend that they've never had to fight a battle because they've always resolved their differences by reaching an amiable compromise through diplomacy. Others claim they've wheedled their way out of conflict using negotiation, bribery, and their intricate alliances with various political and economic factions.

Rhonians hold the elves in high esteem for their devotion to the natural world and art (most elves return the sentiment). Other groups manage well enough with the rhonians, balancing their need for economic and political interaction with a tolerance of their superior attitudes. Of all the civilized races, the rhonians hold the dwarves in the greatest contempt—they are rude, squat creatures devoid of any love for learning or artistic creation. Orcs, goblins, and the like are barbaric savages to the rhonians, who would do away with all monstrous races if they had such military and political power.

Alignment: Average rhonians favor lawful and neutral behavior. Most prefer to follow meticulous schedules, precise instructions, and detailed order in their lives, though some slacken in their devotion to such a rigorously planned lifestyle. The rhonians who stand out most among their peers and other races tend toward chaos in their methods, particularly artisans and diplomats who rely on this philosophy in achieving their ultimate goals. Ultimately all rhonians shun evil, and prefer that good or neutral actions govern their lives.

Rhonian Lands: Rhonians maintain several closely guarded enclaves, many located in

dense swamps, along lakes and riverbanks, or deep within rainforests. Each community operates independently, though they sometimes pay homage to the larger political state in which their land is situated. Rhonians instruct their servants to build villages and cities with the best possible natural defenses in mind. They site their enclaves on platforms in soggy marshland, in slow-flowing rivers, and off the shores of lakes. Some rhonians construct their villages within the top-most limbs of trees. Most buildings consist of stilted structures joined by bridges and wide plaza platforms. Not only are these designs practical for defense, they are symbolic of the rhonians' perceived place in relation to all other races— isolated and far above average creatures.

Architecture emphasizes tall, lofty spaces with stylized nature motifs. Although most buildings consist of wood or reed frameworks and walls, they are covered inside and out by layers of plaster that provide workable surfaces for the fine decoration in which rhonians take pride. Multi-storied structures contain ornate staircases or ramps—a rhonian would rarely design to climb the ladders or ropeways his servants use in the more functional spaces in his home.

Rhonian enclaves maintain their self-sufficiency thanks to the tireless efforts of their servant races. These laborers catch fish and harvest marsh crops, produce basic items of practical worth, and run households and businesses. Rhonians involve themselves in higher forms of work: architecture, craftsmanship, music, writing, and the military arts. They also journey abroad to offer their diplomatic services to others, establish treaties for the protection of their lands, and negotiate economic terms that prove most beneficial to their enclave. When outside forces threaten the isolation and security of their sanctuaries, rhonians quickly rally, summoning their officer corps, calling up their servant militia, and bringing to bear political influence among their allies to provide immediate aid.

Religion: Rhonians do not practice a formal religion, and do not maintain official temples or a cadre of dedicated clergy. Such institutions interfere with more important activities, and their absence contributes to the essential belief that rhonians are superior to others inhabiting the world. They rely on individual excellence,

artistry, and intelligence rather than the often-indiscriminate favor of the gods.

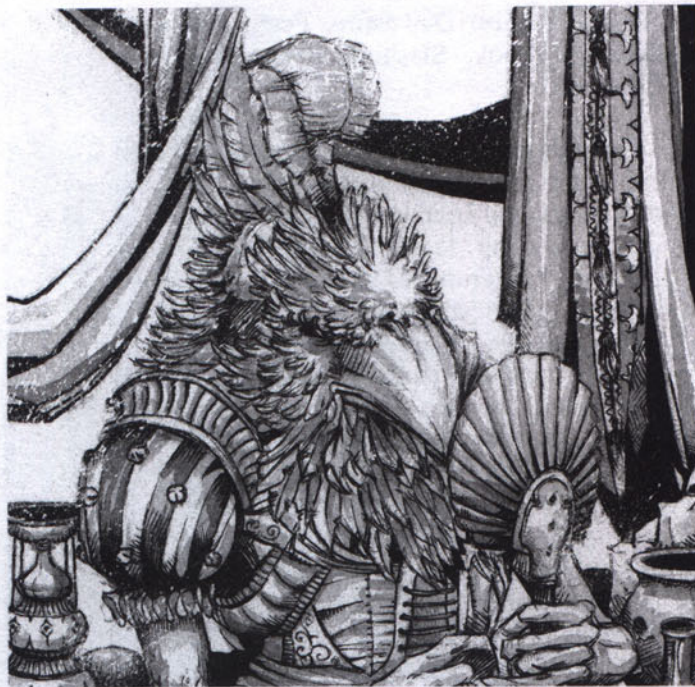
Many rhonians privately kindle personal beliefs in various deities and keep small shrines to their favored gods in their homes. Many households include an easily concealed cabinet shrine to Hegretta, an ancient mother goddess of the marshland and provider of all goodness to the rhonians. She protects the home, nurtures the weak, and supplies every need.

Rhonians also revere various deities of language and writing, either their own primordial deities or those of the people whose lands they traverse. They view themselves as emissaries of intelligence and communication—for wasn't it from the marshland that all civilized races learned to write, with reed or quill pen? Some secretly worship deities of magic or forbidden knowledge, though rhonians often seem as uncaring in their devotion to them as these gods are to their followers.

The rare rhonian cleric presents himself as more of a scholar than a priest. He gains his divine magical powers from Hegretta or one of the other regional gods of writing and language, though he wields this power more as a learned sage than a cleric.

Language: Rhonians speak many languages, but reserve their own tongue for use in their enclaves and among their peers. It consists of flowing, sonorous notes, with inflections provided by chirping and beak clicking. Although others find the language difficult to master, they note that rhonians can write it easily in many different scripts.

With others present, rhonians prefer to communicate in a language everyone can understand. They long ago mastered the linguistic and civil intricacies of Common, and can speak as eloquently as any native aristocrat in a royal court. They speak Common when engaged with mixed company to avoid offending anyone in particular (unless, of course, that is their objective). When traveling abroad, rhonians deign to speak the local language as a point of courtesy to their hosts, at least until courtesy becomes secondary to their true motives. They address their servants harshly in their own language to ensure no order is misinterpreted.



RHONIANS

Names: Rhonians favor personal names that reflect grace, nature, and nobility. Stylish names are sometimes adopted more for their eloquence of pronunciation and pleasant ring to the ear than any family or personal significance. Rhonians sometimes alter their names to have a better meaning when spoken in a different language. One named Storm Willow in rhonian might alter it to Strong Kettle in Halfling, or Granite Pillar in Dwarven.

Rhonians keep their family and clan names secret from all but their peers—even their servants rarely know for which family they work. Others have difficulty distinguishing rhonians as members of clan groups. Perhaps the best method of familial identification comes from interpreting feather patterns on individuals; those from the same clan often have similar coloration and texture. If they did discover a rhonian's family name, outsiders would find them unpronounceable without having both a traditional and avian vocal structure.

Nicknames exist for lesser beings who enjoy wanton playfulness, trickery, and base humor. If they did have nicknames, rhonians would certainly not share them with anyone outside their own race.

Male Names: Crisp Breeze, Floatleaf, Floodrage, Glimmerfish, Redcrest, Sandtide, Silent Waters, Storm Willow.

Female Names: Dawnsfire, Feather Tongue, Running Brook, Slashing Beak, Swayreed, Tranquil Pool.

Adventurers: Rhonians frequently venture from their enclaves to pursue trade, gain new knowledge, and examine the finer examples of artistry among lesser races. Some make announced pilgrimages to known centers of learning, while others journey as wanderers, noting anything of interest they encounter or masking their true purposes behind the facade of a roving traveler. Diplomats often inhabit foreign courts, journeying to distant realms as political situations necessitate.

Rhonians tolerate the company of others because they have something to gain from them: knowledge, wealth, notoriety, or political influence. In many cases they deign to grace others with their presence to educate them in the ways of higher intelligence, culture, and good etiquette. Rhonians consider this a great burden—constantly subjecting themselves to rudeness, filth, and the base occupations of common races—but believe it is a necessary obligation of their higher status to share their knowledge and artistic sensibilities.

Rhonians rarely travel without at least one servant, either a rhoode indentured to their service or a personal assistant hired from among one of the lesser yet literate races. If a member of his current party has not reached some agreement to serve a rhonian character, he should begin with an NPC servant.

RHONIAN RACIAL TRAITS

- +2 Dexterity, +2 Charisma, -2 Constitution: Although graceful and beautiful creatures, rhonians possess a slight physique that does not tolerate stress.
- Medium-size: As Medium-size creatures, rhonians have no special bonuses or penalties due to their size.
- Rhonian base speed is 30 feet.
- Proficient with heavy crossbow, light crossbow, longbow, or composite longbow. Rhonians prefer elegant ranged weapons to melee weapons. They train extensively with bows to avoid the filth of close combat.

- +2 racial bonus to any Craft checks of an artistic nature, including basketweaving, bookbinding, bowmaking, calligraphy, leatherworking, painting, pottery, sculpture, and weaving. Their talent for fine artistry makes rhonians exceptional craftsmen.
- +2 racial bonus to any skill checks to influence others, including Animal Empathy, Bluff, Diplomacy, Gather Information, Innuendo, and Intimidate. Others who greatly admire the rhonians' graceful and noble stature easily succumb to their authority.
- +1 racial bonus to Listen and Spot checks. Their marsh-bird heritage gives rhonians heightened senses to better identify threats.
- Automatic Languages: Rhonian, Rhoode, and Common. Bonus Languages: Aquan, Auran, Elven, Gnome, Sylvan. Given the Rhonian affinity for writing and language, they could easily learn any known system of communication. Although they might understand other inferior languages (such as Draconic, Gnoll, Goblin, and Orc), they do not speak or write these unless necessary.
- Favored Class: Bard. A multiclass rhonian's bard class does not count when determining whether he suffers an XP penalty for multiclassing. Rhonians easily relate to the bard's wandering nature and love of the musical arts, and the profession offers them opportunities for more prestigious diplomatic professions.
- Level Equivalent: Class levels +1.

RHONIAN EMISSARY

The emissary is a dedicated diplomatic envoy who delivers, interprets, and advises on messages between foreign dignitaries. Various governments or peoples retain emissaries as high-level diplomatic ambassadors to represent them in negotiations. They mediate disputes before armed conflict breaks out and parley cessation of hostilities that have already erupted. Emissaries deliver and guard communications between luminaries, providing impartial presentation but also rendering their professional opinions on situations when asked. Some function within courts as heralds, advisors, orators, and scribes, while others represent their lieges' interests in foreign lands.

A rhonian must distinguish himself in the fields of diplomacy and scholarship before becoming an official emissary. Although he may indicate his intent to rise to this position, a rhonian seeking this path must also gain the respect of his future peers. At least three established emissaries must endorse a rhonian before he attains that office. A hopeful emissary often gains recommendations through displays of flattery, wealth, or exceptional diplomacy in the service of his peers.



Sorcerers, wizards, bards, rogues, and clerics most often attain the station of emissary, though those of the more martial classes (even barbarians) who have distinguished themselves can pursue this most noble of rhonian professions.

NPC rhonian emissaries serve nobles throughout many realms. Some travel between kingdoms as envoys, taking with them a train of servants, gold, and goods to insure their comfort along the way. They deliver messages, make presentations to foreign courts, and plead the cases for their masters. As they travel, they also gather intelligence useful to their lord and their own position. Many emissaries also remain at court to advise, inspire, and help administer a domain. Like most rhonians, they expect high standards from all aspects of life, keeping luxurious quarters, receiving lucrative rewards, and assisted by faithful servants. They sometimes preside over a small clique of rhonians in the realm (artisans, scholars, poets) who look to the emissary for leadership and intelligent discourse.

Hit Dice: d8.

REQUIREMENTS

To qualify to become a rhonian emissary, a character must fulfill all the following criteria.

Race: Rhonian.

Feats: Skill Focus (Diplomacy).

Diplomacy: 8 ranks.

Knowledge (nobility): 4 ranks.

Sense Motive: 4 ranks.

CLASS SKILLS

The emissary's class skills (and the key ability for each skill) are Bluff (Cha), Craft (Int), Diplomacy (Cha), Disguise (Cha), Gather

Information (Cha), Innuendo (Wis), Intimidate (Cha), Listen (Wis), Perform (Cha), Search (Int), Sense Motive (Wis), Speak Language (Int), and Spot (Int).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the rhonian emissary prestige class.

Herald's Intuition: Knowing who's who among regal personages is essential for emissaries navigating the corridors of power and intrigue. One gains herald's intuition from experience, keen observation, and keeping one's ears open to what others whisper among themselves. It becomes second nature for emissaries to identify important nobles by title, coat of arms, and station, including what kinds of holdings they have, the authority they wield in the realm, and what incentives would appeal to their sense of ambition, greed, or duty.

Herald's intuition functions like a Wisdom skill, with an emissary gaining 2 ranks in it at 1st level, 4 at 4th level, 6 at 7th level, and 8 at 10th level. A character may use herald's intuition a number of times each day equal to his rhonian emissary levels, rolling his rank against an appropriate DC based on the complexity, obscurity, and overall nature of the information sought. (Rhonian emissaries gain the usual Wisdom bonus for these

THE RHONIAN EMISSARY

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1st	+1	+0	+1	+2
2nd	+1	+0	+1	+2
3rd	+1	+1	+2	+2
4th	+2	+1	+2	+3
5th	+2	+1	+3	+3
6th	+2	+2	+3	+3
7th	+3	+2	+4	+4
8th	+3	+2	+4	+4
9th	+4	+3	+5	+4
10th	+4	+3	+5	+5

Special

Herald's intuition +2
 Preemptive strike +1
 Stirring oration 1/day
 Herald's intuition +4, preemptive strike +2
 Stirring oration 2/day
 Preemptive strike +3
 Herald's intuition +6, stirring oration 3/day
 Preemptive strike +4
 Stirring oration 4/day
 Herald's intuition +8, preemptive strike +5

checks.) For example, identifying members of the royal council by their style of clothing might require a DC 10 check, while intuitively knowing which of the king's advisors would most likely betray him (and in what manner) might require a DC 25 check.

Preemptive Strike: Emissaries must sometimes act swiftly as bodyguards to save their masters or their own persons. They learn to identify concealed threats and train to quickly neutralize them using ranged attacks. Preemptive strike provides a bonus to the emissary's Spot checks to notice hidden dangers, and an additional initiative and attack bonus to thwart those threats using a missile weapon. This bonus is +1 when an emissary first gains preemptive strike at 2nd level and increases by +1 every two levels thereafter (+2 at 4th level, +3 at 6th level, etc.). The bonus for ranged attacks applies only to the first round in which the emissary reveals and confronts the hidden threat.

Stirring Oration: Emissaries learn to use their full array of talents when verbally influencing individuals or crowds. They moderate their voices' tones to best fit the situation and the ideas expressed, puff themselves up in posture and feathers, and present logical arguments to draw on the audience's sympathies and bring them around to the emissaries' way of thinking.

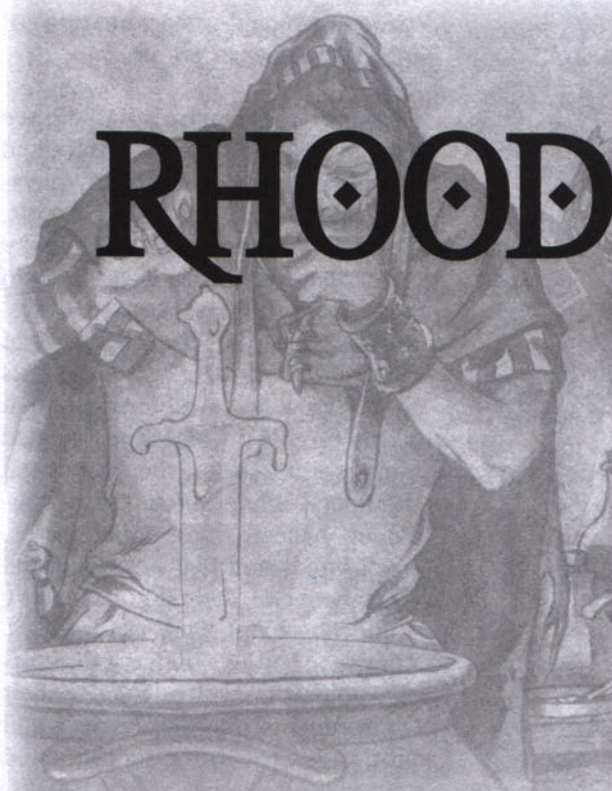
Such a display becomes a performance that captivates everyone within hearing distance (though they might not always agree about what the emissary is saying).

When using this technique, the emissary gains several temporary benefits:

- +2 enhancement bonus to Charisma
- +2 circumstance bonus to all Will saves
- +2 circumstance bonus on Bluff, Diplomacy, and Intimidate checks (stacks with the +2 Charisma bonus)

These bonuses remain in effect for the duration of the emissary's speech, as long as his argument continues and he maintains control over his audience. When he gains stirring oration at 3rd level, an emissary can use it once per day. He may employ this technique twice per day at 5th level, three times per day at 7th level, and four times per day at 9th level. Each use of the stirring oration ability may last up to a number of minutes equal to the character's rhonian emissary class levels.

RHOODE



RHOODE



The rhoode work as capable servants to the rhonians and other masters who depend on an autonomous, subservient labor class to maintain their society. Their sturdy, toadlike bodies make them ideal for a variety of mundane tasks for which their lords have little time: housework, farming, construction, crafting, and general labor. Their squat build also helps make them innocuous despite their ubiquitous presence in communities that rely on rhoode labor. Many accompany their masters in their wanderings and foreign duties. Although they openly serve their lieges efficiently and loyally, rhoode often harbor some hidden degree of callous resentment.

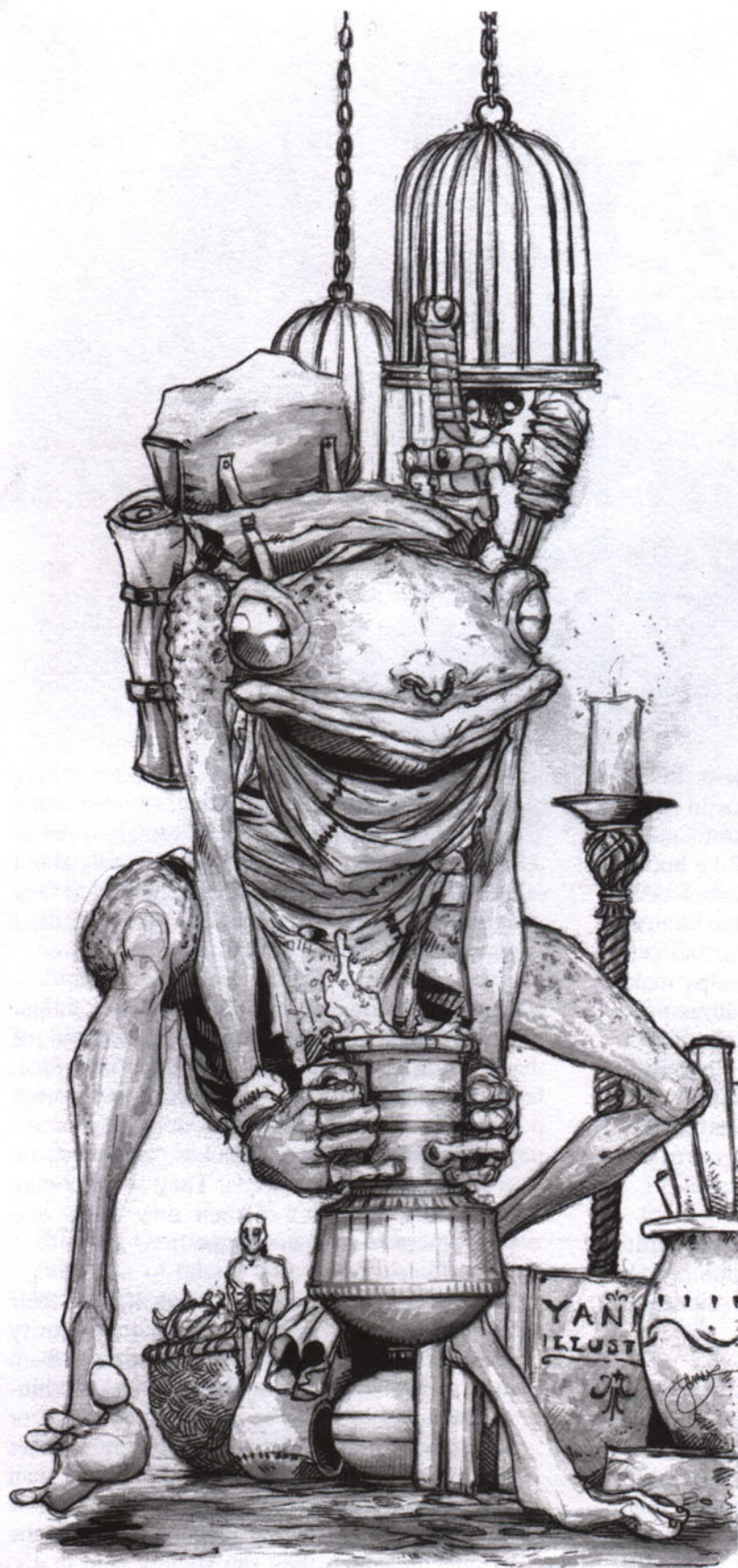
Personality: The general rhoode personality displays two facets, one servile facade in public, and one more boastful, cranky demeanor among themselves.

When in their masters' presence or among strangers, rhoode play the part of the humble, busy servant. They rush about trying to execute every last order even as it's uttered. They dutifully run errands, work tirelessly at their manual labor, and honestly administer the petty domestic and professional domains their lords entrust to them. Rhoode wear a face of complicit obedience, a neutral expression that never reveals their true opinion of their masters'

wishes. They show no emotion in public; they do not smile, cry, or laugh aloud. Rhoode speak only when initially addressed, remain quiet in their work, and refrain from complaining about their lot in life. In return for their service they expect to enjoy the high standard of living their masters provide.

In private, however, the rhoode are a vulgar bunch, disrespectful of authority, critical of their masters, and weary of their servitude. Gather a crowd of rhoode in the kitchen corner when chores are done and one hears complaints, sob stories, vile jokes, and sarcastic voices mocking their lords. They secretly hate everything that isn't of their own doing and hold others in quiet contempt.

Despite this deep-seated discontent with their station in society and a perpetual inferiority complex, rhoode cannot rouse themselves from their servile state. Although they excel at whining about things, they're not very organized or dedicated to improving their lot. They'd rather sit about during off hours complaining than band together and rebel against their masters—that would entail taking responsibility for the manner in which they ran society, and that's far more work and trouble than the average rhoode wants. Rumors claim the rhoode once rose up against their rhonian lords,



only to founder without the wealth, leadership, and determination of society's upper echelons.

Physical Description: Since rhoode descend from swamp-bound amphibians, they share many physical characteristics with toads. Their bodies combine the stocky elements of head and torso with more gracefully lengthened limbs. Bulging eyes rise from their broad heads on short stalks. Two nostrils sit above a wide, slit mouth that nearly bisects their head. Elongated arms sprout from their hunched shoulders, while sinewy legs double up beneath their squat torsos. Their hands and feet have vestigial webs between their digits, making rhoode exceptional swimmers. Rhoodes' hairless bodies often display coloration well adapted to their environments: mottled browns and subtle greens, often accentuated with yellow patches or red streaks. They stand between three and four feet tall and weigh 50 to 75 pounds. Most rhoode reach maturity at 15 years, and live as long as 50 or 60 years.

Their masters often restrict rhoode to wearing plain clothes suitable for servants. Colors and styles often reflect their lords' tastes or cultural heritage. Those who accompany their liege on business abroad often receive special dispensation to wear light armor and carry a simple weapon in case they must defend their master and his property.

Relations: Rhoode appear subservient to all non-rhoode, especially those in their masters' company. They obey all requests but resent those that entail a great amount of work. Among themselves they judge others based on their kindnesses and requests. Those who assume rhoode are their servants as well as their masters' gain their contempt, while others who view them as worthy individuals earn the rhoode's mutual respect. Rhoode

become particularly fond of those who reward them well for their efforts or who attempt to treat them as equals—a situation that often irks their masters but rarely prompts reprisals. Most societies frown upon beating servants and rhoode in particular.

Alignment: Rhoode tend toward neutrality. During generations of servitude they have adapted to both strict order of routine and society (a lawful trait) and the appearance of various unanticipated developments that naturally plague a servant's life (a trait common to chaos). This balance also reflects their station in life. Rhoode dislike their servile status but aren't ambitious enough to do anything to really change it.

Rhoode Lands: In the ancient past, before the rhonians bound them to servitude, the rhoode inhabited numerous small villages scattered throughout a vast swamp. Although their civilization developed quite well on its own, they could never tolerate working together to forge a single kingdom. After the rhonians incorporated them into their own society, the rhoode forgot many elements of their own original culture and adapted to their masters' society.

Rhoode now inhabit the locales and kingdoms their masters call home. Many labor in the rhonian marsh enclaves or accompany rhonian envoys on diplomatic missions. Those serving others make their homes in their lords' lands. Rhoode first emerged from the swamps, so they have a natural affinity to work for those who live in marshlands and forests. Arid climates do not agree with rhoode, but they tolerate these regions with the usual amount of grumbling to themselves.

Religion: Rhoode subscribe to a variety of religious beliefs, often dependent on their masters and duties. In many cases they follow the same religion as their lords, partly as an open show of respect, but mostly for convenience. Some masters require rhoode assistance in performing holy ceremonies, so the servants find sharing the same beliefs expedient.

Many rhoode believe in neutral deities who reflect their role in society. Domestic servants often place their faith in Hegretta, the ancestral rhonian mother goddess of hearth and home. Those serving masters who engage in magic and scholarship often worship such gods. Farm

laborers follow divine protectors of nature, while servants who journey with their lords (adventurers, sages, and envoys) have faith in deities who watch over travelers.

Rhoode keep their religious preferences and practices to themselves, revealing them only when it might please their lords. They tuck holy symbols beneath their clothes and hold any ceremonies in the seclusion of the servants' quarters. If they utter any prayers for safety and endurance in public, they're kept to no more than a grumble or whisper. One might think such overworked creatures would seek aid from gods of discontent and rebellion, but rhoode long ago learned such deities care little for their plight.

Language: Like many aspects of rhoode culture, their own language has been usurped by that of their masters. Those serving elves learn the Elven dialects; rhoode working for dwarf nobles understand Dwarven. Their wide jaw structures and fat tongues do not allow the rhoode to articulate any language in its full elegance, so they often speak with various clumsy accents (depending on the language). Rhoode trying to speak Elven vary their pitch on each syllable, while those forcing Common from their mouths often elongate their vowels. Although they can still communicate their meaning, rhoode sound more like village idiots than native speakers.

Vestiges of the rhoode home-tongue remain in Vulgar Rhoode, a singsong tongue filled with sarcasm and mimicry, often used to make fun of their masters behind their backs. To outsiders it sounds like casual croaking, burping, and yakking. Rhoode do not use this tongue in public, reserving it expressly for communication among their own kind.

All rhoode speak Rhonian, Common, and Vulgar Rhoode. Those serving lords who speak a different primary language are also fluent in that tongue.

Names: Like their language, rhoode names reflect the whims of their masters. Their given names often echo their duties: Cutter, Ink-Fingers, Tanner, Thimble, Wet-Hands. Some lords deign to distinguish their servants with more elegant names typical of their culture, a vain attempt at treating them with the dignity accorded to others in society.

Rhoode do not have family names. Instead they take a surname based on their liege. Some adopt one of his names, either his title or a given or clan name. Cutter Dawnsfire combines the rhoode servant name Cutter with a typical rhonian first name, Dawnsfire. Ink-Fingers Judge probably works as a secretary for a village justice. Sometimes rhoode receive a more elaborate last name incorporating elements of their master's domain or the location where they work: Wet-Hands of House Navene labors for the Navene family, probably on their estate; Tanner of the Brown Yard might work in a mud-walled courtyard.

These various combinations—plus sometimes-awkward given names—do not make for the most graceful-sounding names. Rhoode gave up trying to find pride in their names long ago. Now they just accept whatever names they're given.

Among themselves the rhoode keep "secret" nicknames that mirror their true personalities and objectives. One who listens carefully to household gossip and informs his peers might be called "Scuttlebutt." A rhoode who constantly mooches from the larder could earn the nickname "Skimmer." Individuals keep these nicknames from other non-rhoode, as they often reveal their actual disposition lurking beneath their subservient exterior.

Male Names: Cutter, Fieldling, Mortar, Runner, Scriber, Stonewall, Tanner, Trudgeon.

Female Names: Ink-Fingers, Mapper, Thimble, Weaver, Wet-Hands.

Nicknames: Blabber, Nibbler, Nimblepurse, Prickfinger, Scuttlebutt, Skimmer, Slipsilver.

Adventurers: Rhoode leave their home on adventures to accompany their lords. They carry baggage, cook meals, make arrangements for lodging, and deal with undesirables beneath their masters' station. Rhoode even take up arms to defend their lieges. Everything an adventuring rhoode does caters to his self-interest. If one's lord is satisfied, he provides all a servant needs to live, often with rewards for good service. A gracious master even shares a portion of treasure with his servant.

Adventurous rhoode view travel as a means to learn about their world and find opportu-

nities for gain within it. In the open a servant may kowtow to his master, obeying his every wish. When left alone, however, he often schemes for his own personal gain, making deals on the side and pursuing prospects for greater wealth.

Rhoode should find an appropriate character within the party whom they serve. This indentured servitude has obligations for both master and servant—the lord agrees to provide for and protect his faithful rhoode, while the servant pledges obedience and labor to the liege. In rare cases where nobody else in the party agrees to take a servant, the rhoode attaches himself to the most likely candidate (often a wealthy or seemingly authoritative character) and serves this person as if they truly had a master-servant arrangement.

RHOODE RACIAL TRAITS

- +2 Dexterity, +2 Constitution, -2 Intelligence, -2 Wisdom: Rhoode are nimble and durable workers, but rely more on their masters' intellect and common sense.
- Small: As Small creatures, rhoode gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of Medium-size characters.
- +2 racial bonus to Bluff, Forgery, Gather Information, Innuendo, Listen, and Move Silently checks: Generations of servitude have ingrained in rhoode a knack for certain skills useful for those laboring as a subordinate caste in society.
- +2 racial bonus to Swim checks: As descendants of amphibians, rhoode still retain a natural affinity for water and are able to navigate it with ease.
- -2 penalty for others using Sense Motive to read a rhoode's expressions or interpret the tone of a rhoode's voice. This also applies to Gather Information checks that rely on reading body language for verifying facts. Others have difficulty trying to see beneath rhoodes' neutral expressions and demeanor—as servants they conceal their emotions from their masters and strangers.

- **+2 racial bonus to Craft:** This bonus reflects experience rhoode gained from service in a particular chore. At the time of creation, a rhoode character should select a specific craft in which he focused as part of his servile labor.
- **Automatic Languages:** Common, Rhonian, and Vulgar Rhoode. **Bonus languages:** Dwarven, Elven, Gnome, Giant, and Orc. Rhoode quickly adapt to the language used by their masters and in the labor communities in which they work.
- **Favored Class: Rogue.** A rhoode's rogue class does not count when determining whether he suffers a multiclassing XP penalty. Masters frown upon their servants pursuing their own careers, but the rogue class allows rhoode to attain their goals in secret without openly offending their lords.



work ethic. Sorcerers, wizards, and clerics seem best suited, though one finds many rogues and monks becoming recorders. Members of other classes sometimes find their martial nature disruptive to the methods of a recorder.

NPC rhoode recorders can be high-level bureaucrats, personal servants to powerful men, stewards of their masters' estates, or any other representative of an established authority figure.

Hit Dice: d6.

REQUIREMENTS

To qualify to become a rhoode recorder, a character must fulfill all the following criteria.

Race: Rhoode.

Alignment: Any neutral.

Feats: Ambidexterity.

Gather Information: 8 ranks.

Listen: 8 ranks.

CLASS SKILLS

The recorder's class skills (and the key ability for each skill) are Appraise (Int), Bluff (Cha), Craft (Int), Diplomacy (Cha), Disguise (Cha), Forgery (Int), Gather Information (Cha), Hide (Dex), Innuendo (Wis), Intimidate (Cha), Listen (Wis), Move Silently (Dex), Sense Motive (Wis), and Spot (Int).

Skill Points at Each Level: 6 + Int modifier.

RHOODE RECORDER

Those rhoode who diligently attend their masters in a secretarial capacity often attain the rank of recorder, an administrator-scribe who works as personal assistant to his liege. They assume greater responsibilities, representing their lords in various capacities, managing their affairs, and taking care of mundane obligations that might distract their masters from more important matters. Most work as a buffer between their liege and others of lesser status. They have a greater degree of personal freedom and autonomy in the manner in which they go about their business. Recorders sometimes travel independent of their masters, carrying out their orders and doing their bidding without direct supervision.

Only his lord can elevate a simple rhoode assistant to the rank of recorder as a reward for faithful service. Often masters require a representative to act autonomously for their interests, an agent who still remains subordinate to authority. They receive little training before assuming their duties—they learn much from practical experience. Recorders gain a more intimate insight into their masters' dealings and the methods by which they achieve their ambitions.

Rhoode recorders often rise from the ranks of classes with the ability to manage others, prioritize tasks, and meticulously organize their

THE RHOODE RECORDER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+1	+2	+1	Innocuous +1, master's authority
2nd	+0	+1	+2	+1	Nose to the wind 1/day
3rd	+1	+2	+2	+1	Innocuous +2
4th	+1	+2	+4	+2	Preemptive strike +2
5th	+2	+3	+4	+2	Innocuous +3
6th	+2	+3	+4	+2	Perfect memory, nose to the wind 2/day
7th	+3	+4	+4	+3	Innocuous +4
8th	+3	+4	+6	+3	Preemptive strike +4
9th	+4	+5	+6	+3	Innocuous +5
10th	+4	+5	+6	+4	Innocuous +8, nose to the wind 3/day

CLASS FEATURES

All of the following are class features of the rhoode recorder prestige class.

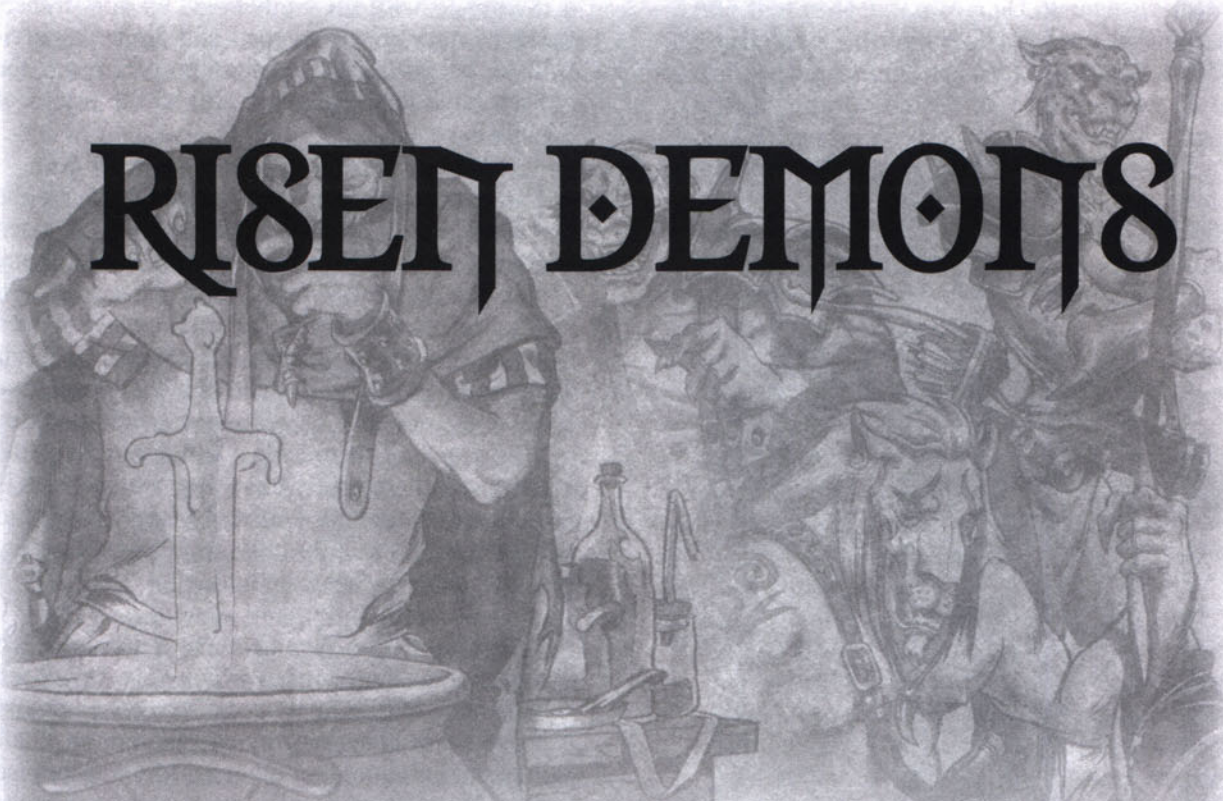
Innocuous: Servants are such integral parts of daily life in many societies that people take their presence for granted, often forgetting entirely that they are physically present. Rhoode recorders have perfected this ability into an art form. Although they are present to cater to their masters' every whim, nobody else really notices them until summoned—they might as well be invisible. They witness and overhear everything that occurs, though others act as if they weren't there. Their innocuous nature gives rhoode recorders a bonus to Gather Information, Listen, and Move Silently checks when acting passively among crowds that wouldn't normally notice a mere servant. At 3rd level they receive a +2 bonus, at 5th level a +3 bonus, at 7th level a +4 bonus, and at 9th level a +5 bonus.

Master's Authority: Recorders can invoke their liege's authority to influence others simply by mentioning his name. The reference can take the form of a simple statement: "I represent Master Humbolt." The recorder can also refer to his master's name in a more threatening tone: "Master Humbolt would be greatly displeased if you did not provide the information he sent me to find." Recorders receive a bonus to Bluff, Diplomacy, Gather Information, and Intimidate checks. The bonus is equal to their master's character level: For instance, a recorder serving a 7th-level wizard gains a +7 bonus. This ability works only on those of lesser station than the recorder's lord.

Preemptive Strike: Rhoode recorders must sometimes act swiftly as bodyguards to save their masters or their own persons. They learn to identify concealed threats and train to quickly neutralize them in combat. Preemptive strike provides a bonus to the recorder's Spot checks to notice hidden dangers and an additional initiative and attack bonus to thwart those threats using any weapon with which the rhoode is proficient. This bonus is +2 when a recorder first gains preemptive strike at 5th level; it rises to +4 at 8th level. The bonus for ranged attacks applies only to the first round in which the recorder reveals and confronts the hidden threat.

Perfect Memory: Recorders continually depend on their skills of observation and memory. When they reach 6th level, intellectual retention reaches its peak in perfect memory. Recorders can recall exacting detail of anything they witness or overhear, as long as it originally came to their attention. For example, a recorder would remember various people milling about the market square but wouldn't recall details about a crafty pickpocket unless he made a successful Spot check to notice the thief in the first place. As long as the recorder saw or heard something, he can remember details as if the scene was still vivid in his mind.

Nose to the Wind: At 2nd level, the rhoode recorder gains an almost-supernatural ability to learn the secrets, goings-on, and intrigues of the people and places he encounters on a daily basis. This ability works like the *divination* spell, and the recorder's caster level is equal to his character level.



RISEN DEMONS

RISEN DEMONS

Among the legions of hell walk the cruelest, most despicable beings known to the universe. Demons and devils are the absolute epitome of evil, working tirelessly to further their masters' foul plots. However, just as angels may fall from grace and turn to evil, so too may the occasional spirit of evil turn against its masters and walk in the light of good. These unfortunate creatures are stripped of their demonic powers and banished to the realms of man to live their lives as mortals. These once utterly foul creatures strive to prove themselves worthy of forgiveness and redemption. Should they succeed, they may gain access to the afterlife of the benevolent deities of good. Should they fail, their souls once again journey to the abyssal plane and an eternity of torment at the hands of vengeful demons and devils.

The risen demons are a study in contradictions. Often feared and hated by the very people they have sworn to protect, they face danger on both sides as they work to prove themselves worthy of absolution by the gods of good. Some risen follow the path of the holy warrior, striking down evil wherever they find it, while others look to the spiritual and physical needs of mortals, offering their assistance wherever they wander. Sadly enough, acceptance of their aid is all too rare for these reformed crusaders.

Personality: The risen are often quiet and withdrawn. Many of them are wracked by guilt over the crimes they committed. Their dedication to redeeming their souls often comes across as a grim, deadly serious determination to fight evil in all its forms. Rare is the risen who can smile, and rarer still is one who can laugh. The risen have seen the horrors the dark powers are capable of, and this knowledge haunts them throughout their mortal existence.

The risen work tirelessly to see to the common good, often working themselves to exhaustion. A risen warrior involved in a siege may fight throughout the day and then move through the besieged fortress by night, tending to the wounded and helping ease the fears of the civilians trapped within its walls. The risen also tend to be very forgiving of the harsh judgments often levied against them by humans, dwarves, and elves they meet. Many of them simply accept it as the price for their previously evil ways.

Physical Description: The risen appear as humans with a few diabolical features, such as a serpentine tail, goat's horns, or hooved feet. They always detect as evil to paladins or magic spells whatever their true alignment may be, as the diabolical taint on their souls is never truly removed. This curse,



combined with their otherworldly appearance, leaves many risen scorned and feared by civilized beings. Still, despite these barriers the risen have dealt many defeats to the forces of evil.

The risen tend to exhibit traits that mark the malevolent deity they once served. A risen demon who served a god of waste and gluttony may be extremely obese, while one who served a god of slaughter may have fangs and clawed hands. No matter what the exact nature of their previous master, all risen have at least one obvious trait that marks them as an outsider. While most of them have a humanoid form, the range of otherworldly traits they may possess is endless. These traits are only rarely useful to the risen and usually only serve to mark them as something other than human.

Relations: Risen demons have a difficult time adjusting to the world to which they have been banished. While they seek to do good and prove themselves worthy of redemption, their inherent evil aura and otherworldly appearance often leave them shunned by human communities at the best of times, actively hated and hunted down at the worst. Elves, dwarves, halflings, and gnomes react to the risen in a similar manner. Half-elves and half-orcs tend to be more accepting of the risen, as they too often feel the pain of rejection and prejudice. Half-orcs in particular often find the risen kindred spirits, especially half-orc paladins and clerics of good deities.

The risen sometimes find the evil humanoid races, such as hobgoblins and gnolls, willing to accept them as war leaders and shamans. Some risen use this to their advantage, insinuating themselves into humanoid tribes in order to discreetly pass intelligence on to nearby human settlements or work in secret to sabotage the humanoids' plans. While these risen demons take on tremendous risks, those they help often hold them in even greater suspicion, as to the casual observer they appear to aid evil.

Alignment: All risen demons are of good alignment, though they are split equally among lawful, neutral, and chaotic good. Usually, a risen demon follows an alignment diametrically opposed to his old master's one. Thus, a lawful good risen demon most likely served a chaotic evil power, while a chaotic good one served a lawful evil master.

While risen demons are tireless champions of good, few tend towards fanaticism. Risen demons remember all too well their own evil ways, but this knowledge serves to remind them that all evil beings have the potential to turn to the light. While risen demons won't hesitate to destroy evil, they are often compassionate and merciful toward the weak or those who serve evil through ignorance or fear rather than malevolence.

Risen Demon Lands: There are extremely few risen demons wandering the world at any given time. Fewer than half a dozen appear in the world during the course of a century, making it impossible for a risen demon settlement to appear. Instead, the risen make their homes among the cosmopolitan and accessible kingdoms of humanity, usually striving to mask their nature while quietly pursuing their goals. Risen demons are incapable of producing offspring, either with each other or with mortal races.

Religion: Most risen demons choose a single good deity to venerate, often one that was a sworn enemy of their old masters. Risen demons often find it difficult to worship at the temples of their chosen gods because of the fear and hate that dog their every step. Still, the gods have been known to favor risen demons and often aid them on their quests for atonement. Risen clerics are rather common, and most risen demons dedicate themselves to a benevolent deity.

Some risen demons spurn the worship of all deities. These risen often see themselves as little more than pawns in the schemes of the gods. Rather than venerate a deity or serve some greater power, they seek to serve humanity with their heroic deeds and personal sacrifices.

Language: Risen demons do not have a language of their own. They enter the mortal world with knowledge of Infernal, the accursed tongue of the hells. Unlike other races, risen demons do not start with a knowledge of Common but may choose to learn any available language, including Common.

Names: Some risen demons use the names they were given by their masters, but most simply choose a common human name to go by in their current incarnation to better blend in with human society. The risen commonly take on a

title that reflects their goals or their desire for forgiveness. Some risen refuse to take on names, reasoning that until they have been granted absolution for their crimes they do not deserve the honor of a name when dealing with others.

Adventurers: All risen demons are adventurers of one sort or another. Some seek out evil and destroy it at its roots, while others move through the land, offering their skills and abilities to those who need them the most. A risen demon is driven by a tremendous sense of guilt to do as much good as possible, making him extremely active in the affairs of the world. The risen do not seek out gold, glory, or fame. Instead, they face the much more daunting task of proving themselves worthy of redemption.

RISEN DEMON RACIAL TRAITS

- **+2 Wisdom, +2 Charisma, -2 Constitution:** Risen demons enjoy the experience and knowledge gained over several centuries. In addition, while their physical forms are often strange or unsettling, they possess a strong sense of themselves and powerful personalities. On the downside, their previous masters curse them with somewhat frail, twisted forms that leave them vulnerable to disease and injury.
- **Medium-size:** As Medium-size creatures, risen demons have no special bonuses or penalties due to their size.
- **Risen demon base speed is 30 feet.**
- **Risen demons are dogged by the taint of evil that marked their previous forms.** For the purposes of magical effects and spells, they are considered to be both their current alignment and its diametrically opposed counterpart. For example, lawful good risen demons are affected by magic as if they were both lawful good and chaotic evil. Thus, both *detect evil* and *detect good* can reveal the presence of a risen demon. When an item or spell has separate effects for both of the risen demon's effective alignments, the more disadvantageous of the two effects applies to the risen.
- **Risen demons are treated as native outsiders.** While they are created and live in the mortal world, they maintain

extremely strong ties to the outer planes. Risen demons are immune to spells that affect only humanoids, such as *hold person* or *charm person*. They are considered to be outsiders for determining how magical spells and effects work on them. However, spells that specifically return an outsider to its native plane have no effect on risen demons. Finally, unlike other outsiders, risen demons may be restored to life in the same manner as humanoids. Spells such as *raise dead* that do not normally work on outsiders affect risen demons.

- **Darkvision:** A lasting legacy of their infernal heritage, risen demons can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and risen demons can function just fine with no light at all.
- **+1 racial attack bonus against evil outsiders:** Risen demons are intimately familiar with the various types of evil outsiders. This experience, combined with their hatred for such creatures, makes them more effective in battle against them.
- **+1 racial bonus on saves against spells and spell-like effects:** Risen demons are creatures formed from magic and have an inborn immunity to it.
- **+2 racial bonus on Knowledge (religion) checks:** Risen demons are intimately familiar with the cosmic struggle between good and evil.
- **Smite Outsider:** Though originally evil creatures, risen demons are now infused with the power of light and good. When they directly wound their ex-kin or any evil outsider with either a physical attack or a magic spell, the outsider is unable to regenerate the damage or heal the wound with rapid healing. Note that the risen demon must directly inflict the damage with either a weapon blow or a spell. Indirect damage, such as a roof collapsing because of a *lightning bolt* spell, can be regenerated as normal. This ability also ignores damage reduction, allowing a risen demon to wound a demon or devil with a non-magical weapon.
- **Automatic Languages:** Infernal. **Bonus Languages:** Any.

- **Favored Class:** Paladin. As devoted champions of good, risen demons find the paladin's calling to be a natural role.

- **Level Equivalent:** Class levels +1.

Most risen demons choose one of two paths to purge their souls of the crimes they once so committed. The path of the avenger is one of blood and rage, as the risen seeks to destroy the same demons and devils that were once his kin. The redeemer seeks to aid and preserve life wherever he finds it, tending to the damage caused by his ex-comrades and spreading comfort and hope wherever he travels.

RISEN AVENGER

Many risen demons enter the world with a cold sense of calculated rage. The guilt and remorse they feel weighs them down no less than any other penitent demon, but rather than seek to atone for their actions through aiding those around them, these risen ones seek to destroy evil at its source. By sacrificing themselves in battle, these risen demons hope to atone for their past mistakes and gain entrance into the blessed realms.

Avengers swear an oath to destroy evil in all its forms, no matter what the risk to their own lives. This oath does not compel an avenger to act in suicidal or foolish ways. An avenger is not afraid to charge into a situation if that's the best method for dealing with an evil threat, but he does not refrain from withdrawing from a battle in order to return better prepared for victory. However, an avenger does not shrink from sacrificing his own life for the greater good. To some avengers, that is the only path to redemption.

Avengers turn the infernal essence of their mortal forms against their foes, channeling their health and energy into their enemies to help destroy them. These attacks can leave an avenger on the brink of death, but they can be doubly crippling to the avenger's opponents.

Hit Die: d12.

REQUIREMENTS

To qualify to become a risen avenger, a character must fulfill all the following criteria.

Base Attack Bonus: +5.

Race: Risen demon.

Feats: Iron Will.

CLASS SKILLS

The avenger's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Ride (Dex), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the risen avenger prestige class.

Weapon and Armor Proficiency: Avengers are skilled in the use of all simple and martial weapons. They are proficient with all armor and shields.

Channel Demonic Essence: A risen demon's physical form is composed of the same foul essences as the bodies of demons, devils, and other evil outsiders. The avenger masters the ability to convert his physical essence into baleful energy that he may use to enhance the power of his physical blows.

The avenger may opt to take damage in order to inflict damage on his opponents. An avenger character may elect to take enough damage to drop his total to -10 hit points, but no lower. Of course, a risen demon who goes below 0 hit points while using this ability falls unconscious, while one who drops to -10 dies. Bonus damage gained from this ability only affects creatures with an evil alignment. Against all other opponents, the extra damage is wasted but the avenger still takes damage for using the ability.

The avenger must inflict this damage upon himself before making his attack roll, and he must activate this power separately for each attack if he has more than one attack in a round and wishes to boost the damage of each one. Using this ability counts as a free action.

The ability is broken down into three levels of power.

Channel Demonic Essence I: At this level, the avenger has only just begun to master the art of transforming his physical form into raw energy. For every 3 hit points of damage the avenger



RISEN DEMONS

takes in this manner, he gains a +1 damage bonus to his next attack.

Channel Demonic Essence II: The avenger has learned to better control the transformation process. For every 2 hit points of damage he takes when using this power, he gains a +1 damage bonus to his next attack.

Channel Demonic Essence III: The avenger has mastered the art of converting his physical essence into raw energy. For every point of damage he uses to activate this power, he gains a +1 damage bonus to his next attack.

Terrifying Aspect: As the avenger learns to control and change his physical form, his body begins to mutate and change in response to the warping stress to which it has been exposed. The avenger develops startling otherworldly traits such as large horns, golden eyes, tusks, and other bizarre physical characteristics. These changes strike terror into the avenger's enemies and grant him a +2 competence bonus on all Intimidate checks.

Detect Outsiders: This ability is similar

THE RISEN DEMON AVENGER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1	+1	+2	+0	+0
2	+2	+3	+0	+0
3	+3	+3	+1	+1
4	+4	+4	+1	+1
5	+5	+4	+1	+1

Special

Channel demonic essence I
Terrifying aspect
Channel demonic essence II
Detect outsiders
Channel demonic essence III

to the spell *detect evil*. This ability works exactly like *detect evil* except it reveals the presence of outsiders instead of evil. In addition, if the avenger concentrates for one minute, he may detect the presence but not the strength or location of any outsiders within a one-mile radius. The avenger may use this ability three times per day.

RISEN REDEEMER

While some risen demons seek to strike down the monstrous entities with whom they once allied, others seek to repair the damage done by

evil forces to the weak and defenseless. Where an avenger may sacrifice himself to destroy an evil entity, the redeemer seeks to give his life to repair the damage wrought by evil outsiders and their ilk.

Redeemers believe that fighting fire with fire, as the avengers practice, only aggravates the situation. They swear off their old ways and embrace a new path dedicated to rendering aid to whoever needs it. While a redeemer is not afraid to take up a sword and fight the enemy, he places more faith on a good defense rather than a strong offense when facing evil.

Much like the avenger, the redeemer learns to convert his physical essence into energy. Unlike the avenger, the redeemer uses this energy to heal and strengthen those who need his aid.

Hit Die: d8

REQUIREMENTS

To qualify to become a redeemer, a character must fulfill all the following criteria.

Spellcasting: Ability to cast 3rd-level arcane or divine spells.

Race: Risen demon.

Heal: 8 ranks.

CLASS SKILLS

The redeemer's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Heal (Wis), Knowledge (arcana) (Int), Knowledge (religion) (Int), Profession (Wis), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.



THE RISEN DEMON REDEEMER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1	+1	+2	+0	+0
2	+2	+3	+0	+0
3	+3	+3	+1	+1
4	+4	+4	+1	+1
5	+5	+4	+1	+1

Special

Channel demonic essence I
Calming aspect
Channel demonic essence II
Detect outsiders
Channel demonic essence III

RISEN DEMONS

CLASS FEATURES

All of the following are class features of the redeemer prestige class.

Weapon and Armor Proficiency: Redeemers are proficient with all simple weapons. They are proficient with all armor and shields.

Channel Demonic Essence: The redeemer learns to convert his physical form into positive energy that may be used to heal the wounded and cure the sick. The redeemer uses his own hit points to fuel this ability, taking damage in return for the energy to power the magic. Using the redeemer's version of channel demonic essence counts as a standard action. The redeemer must touch the target of this ability for it to take effect.

Channel Demonic Essence I: At this level of mastery, the redeemer may heal 1 point of damage for every 4 points of damage he inflicts on himself.

Channel Demonic Essence II: The redeemer may now channel 3 points of damage into 1 point of healing. In addition, he may use the spells *remove disease* and *remove blindness/deafness* at will by taking half of his maximum hit points in damage to fuel this ability.

Channel Demonic Essence III: The redeemer may now channel 2 points of damage into 1 point of healing. Furthermore, he may use this ability to fuel a spontaneous *neutralize poison* spell by taking half of his maximum hit points in damage.

Calming Aspect: As the redeemer masters the ability to transform his physical form into healing energy, his body changes and shifts in response to its exposure to pure positive energy. The redeemer takes on a more angelic aspect, his demonic features slowly recede, his eyes acquire a soothing, golden glow, and his voice gains a calming, melodious quality. The redeemer gains a +2 competence bonus on all Diplomacy checks.

If a risen demon gains levels in both redeemer and avenger, his aspect shifts according to the current situation. When dealing with friends or healing others, his angelic aspect is most noticeable. In combat, this angelic appearance fades and is replaced with his fearsome, demonic one.

Detect Outsiders: As the avenger special ability (see page 125–126).

SENDASTI



While desert civilizations thrive in isolated oasis cities and along well-guarded caravan tracks, the sendasti inhabit the savage, arid regions where few dare to tread. They wander the sandy wastes, rocky crags, and desolate canyons in tightly knit clans that survive by foraging, trading, and conserving their stores. Every day they live by the belief that conflict forges strength.

Personality: The fiercely independent sendasti chafe at outside authority, rely on their own abilities, and generally keep to themselves. Even when traveling through civilized regions they discourage waste, conserve all practical resources, and spend sparingly. Their frugality even extends to conversation. They often sit back and listen, holding their opinions to themselves, speaking rarely and with as few words as possible. Since sendasti are accustomed to harsh environments, they manage through the worst situations without complaint. They maintain strong loyalties to their own kind, though they extend this devotion to others who prove worthy of their trust and friendship. Although they experience a wide variety of emotions, sendasti conceal them like they protect their bodies from a sandstorm: under defensive layers of cold expressions and seemingly unfeeling attitudes. In mixed company they prefer to stay in the shadows, watching from the

rear, prepared to spring into action from a concealed or advantageous position.

Physical Description: Centuries living in desert wastelands have bred the sendasti into tall, gaunt desert tribesmen wrapped in layers of robes, sashes, shawls, cloaks, turbans, scarves, and gloves. They strive to hide as much of their features as possible. They use cloth of white, tan, or brown for most of their garments, though accessories like sashes, scarves, belts, and headdresses often employ colored embroidery. While these costumes protect them against the cruel desert winds, raging sandstorms, and unrelenting sun, they also serve to conceal their distinct racial characteristics: cracked, sandy skin; small, dark eyes protected by overly fleshy lids; foreshortened nose with pinched nostrils; and fox-like ears to both close over their ear-slits and extend to pick up far-ranging desert sounds. Sendasti have little body hair, often only a meager covering of patchy, fine hairs on their heads. They average six feet tall, though with their slight builds they only weigh between 150 and 225 pounds. Sendasti reach maturity at 15 years, but few survive the harsh desert conditions past 60.

Relations: Sendasti manage well with most races, though others initially view the sendasti

with suspicion. They maintain a good affinity for humans, halflings, and elves, with whom they trade for essential supplies. Sendasti also barter with dwarves, though they harbor some mistrust for such stocky and stereotypically greedy individuals. Those willing to cast aside their suspicions of the enigmatic sendasti find them adept merchants, loyal mercenaries, and determined survivalists.

Sendasti maintain friendly relations with other civilized desert dwellers, but unite to combat lamia, mummies, and other threats when they arise. They often put aside their individual prejudices to fight for the common good, either among their own clans or for groups and nations of other races.

Alignment: Sendasti believe in maintaining loyalty and duty toward those they respect, with a general feeling of indifference toward others. They tend to be good and neutral, while subscribing to law and chaos as it suits their roles in society. The self-reliant sendasti value those who survive on their own, but realize other useful individuals in a society sometimes need their help.

Sendasti Lands: As a nomadic people, sendasti keep no kingdom with borders and castles. They wander desert wastelands as disparate clans. Groups pitch their tents near oases or in canyons where they can find water; some even inhabit caves in rock formations, though they never stay for very long.

Sendasti find everything they need in the desert. Hunting parties search for sparse game, while gatherers forage for food, water, and wood. They use everything the desert gives them: animal hides and bones, stiff dune grass, branches from twisted trees, wool shorn from their domesticated mounts and herd animals. Going without various necessities is a basic aspect of sendasti life, one that allows them to survive in their hard environment.





Sendasti frequent oasis cities, trade routes, and caravan hostels in their nomadic wandering ranges. Here they barter for essential goods, trade news with the locals, and hire themselves out as mercenaries to support their clans. They ride out of the desert sands to ambush only their enemies: those who have offended them, persecuted other tribes, or pose threats to their way of life.

Religion: Sendasti practice no formal religion. The closest they come to religious belief is their respect for nature and survivors. They show gratitude when supplied with life's necessities, whether provided by their persistent efforts or the generosity of others. Sendasti respect shrewd bargainers, and take what they need by force only when other efforts have failed. Survival is a constant struggle for the sendasti, and they venerate those who persevere despite impossible odds and hostile environment.

A few sendasti (those one might consider clerics) revere nature to the point where it becomes a personal religion to them. These shamans carry totems made from natural materials, practice herbal medicine, and use all aspects of nature to ensure survival for others. Clan chiefs take the role of community and spiritual leaders responsible for the physical and emotional well being of their tribe.

Language: The sendasti language is an amalgam of archaic tongues spoken by peoples living near their territory. Although the dialects differ among tribes, they can still understand one another when they gather for infrequent clan assemblies. They also maintain fluency in a variety of languages to interact with the inhabitants of desert cities and oases, including Common.

Sendasti speech is punctuated with guttural sounds reinforced by subtle gestures. Outsiders who live near the sendasti can eventually learn to speak the language, but do so without the nuances and eloquence of a native speaker familiar with the gestures.

Names: Sendasti refer to fellow tribesmen by their personal names, but attach a clan name to distinguish themselves among other tribes or outsiders. Until they prove they have matured by undertaking a Wandering quest, sendasti children are simply called by a variety of pet names: Little One, Dear Puppy, My Treasure, and Toddlings. Once they have proven their worth in the Wandering, a sendasti adopts a more sophisticated personal name. These embody great significance in a sendasti's sense of self: They often reflect a personality trait or a deed that exemplifies their spirit, such as Jebekaweel ("Strong Mountain") or Hadimash ("Quiet Walker").

Clan names refer to either a tribal ancestor (using the prefix "eb-") or the territory from which the clan comes (prefixed by "el-"). The eb-Khammaad clan members descend from the legendary desert scout Khammaad, and the el-Madaar tribe comes from the Madaar region of the desert. Those clans that integrate themselves more closely into outside civilizations and individuals who wish to more easily fit into other societies often disdain the practice of attaching prefixes to their clan names.

Male Names: Akhaan, Hadimash, Hamar, Jebekaweel, Kawiyeed, Khaliyeed, Khammaad.

Female Names: Alaara, Chandara, Faiyeh, Mariyaleh, Rakhswi, Werdeya.

Clan Names: el-Allawi, el-Birakki, eb-

Guraad, eb-Khammaad, el-Madaar, eb-Sokaar, el-Tokhan.

Adventurers: Most sendasti adventurers leave their clans and often the very deserts where they grew up. Youngsters must set out on their own on a Wandering quest to prove their worth to themselves and their tribe. They must fend for themselves for six months to a year, providing for their basic needs, defending themselves from hostile creatures and people, and gaining character and perseverance through the rigors of survival. Some choose to wander the desert far from any known clan territory. Others explore more civilized parts, making allies, delving into caverns, and exposing themselves to foreign cultures. Sendasti on Wandering must follow two restrictions: They cannot accept aid from others unless adequate payment is rendered, and they cannot speak in defense of themselves or their actions.

Those sendasti adventurers who aren't undertaking their Wandering pursue personal desires to see more of their world and prove they can survive in different environments. They take great pleasure in experiencing the variety of dwellings, clothing, and foods beyond their homeland—though never to an excess that would disgrace their frugal heritage. Sendasti view their ability to flourish in new environments as a challenge that helps establish their worth as survivors. In other lands bountiful in life's necessities, such survival often includes working well with strangers, striving for common goals, and sacrificing one's comfort and self for the good of the whole. Although they seem sometimes awkward among outsiders, they make up for it by their faithful devotion and dedication to proving themselves.

SENDASTI RACIAL TRAITS

- +2 Constitution, -2 Charisma: The desert climate toughens the sendasti against many physical threats, molding their bodies to better adapt to arid conditions; however, it also socially isolates them, giving others cause to view them with suspicion.
- Medium-size: As Medium-size creatures, sendasti have no special bonuses or penalties due to their size.
- Sendasti base speed is 30 feet.

- Low-light Vision: Sendasti vision extends twice as far as humans in dimly illuminated conditions where vision would normally be obscured, including starlight, moonlight, torchlight, and sandstorms.
- Sendasti are proficient with either the falchion or scimitar. Sendasti prefer these blades over all others, often possessing finely crafted weapons passed down from one generation to the next.
- +2 racial bonus to saving throws against poison, disease, *charm person*, and illusion spells. Desert life hardens sendasti against the hazards of their environment.
- +2 racial bonus on Handle Animal, Intuit Direction, Listen, Spot, and Wilderness Lore checks. Sendasti maintain a keen awareness of their surroundings and know how to manipulate it to their advantage.
- Fasting: Sendasti can function unimpaired without water for up to two days plus a number of hours equal to their Constitution score before they must make Constitution checks against subdual damage and fatigue. Sendasti can survive without food for five days in growing discomfort before they must make Constitution checks against subdual damage and fatigue.
- Automatic Languages: Common and Sendasti. Bonus Languages: Dwarven, Elven, Gnome, Goblin, Orc. Sendasti are also familiar with the languages of various desert-dwelling species.
- Favored Class: Rogue. A multiclass sendasti's rogue class does not count when determining whether he suffers an XP penalty for multiclassing. Surviving in hostile conditions requires a variety of skills, including the ability to adapt quickly by employing cunning and resourcefulness. Although sendasti society discourages thievery, trickery, and deceit among its own, aspects of these talents are essential to desert survival.

SENDASTI WINDMASTER

The windmaster is the ultimate sendasti desert survivalist. He combines knowledge of and adaptability to his environment with a warrior's abilities. Windmasters some-

times become leaders of their tribes, unite disparate clans to face great threats, and even wander alone serving as diplomats and mediators. They live by the motto that all they do should ensure the survival of their people, whether a tribe, a foreign nation, or their circle of friends. Sendasti turn to windmasters to guide them in times of uncertainty, to negotiate peace between warring clans or outsiders, and to dole out personal wisdom to better smooth relations among members of a tribe.

A sendasti does not become a windmaster without first enduring a personal test of strength and willpower, often one associated with the survival of his clan or friends. The legendary scout Khammaad became a windmaster only after leading the war-band that defeated the blue dragon Harkhaleem who had ravaged his clan's territory for generations. Just as the sendasti require juveniles to reach adulthood through the Wandering, they also believe that for ordinary people to become leaders, they must grow in strength through conflict.

Barbarians, fighters, paladins, and rangers are natural leaders and become windmasters to gain the social prestige it brings among the sendasti and other desert dwellers. Their background as warriors makes them ideal for helping their people weather the more violent challenges that appear from the desert. Bards, cler-

ics, monks, rogues, sorcerers, and wizards become windmasters, though they place less emphasis on strength in combat and focus more on using diplomacy and magic to bring their clan together to work as one to survive.

NPC windmasters most often serve as tribal leaders. In times of regional crisis, some rise to the head of the ranks to lead rag-tag sendasti armies. Others undertake solitary quests for items their clan desperately needs – though they often enlist the aid of others. A few shun their own society, wandering the wastelands as mysterious figures who emerge from the desert in time to offer aid and advice, then quickly vanish back into the sands.

Hit Dice: d10.

REQUIREMENTS

To qualify to become a windmaster, a character must fulfill all the following criteria.

Race: Sendasti.

Base Attack Bonus: +6.

Feats: Two-Weapon Fighting, Weapon Focus (falchion or scimitar).

Wilderness Lore: 7 ranks.

Intuit Direction: 5 ranks.

CLASS SKILLS

The windmaster's class skills (and the key ability for each skill) are Animal Empathy (Cha), Climb (Str), Craft (Int), Diplomacy (Cha), Disguise (Cha), Gather Information (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Ride (Dex), Search (Int), Sense Motive (Wis), Speak Language (Int), Spot (Wis), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the sendasti windmaster prestige class.

Weapon and Armor Proficiency: Windmasters are proficient with all simple and martial weapons, with light and medium armor, and with shields.

Speak with Animals: Windmasters can *speak with animals* as the spell of the same



THE SENDASTI WINDMASTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1st	+1	+2	+0	+2
2nd	+2	+3	+1	+2
3rd	+2	+3	+1	+2
4th	+3	+4	+2	+3
5th	+4	+4	+3	+3
6th	+4	+5	+3	+4
7th	+5	+6	+4	+4
8th	+6	+6	+5	+5
9th	+6	+7	+5	+5
10th	+7	+8	+6	+6

Special

Speak with animals

Find water

Wind blades

Voice of the desert

Fasting trance

SENDASTI

name when communicating with various creatures accustomed to life in deserts (including baboons, camels, cheetahs, dogs, hawks, horses, lions, and vipers). They may do this a number of times per day equal to their class levels in windmaster; they also use their level for purposes of determining the duration of their conversation (1 minute per level). (See the *Speak with animals* spell description, PHB 254, for more details.)

Find Water: Starting at 3rd level windmasters gain the uncanny ability to find water in even the most barren environment: from desert plants, in depressions in the ground, beneath cool rocks, in sandy caves. The windmaster must make a Wilderness Lore check (DC 15) and an Intuit Direction check (DC 15). He may attempt to find water no more than three times a day. If successful, he discovers a hidden water source that yields sufficient liquid for a number of people equal to his class levels in windmaster to remain alive for one day.

Wind Blades: Upon reaching 5th level, windmasters become skilled in the wind blade maneuver for melee combat. By swinging two blades at once in one of several intricate patterns, the windmaster essentially creates a blade barrier with a 10-foot radius. Anyone trying to pass through this field of slashing blades takes 1d6 points of damage per class level of the windmaster. The windmaster is not affected by this damage, though he is vulnerable to attack. Anyone within the area of effect when the windmaster starts the wind blades attack may make a Reflex save (DC 10 + the windmaster's class levels) to avoid the blades. Wind blades offer one-quarter cover (+2 AC) for any-

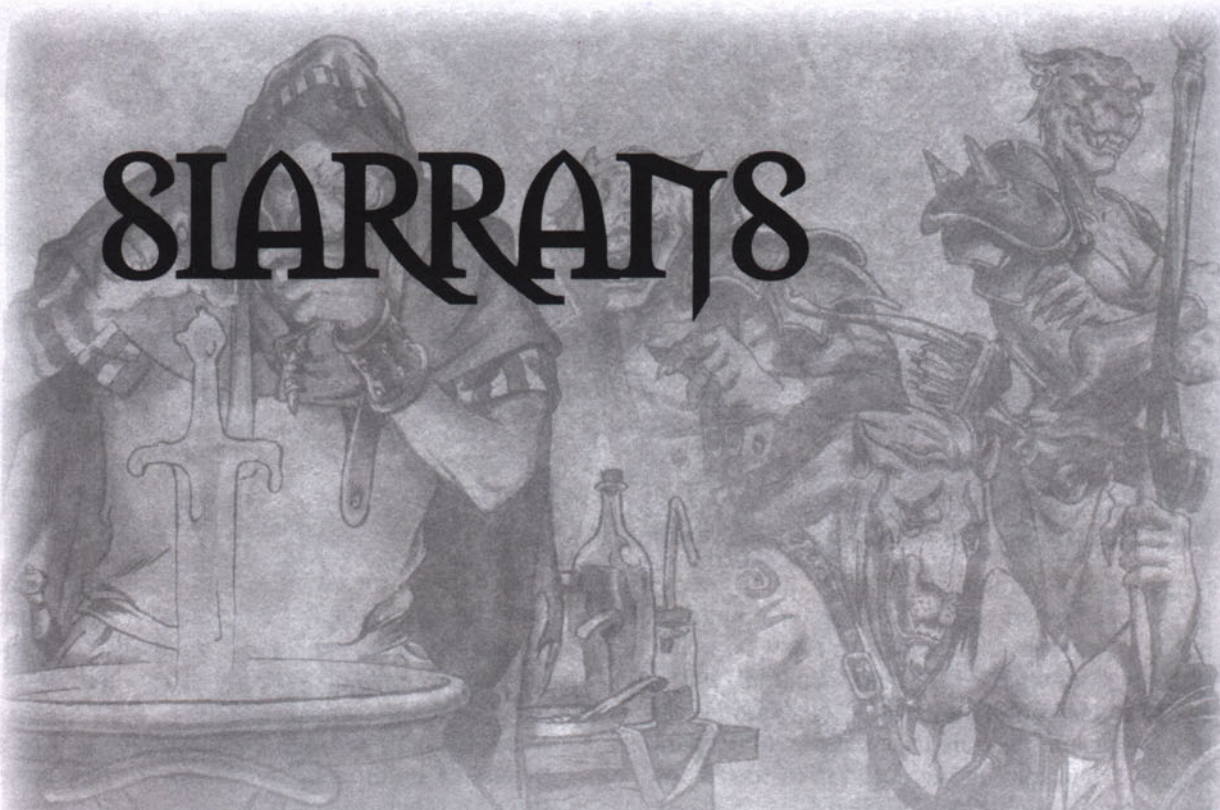
one behind the windmaster (including the windmaster himself). The character may use this ability once per day for a number of minutes equal to his class levels in windmaster.

Sendasti value the wind blades maneuver as a means of holding off an enemy to buy more time for others to act.

Voice of the Desert: Beginning at 7th level, windmasters can manipulate their voices to produce enchanting and suggestive sounds that influence others. They may choose to employ this ability like any of the following spells: *animal friendship*, *animal trance*, *calm emotions*, or *hypnotism*. Windmasters can use their voice of the desert a number of times per day equal to half their class levels rounded down. These spell-like abilities are cast as a sorcerer with a number of levels equal to the caster's class levels in windmaster.

Fasting Trance: At 9th level windmasters gain mystical abilities associated with the altered mental state incurred by prolonged fasting. To reach this trance, a windmaster must fast long enough to start taking subdual damage and become fatigued. Once he reaches this state, the windmaster can emulate the effects of one of the following spells: *discern location*, *dream*, *legend lore*, or *sending*. Windmasters can only use their fasting trance powers once per week, and must fully recover from the fasting effects before making another attempt.

SIARRANS



Siarrans are a gentle, artistic people. They believe in the value of expression and music. They prefer an active life and their kind can be found traveling across foreign lands, either in groups or alone. They often say they go where the wind takes them. They face the dangers their travels bring with a calm heart and seek to cause as little harm as possible. Despite their gentle natures and peaceful philosophies, however, siarrans moved to anger can be frightening opponents. However, it is difficult to anger a siarran, as most have great patience and are slow to become agitated or angry.

Personality: Siarrans enjoy freedom. Like the wind they revere, they move where they will and refuse to be restrained. This is reflected throughout their culture and in their individual nature. When at rest, siarrans usually give the impression of a barely restrained energy. They seem ready to move in any direction with little notice. Even so, their movements never seem sudden because of their natural grace.

The siarrans appreciate things of beauty, particularly beauty of expression. They prefer their art and their lives to be filled with activity, and it is rare that a siarran remains idle. They grow easily bored with a slow pace of life, a fact that drives many siarrans to adventure or wanderlust.

Physical Description: Siarrans are typically tall and thin, between five and a half feet and just under seven feet in height. They weigh between 130 and 200 pounds. They have dark, coppery brown or even black complexions and light brown, blonde, white, or silvery hair. They have four arms, an upper pair placed at the shoulder, much as a human's, and a second, lean and thin pair a little above the waist. Their fingers are long and lithe, giving them superb manual dexterity. Their eyes slant upward at the outside, and they have high cheekbones and thin mouths.

Siarrans usually dress in draping, loose-fitting garments or robes. They use subtle embroidery to decorate their clothes, preferring patterns of earth tone or red threads. However, siarrans are also known to adopt clothing styles from other nearby realms for their own use. Siarrans are considered adults at age 25, and they live about 150 years.

Relations: Siarrans usually enjoy the company of other good races. They believe in allowing everyone their own freedoms, and siarrans are rarely bothered by the cultural or social differences found among other peoples. Societies with strong martial traditions or a tendency toward violence are disconcerting to siarrans, but they will travel among even such people in

an effort to demonstrate the "touch of the wind" for those people they view as less enlightened.

Siarrans have excellent relations with elves, as they have much in common. They see humans as unsubtle and dwarves as downright repulsive. Half-orcs, to the siarran way of thinking, are usually brutish beasts, scarred and twisted by their upbringing. A siarran who has the opportunity to travel with a half-orc almost always takes the chance to show him a "better" way—at least for as long as the siarran can handle the half-orc's company. While most races enjoy the company and entertainment of siarrans, many dwarves and half-orcs consider them condescending and generally irritating.

Alignment: Siarrans enjoy freedom and expression. They prefer to speak and do as they choose, demonstrating a chaotic bent. They are also a peaceful and essentially gentle race and are usually as interested in the welfare of others as they are their own. They typically try to avoid causing harm, and most are of a good alignment.

Siarran Lands: Siarran homelands are only organized in a simple feudal society. Each siarran ultimately owes fealty to the *Namridoth*, the siarran king. However, the mystics give this king his authority and his actual power is quite limited. Siarran law is represented in their oral tradition, which is taught to successive generations through dance and song. In their laws, individual rights and freedoms are fiercely protected. Their king is an administrator and the final authority on dealing with threats from outside, but the mystics and priests judge all matters of internal strife. Siarrans respect the *Namridoth* as a figure of responsibility, just as they respect any that perform an unpleasant but necessary task. There is a tradition among siarrans that the *Namridoth* is chosen from among the laborers of the land, farmers and shepherds. This is based on the ideal that the king will then understand the toil of the common people. The reality is that the mystics who choose the king view the position of *Namridoth* as below their own station, and they do not wish to reduce their own status by taking on that task.

The mystics of siarran society, the priests of Allasyrain, are second only to the *Namridoth* in legal authority. In reality they gain as much respect and have more actual power. In a large





siarran nation, there is sometimes a second layer of nobility, the *Maalitani*. These nobles are usually hereditary and almost always have a strong influence in the selection of the king. They are usually only responsible for dealing with the administrative details of their lands, but if there are any problems with foreign threats, they will fall to the individual *Maalitan* until the king has time to intervene. Most often the *Maalitani* do not attempt to interfere with the daily lives of their citizens, but they have significant power in siarran society.

Due to the political strength of the mystics and the lesser nobility, siarran society is often fractured and chaotic. Their nations usually do not survive a concerted attack by invaders. Many times in the past, siarran kingdoms have fallen prey to conquerors eager for their land. When this happens, the political structure of the nobility collapses and the siarran people simply move on. Because they hold few ties to the land, they have a simpler time than most when they must start again.

Religion: Siarrans are unusual in that their patron god, Allasyrain, does not take a

humanoid form. Indeed, though there are glyphs and sigils that represent him, the siarrans never seem to create any depiction of him. Instead they maintain a thorough oral tradition. He is a god of winds, and when siarrans dance the *tellem'ioth* (reed dance), their legends hold that Allasyrain speaks to them through the sounds of the dance.

Allasyrain is as peaceful as the siarrans and teaches his people to avoid harming others. Ideally, siarrans follow in the steps of their god, making themselves unseen and unheard, harming none and allowing no others to touch them. The more mystically inclined siarrans sometimes refer to life as the "dance of the wind." They feel their calling is to move through life following the ways of the wind. While spending time with other races, most siarrans avoid violence toward others, especially killing. The few who take Allasyrain's teachings to literally mean that they should never harm any other creature are rare extremists, and almost never venture outside their own homes. The domains Allasyrain is associated with are Air, Good, and Healing.

Language: The Siarran language is intricate and uses its own unique and lengthy alphabet. The airy tones and soft vowel sounds usually put listeners in mind of breezy days and dancing, as the words roll easily from one to the next. While this does make learning the language a foreboding prospect, once Siarran has been mastered it is ideal for expressing movement and emotion, both of which figure prominently in their songs.

Names: A siarran is usually given only a single name at birth. When traveling, siarrans will also refer to themselves by a tribal name that is shared by everyone in the extended family. Siarrans will only rarely use a place name to identify themselves, as their people too often wander to new places.

Male Names: Allaet, Ballaran, Cionur, Dillaed, Fomael, Kessit, Tilaen, and Umrios.

Female Names: Amaera, Caelli, Diarral, Emaene, Guenna, Jiassae, Paelloa, and Telliar.

Tribe Names: Aakridan, Caedrias, Doemorl, Faellit, Maalist, Nolrida, Ramlas, Soellimar, Taerrimol, Voellimas, and Zaellia.

Adventurers: Siarrans usually adventure to learn more about the world. They enjoy learning new dances and songs from other races, especially from the elves. "The wind blows in all places," as the mystics say, and siarrans often travel to see where the wind has touched.

A siarran might have other reasons for traveling away from his own kind. Conflict with other races might easily drive siarrans away from their homes, and scattered refugees of siarran lands under attack are not unknown.

SIARRAN RACIAL TRAITS

- **+2 Dexterity, -2 Constitution:** Siarrans are agile and quick, but their thin stature makes them more easily hurt.
- **Weak Lower Arms:** A siarran's lower arms are thinner than his upper arms and do not benefit as much from the muscles throughout the torso. As a result, a siarran's lower arms suffer a -2 penalty to Strength.
- **Medium-size:** As Medium-size creatures, siarrans have no special bonuses or penalties due to their size.
- **Siarran base speed is 30 feet.**
- **Additional Feats:** Siarrans may select any of the following feats as general feats whenever they are allowed to learn a new one: Improved Multiweapon Fighting, Multidexterity, Multiweapon Fighting.
- **Automatic Languages:** Common and Siarran. **Bonus Languages:** Any (other than secret languages, such as Druidic). A siarran's many travels allow him to learn a wide variety of languages from a variety of cultures.
- **Favored Class:** Any. When determining whether a multiclass siarran suffers an XP penalty, his highest-level class does not count. Siarrans pursue a number of skills and professions and they show aptitude in a wide variety of abilities.

REEDSTAFF (LARGE, EXOTIC MELEE WEAPON)

Similar to the quarterstaff, the reedstaff is an ancient instrument used by the siarran reed dancers. Made of a stout pale wood, the reedstaff is carved with vents and holes; when it is spun and twisted, it produces musical tones.

IMPROVED MULTIWEAPON FIGHTING [GENERAL]

The character is an expert in fighting with multiple weapons.

Prerequisite: Multiweapon Fighting, Ambidexterity, base attack bonus +9 or higher.

Benefit: In addition to the standard single extra attack the character gets with his off-hand weapons, he gets a second attack with each offhand weapon, though at a -5 penalty.

MULTIDEXTERITY [GENERAL]

The siarran is adept at using all his hands in combat.

Prerequisite: Dex 15+.

Benefit: The siarran ignores all penalties for using any of his three off hands. This feat functions just as Ambidexterity does for a creature with only two hands. Weapons wielded in the off hands still add only half the siarran's Strength bonus to damage.

MULTIWEAPON FIGHTING [GENERAL]

The siarran has learned to fight with a weapon in each of his four hands.

Benefit: The siarran's penalties for fighting with multiple weapons are reduced by 2. This feat functions just as Two-Weapon Fighting does for a creature with only two hands.

Special: Proficiency with the reedstaff requires at least one rank in Perform, with reedstaff chosen as the performance type.

Cost: 20 gp; **Damage:** 1d6/1d6; **Critical:** 19-20/x2; **Range Increment:** —; **Weight:** 4 lbs.; **Type:** Bludgeoning (subdual).

SIARRAN BLADEDANCER

The art of the bladedancer grew from the ancient art of siarran reed dancing. Originally, a special reedstaff was used as a musical instrument during this dance, with two similar instruments held in each of their lower hands. The dance was an intricate one and the wind through the reeds of the staff as it twisted and spun was said to be both hypnotic and stirring.

Now, much of the art of the reed dancer is lost. However the mark still remains on the bladedancers. Wielding weapons where they once played instruments, the bladedancer traditionally arms himself with a two-bladed sword in his upper hands while the lower hands bear daggers, handaxes, short swords, or similar bladed weapons. However, many among the bladedancers—particularly the more peaceful of their number—prefer to use the ancient reedstaff instead. During combat, a bladedancer and his weapons move in sweeping arcs that are as devastating as they are beautiful.

Most commonly, the art of the bladedancer is taught to siarran bards who view the profession as performance as much as combat. However, barbarian, fighter, paladin, and ranger bladedancers also exist and are often more deadly, if less gifted as performers. Other classes seldom become bladedancers as their skills are not inclined to the art.

Bladedancers almost always work alone. Rarely, a pair of skilled bladedancers may work together but the art of the dance requires a good deal of room for the siarran to move properly, and larger troupes are largely unknown. During a serious threat to the siarran people, bladedancers are likely to fight together to help their kin, but such gatherings are short-lived.

Hit Dice: d10.

REQUIREMENTS

To qualify to become a siarran bladedancer, a character must fulfill all the following criteria.

Race: Siarran.

Base Attack Bonus: +5.

Balance: 6 ranks.

Perform: 8 ranks.

Tumble: 6 ranks.

Feats: Dodge, Exotic Weapon Proficiency (reedstaff or two-bladed sword), Multidexterity, Multiweapon Fighting.

CLASS SKILLS

The bladedancer's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Innuendo (Wis), Intimidate (Cha), Jump (Str), Listen (Wis), Perform (Cha), Sense Motive (Wis), Swim (Str), and Tumble (Dex).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the bladedancer prestige class.

Weapon and Armor Proficiency: Bladedancers are proficient with all simple and martial weapons and with light and medium armor, but not with shields.

Siarran bladedancers gain a number of special abilities as they grow in skill and power. They may use any of the special abilities they have learned up to once per day per two class levels (round up). Thus, a 5th-level bladedancer might use touch the breeze twice and hold the wind once in a day, or any other combination that did not exceed three uses of his abilities. Bladedancers learn all of the following abilities as they gain levels.

Touch the Breeze: At 2nd level, the bladedancer has mastered his dance so that he may touch the breeze with a normal melee attack. When doing so, he adds his Charisma modifier (if positive) to his attack roll and causes one extra point of damage per class level.

Hold the Wind: A bladedancer of 4th level or higher may attempt a paralyzing strike with any normal melee attack. To do so, he must have been in melee combat with the opponent for at least two rounds in order to "learn the enemy's dance." If the attack hits, the opponent must make a Fortitude save (DC 10 + damage dealt by the attack). If the save is failed, the opponent is paralyzed, helpless and unable to act for 1d6 rounds.

THE SIARRAN BLADEDANCER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+2	Bard spell use
2nd	+2	+0	+3	+3	Touch the breeze
3rd	+3	+1	+3	+3	
4th	+4	+1	+4	+4	Hold the wind
5th	+5	+1	+4	+4	
6th	+6	+2	+5	+5	Song of the storm
7th	+7	+2	+5	+5	
8th	+8	+2	+6	+6	Howl of the gale
9th	+9	+3	+6	+6	
10th	+10	+3	+7	+7	Free the tempest

Song of the Storm: A bladedancer of 6th level or higher may sing the song of the storm. This song focuses his dance, giving the bladedancer increased prowess and endurance. The bladedancer gains +4 to Constitution, a +2 competence bonus to all melee attack rolls and Reflex saves, and a +2 dodge bonus to AC. The bladedancer may use the song for up to two rounds per class level each time he uses this ability. In order to use this ability, the bladedancer must be able to sing and hear his voice. A *silence* spell or deafness effects will prevent or negate the use of this ability.

The increase in Constitution during the song of the storm increases the bladedancer's hit points by two points per character level, but these hit points go away when the bladedancer's song ends and his Constitution score drops back to normal. They are not lost first the way temporary hit points are.

Howl of the Gale: A bladedancer of 8th level has learned to use his keening song and the high-pitched whistle of his spinning blades to direct a devastating sonic attack at a single opponent within 30 feet. The howl of the gale delivers 1d4 damage per class level of the bladedancer. The target of this attack may make a Fortitude save (DC 10 + bladedancer's Charisma modifier + bladedancer class level) to reduce this damage to half.

Free the Tempest: Bladedancers of the highest skill may free the tempest. By making a full-round attack, the bladedancer releases a series of strikes and sweeps that has the possibility of knocking back and stunning every opponent within 5 feet. Each opponent in that radius must

make a Reflex save (DC 10 + bladedancer's Dexterity modifier + bladedancer class level). Failure means that the opponent is knocked back about 10 feet directly away from the bladedancer. Any opponent that fails this save takes 2d6 points of subdual damage and is knocked prone.

Each opponent must also make a Fortitude save (DC 10 + bladedancer's Charisma modifier + bladedancer class level). Failure in this Fortitude save renders that opponent stunned for 1d6 rounds. The foe is unable to act, loses any Dexterity bonus to AC, and attackers get a +2 bonus on attack rolls against him. A successful save reduces the duration of the stun effect by half (round down).

Spells: A bladedancer uses spells as a bard of the same level. If the bladedancer character also has bard levels, add the class levels together to determine the character's bard spell abilities. Bladedancers receive bonus spells for high Charisma, just as a bard does, and to cast a spell a bladedancer must have a Charisma score at least equal to 10 + the level of the spell. The Difficulty Class for a saving throw against a bladedancer's spell is 10 + the spell's level + the bladedancer's Charisma modifier.

SKTAK



Not all frontiers are home to wild barbarians living in uneasy, shifting alliances with other clans. The sktak are what many who live in so-called civilized lands would consider savages, but this is not so. The sktak are a proud, disciplined race. The simplicity of their technology belies the regimented social caste system that dominates sktak life.

Personality: As noted, sktak are proud. A good motto for any sktak is, "A thing worth doing is worth doing well." Most are intensely private as well, especially with regard to their true feelings. Public displays of emotion are considered undignified at best. It is not that a sktak is cold or unfeeling, but that they prefer to express their feelings through action rather than talk or outbursts. Cross a sktak and the only likely sign of his anger will be the violence he inflicts upon you.

Sktak live an austere life. They dislike ostentatious displays of wealth. Functionality is more important than decoration. Style over substance is a most un-sktak-like way of living. Nonetheless, sktak appreciate a finely crafted weapon or suit of armor, or a quality mount, or well-tailored clothing, but not because these things are status symbols. Instead, excellent craftsmanship is valued for its utility.

Many sktak tattoo their bodies, especially to commemorate some important victory or defeat. These markings are usually simple, such as a geometric design in two colors. In some cases, a sktak's tattoo may represent a special vow or contract. If and when this obligation is fulfilled, the sktak will typically burn away the tattoo, leaving a plain scar in its place.

Physical Description: Sktak are human-size but more muscular. The average sktak weighs 25 to 50 pounds more than a human of the same height. The flesh of a sktak is covered with smooth, interlocking scales, the largest being about the same size as a gold piece. The scales appear wet, but are in fact dry and cool to the touch. Coloration ranges from dark green to tan, with darker stripes common along the spine and the top of the head. Sktak are hairless except for thin eyelashes. Their eyes are typically of a solid color, usually red or orange, with slitted pupils. Sktak have no external ears.

Being a desert people, sktak favor loose-fitting clothing, including turbans with trailing cloth that can be wrapped about the face as protection against the elements. Colors for their garb tend toward white and gray, but this is not a rule. Gaudy displays, however, are quite uncommon. A sktak's maturation and life span are comparable to a half-elf's.

Relations: Sktak are quite probably the least concerned about racial differences of all of the races. For a sktak, it is not a being's height or skin tone or ear shape that matters. Individuals, not groups, are judged based on their individual actions. The sktak then responds in kind. Treat a sktak honorably, and, even if you are an orc, you will likely be treated honorably in return.

On the other side of the coin, most races view the sktak with some caution. Dwarves appreciate the sktak's lawfulness and martial bent, and many humans see these desert people as valuable trading partners. Gnomes and elves often believe the sktak take themselves way too seriously, thinking that perhaps the sktak are even less enjoyable than dwarfs.

Alignment: Sktak have a strong lawful bent. Evil holds no attraction for most sktak, but good is somewhat more appealing.

Sktak Lands: Sktak live in small, semi-nomadic tribes that range across desert lands in a sort of cyclical pattern about two permanent settlements. They hunt such game as there is, often venturing into mountains to prey on goats and fowl. Water is a precious right, and serious taboos restrict sktak from hoarding water or treating oases as personal possessions. Sktak who try to hoard water or prevent others from acquiring this precious liquid can be subject to the most extreme forms of punishment: death or exile. Even strangers traveling through sktak lands are not to be forbidden access to water. Sktak engage in trade with other races as needs be. Being exceptional horse-breeders, sktak do a good business in fine steeds and the accoutrements related to riding.

Sktak culture revolves around the extended family. Allied families strengthen allegiance through intermarriage and sharing the same tribal space. The parents arrange marriages, and payments to the wife's family in the form of a bride price are commonplace. Since marriage plays a vital role in intratribal politics, it is a revered institution and sktak are expected to marry for life. Violations of marriage arrangements are serious matters that can lead to feuds.

Sktak females are oviparous. Eggs are laid



SKTAK



in a common hatchery that is invariably the most highly guarded area in any sktak camp. Though eggs are kept in common, the children are not. Upon hatching, newborns return to their parents to be raised and cared for. Death is viewed with some fear for it is widely believed among sktak that the spirits of dead relatives, especially those who held positions of fame or prominence, watch over the living and have the power to inflict punishment upon those who dishonor the family.

The tribe is the largest division of government the sktak have. Even in the two permanent sktak settlements there is no recognized higher ruler or governing body. While this or that chief may command more respect or fear than others, all sktak tribal lords are considered of equal status. Rivalries between tribes are commonplace, but these conflicts are seldom lethal. Sktak are prone to blood feuds, and few tribes wish a protracted war against their fellow kind. To avoid blood feuds, many sktak tribes enforce a system of bloodprice where the offended family is paid a certain amount in goods depending on the status of the deceased family member. When a threat of sufficient seriousness arises within sktak lands, the tribes will typically band together and elect a leader who then exercises dictatorial pow-

ers for the duration of the conflict. More than one such dictator has tried to extend his tenure with mixed results. A few have succeeded in uniting the disparate tribes for lengthy periods of time. Most, however, earned only the wrath of the sktak.

Sktak are somewhat rare in human lands. Those found there are usually mercenaries. Sktak communities in foreign cities are even more rare. When such communities can be found, they often revolve around two or three families who run a mercenary company or horse ranch.

Religion: The chief gods of the sktak are Trevk and Ellayk, divine king and queen, the lord and lady of the rains and springs. Sktak legend states that Trevk and Ellayk, when the world's lands were being divided, chose the inhospitable deserts as their domain and then created a proud, strong race to thrive against the odds. Priests of Trevk and Ellayk hold esteemed status in sktak society. They are valued as judges, arbitrators, advisors, and leaders. There is also a small but disproportionately powerful lawful evil sect of Trevk and Ellayk. This sect tends toward extreme xenophobia, and many of its members wish for a united sktak monarchy and a larger part on the world stage. Priests of this sect may select Evil as a domain.

Too disorganized and with too few members to operate openly, the cult of Ehromen still haunts the wilderness of sktak lands. Ehromen is a demon and is depicted as the arch-nemesis of Trevk and Ellayk. Followers of Ehromen are invariably sktak exiles or other criminals. These wicked sktak serve Ehromen in hopes of securing positions of hellish power when Ehromen overthrows the lord and lady of the rains and springs.

Deity	Alignment	Domains
Trevk and Ellayk	Lawful neutral	Air, Law, War, Water
Ehromen	Neutral evil	Destruction, Evil, Trickery

Language: Sktak speak a fast language with many short, clipped words often ending in hard consonants. Sktak is not a flowery tongue. Emphasis is on facts and actions with minimal description. The lack of descriptive words is compensated for by a plethora of nouns and

verbs that to many outsiders seem to all mean the same thing but to a sktak vary in denotation. Sktak has a written form, but the sktak rely primarily on oral history to maintain their family identities and traditions. Writing is viewed as a crude tool suitable for business transactions but too impersonal for preserving the sktak's proud customs and culture.

Names: As children, all sktak have the same name, which roughly translates into Common as "Sacred Gift," followed by a family name—either the father's name for boys or the mother's name for girls. When a sktak becomes an adult, either the father or mother bestows a personal name that is usually indicative of some quality possessed by the offspring. Many sktak who travel in human lands translate their gift names into Common.

Male Names: Korbok, Spakk, Velkeer, Zottas.

Female Names: Kakida, Savellis, Akdinu.

Adventurers: Sktak take up adventuring for various reasons, but many have to do with some point of honor. Personal quests for revenge or the advancement of the tribe are most common. Some sktak adventurers have left behind their tribe and homeland in order to redeem themselves of some sort of disgrace. Others of a more chaotic nature travel abroad to escape what is perceived as a confining, restrictive society.

SKTAK RACIAL TRAITS

- +2 Strength, +2 Constitution, -2 Intelligence, -2 Charisma, -2 Dexterity: Sktak are strong and hardy but somewhat slow of mind and body. Their sense of personal honor often rubs others the wrong way.
- Medium-size: As Medium-size creatures, sktak have no special bonuses or penalties due to their size.
- Sktak base speed is 30 feet.
- Hardiness: Sktak require one-third as much food and water as normal Medium-size characters. A sktak can go without water for one day plus a number of hours equal to three times his Constitution score before risking dehydration.
- Heat Resistance: Sktak are resistant to

extreme heat. When determining the effects of temperature on a sktak, treat heat conditions as being two categories lower than they really are. Extremes of cold are treated as being one category worse than they really are. For example, extreme heat (above 110 degrees Fahrenheit) is normal weather to a sktak. Cold weather (below 40 degrees Fahrenheit) affects a sktak as if extremely cold (below 0 degrees Fahrenheit).

- +2 racial bonus to Intuit Direction, Ride, and Wilderness Lore checks.
- Proficient with either scimitar or lance (light or heavy); proficient with shortbow or composite shortbow. Sktak are trained from youth to be accomplished riders and warriors.
- Mounted Combat: Any sktak with at least two ranks in the Ride skill at 1st level gains the Mounted Combat feat for free.
- Automatic Languages: Common and Sktak. Bonus Languages: Gnoll, Goblin, Hobgoblin, Ogre, or Orc. Sktak commonly know the languages of both their friends and their enemies.
- Favored Class: Ranger. A multiclass sktak's ranger class does not count when determining whether he suffers an XP penalty for multiclassing. Cleric/rangers are a common multiclass among the sktak.

SKTAK WINDRIDER

Warriors and holy ones, windriders are among the most revered of sktak tribesmen. They are renowned for their equestrian talents, knowledge of the wilderness, and ferocity in battle. A single windrider is often a champion of some specific tribe or cause. A squad of windriders usually serves a mighty chieftan or priest. Most windriders are rangers or cleric/rangers.

In sktak lands, windrider squads patrol areas away from the normal nomadic paths. They spy on evil humanoids, attacking groups that stray too close to sktak territory. Closely affiliated with the majority sect of Trevk and Ellayk, the windriders are also holy warriors of sorts. They are dedicated foes of Ehromen and opposed to the evil sect of their own cult as well.

Hit Die: d10.

KULDAAN ABILITIES

Windrider Level	Bonus HD	Natural AC Bonus	Int	Special
1-3	+0	+0	6	Empathic link
4-6	+1	+2	7	Improved evasion
7-9	+2	+4	8	Share saving throws
10	+3	+6	9	Command reptiles

REQUIREMENTS

To qualify to become a sktak windrider, a character must fulfill all the following criteria.

Race: Sktak.

Alignment: Lawful neutral or lawful good.

Base Attack Bonus: +5.

Feats: Mounted Combat, Mounted Archery.

Knowledge (religion): 4 ranks.

Ride: 8 ranks.

Wilderness Lore: 8 ranks.

CLASS SKILLS

The windrider's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Hide (Dex), Heal (Wis), Intuit Direction (Wis), Jump (Str), Knowledge (nature) (Int), Knowledge (religion) (Int), Listen (Wis), Move Silently (Dex), Profession

(Wis), Ride (Dex), Search (Int), Spellcraft (Int), Spot (Wis), Use Rope (Dex), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the sktak windrider prestige class.

Weapon and Armor Proficiency: A windrider is proficient with all simple and martial weapons, with all types of armor, and with shields.

Desert Lore: A windrider enjoys a +2 competence bonus to all Intuit Direction, Knowledge (nature), and Wilderness Lore checks made in a desert environment.

Kuldaan: At 1st level, all windriders receive a kuldaan, a type of desert riding lizard domesticated by the priests of Trevk and Ellayk. Kuldaan are large animals with the same statistics as a light warhorse, with one exception: Kuldaan have no hoof attacks but instead have a single bite attack (+8 melee) that inflicts 2d6+7 points of damage. The relationship between windrider and kuldaan is similar to that between a paladin and his warhorse. The following table summarizes a kuldaan's progressive abilities.

An empathic link has a maximum range of one mile. It enables the windrider to communicate telepathically with his kuldaan, but he cannot use any of the kuldaan's senses. Because of the empathic link, a windrider has the same connection to an item or place as his kuldaan.

With improved evasion, if the kuldaan is subjected to an attack that normally allows a Reflex save for half damage, the kuldaan takes no damage if it makes a successful saving throw and suffers only half damage even if the-



THE SKTAK WINDRIDER

SKTAK

Class	Base					Spells per Day			
Level	Attack Bonus	Fort Save	Ref Save	Will Save	Special	1st	2nd	3rd	4th
1st	+1	+2	+0	+0	Improved mounted combat	0	—	—	—
2nd	+2	+3	+0	+0	Improved mounted archery +1	1	—	—	—
3rd	+3	+3	+1	+1	Improved ride-by attack	1	0	—	—
4th	+4	+4	+1	+1	Improved mounted archery +2	1	1	—	—
5th	+5	+4	+1	+1		1	1	0	—
6th	+6	+5	+2	+2	Improved mounted archery +3	1	1	1	—
7th	+7	+5	+2	+2		2	1	1	0
8th	+8	+6	+2	+2	Improved mounted archery +4	2	1	1	1
9th	+9	+6	+3	+3		2	2	1	1
10th	+10	+7	+3	+3		2	2	2	1

save fails. Improved evasion is an extraordinary ability. Starting at 7th level, a kuldaan uses its own base saves or the base saves of its windrider master, whichever are higher.

A kuldaan's ability to command reptiles is a spell-like ability that can be used against any reptilian animal with fewer Hit Dice than it has. This ability can be used once per day for every two character levels of the windrider. The command functions just like the spell, but the kuldaan can make itself understood to any reptilian animal. If the kuldaan is being ridden, it must make a Concentration check (DC 21) for this ability to succeed. Should it fail the Concentration check, the attempt still counts against the kuldaan's daily uses.

Improved Mounted Archery: A windrider gains a +1 competence bonus to missile weapon attacks made while mounted for every two full levels the windrider gains. This bonus is used only to offset the penalties associated with using a ranged weapon from horseback. The bonus is cumulative with the benefits of the Mounted Archery feat.

Improved Mounted Combat: A windrider is exceptionally skilled at keeping his mount unharmed in combat. He can attempt a Ride check to negate hits against his mount without limit to the number of times such a check can be made in a single round.

Improved Ride-By Attack: When making a Ride-By Attack, a windrider can make one attack against each target along the path of the charge. These attacks are made with the same weapon and bonus as the first attack.

Stealth: A windrider enjoys a +2 competence bonus to both Hide and Move Silently checks made in any natural setting. He does not get this bonus in urban areas, caverns, and ruins.

Spells: Beginning at 1st level, a windrider gains the ability to cast a small number of divine spells. To cast a spell, a windrider must have a Wisdom score of at least 10 + the spell's level. Thus a windrider with a 10 or lower Wisdom cannot cast any of these spells. Windrider bonus spells are based on Wisdom and saving throws against these spells have a Difficulty Class of 10 + spell level + Wisdom modifier. When the windrider gains 0 spells of a given level, he gets only bonus spells from Wisdom. A windrider has access to all of the spells on the list and can freely choose which to prepare, just as a cleric. He cannot, however, use spontaneous casting to substitute a cure spell in place of a prepared spell.

WINDRIDER SPELL LIST

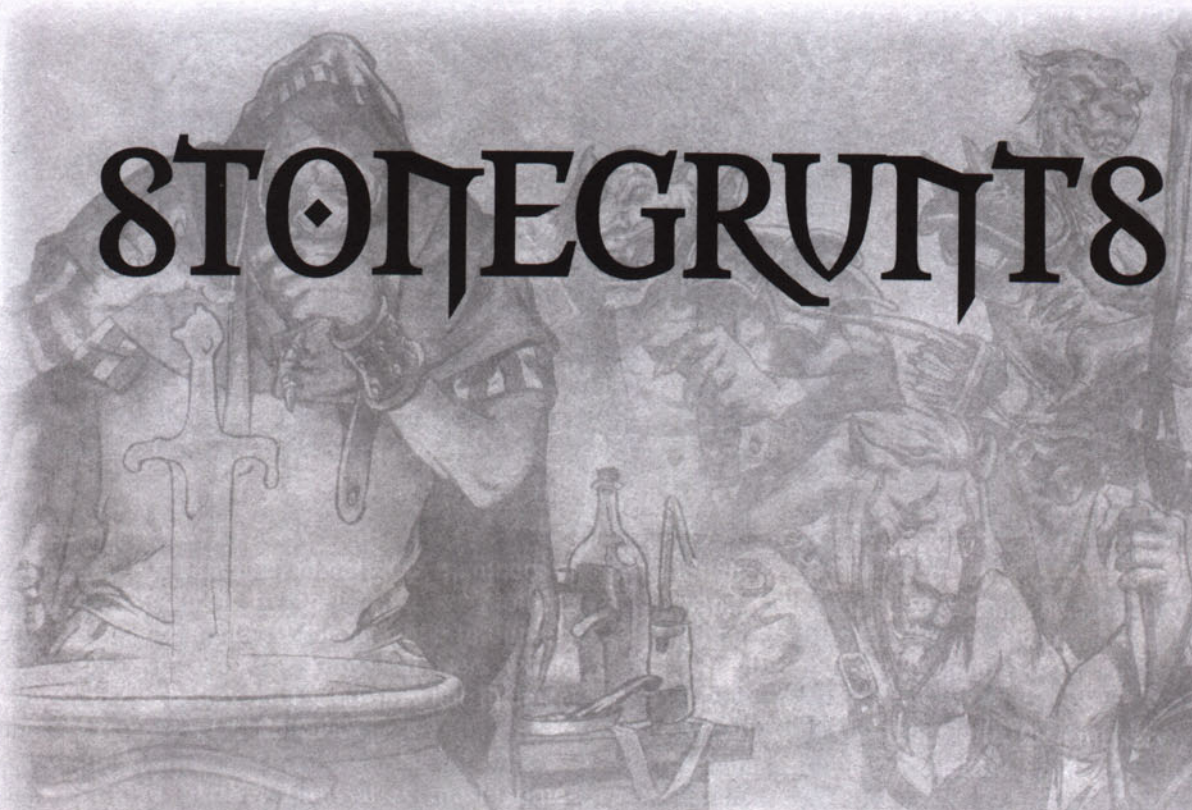
Windrider's choose their spells from the following list. Spells marked with an asterisk can only be cast on the windrider's mount.

1st level—*divine favor*, *magic fang**, *mount*, *shield of faith*, *speak with animals*.

2nd level—*aid**, *cure light wounds**, *endure elements*, *summon nature's ally I*.

3rd level—*create food and water*, *fly**, *magical vestment*, *resist elements*.

4th level—*cure moderate wounds*, *freedom of movement**, *protection from elements*, *summon nature's ally II*.



STONEGRUNTS

Carved from the living rock and animated through divine and dwarven power, stonegrunts are imposing giants wielding great strength and resilience. They were created ages ago by the dwarves of a remote outpost under siege by goblin hordes intent on plundering their gold and working their rich mines. During their isolation the dwarves carved and animated an army of stone soldiers. Despite the power of such a force, the goblin hordes eventually massacred the dwarves and all but a few of the warriors. Only a handful of stone soldiers escaped. The dwarven gods took pity on these brave, homeless stone children—the deities infused them with independent spirits and free will that they might walk the earth, exploring its rich cultures and learning to become more like flesh-and-blood creatures.

Personality: Stonegrunts have relatively simplistic personalities. They experience very basic emotions—sorrow, happiness, regret, hope—that rapidly change depending on their situation. A stonegrunt who feels sadness at losing a game of chance easily becomes overly joyful when treated to a meal. They bond quickly with others, trusting those who treat them with even the most limited kindness.

Stonegrunts view the world in terms of black and white. When they wade into battle, they

believe the forces they fight are bad, while their allies are good. From collective experience they know that dwarves are friends and goblins their foes. The people who accept them into their company are close companions, while those who make them feel angry, sad, unwelcome, or hurt are their enemies. Although they were originally created for war, stonegrunts have difficulty grasping complex concepts such as betrayal and insincerity. They listen to and believe those who are proven friends and ignore the taunts and lies perpetuated by their enemies. Once a stonegrunt determines who his friends and enemies are, it's very difficult to change his beliefs.

Stonegrunts reflect their physiques in their tenacious and determined nature. Once they set their mind to achieving a goal, they pursue it as relentlessly as they would a fleeing foe. Stonegrunts do not abandon their friends and would fight to the end if someone didn't convince them that retreat was the better strategy. They value loyalty and friendship above material possessions, fighting more for their allies than any personal gain. Stonegrunts are as apt to give away the treasure they acquire as they are to spend it on themselves.

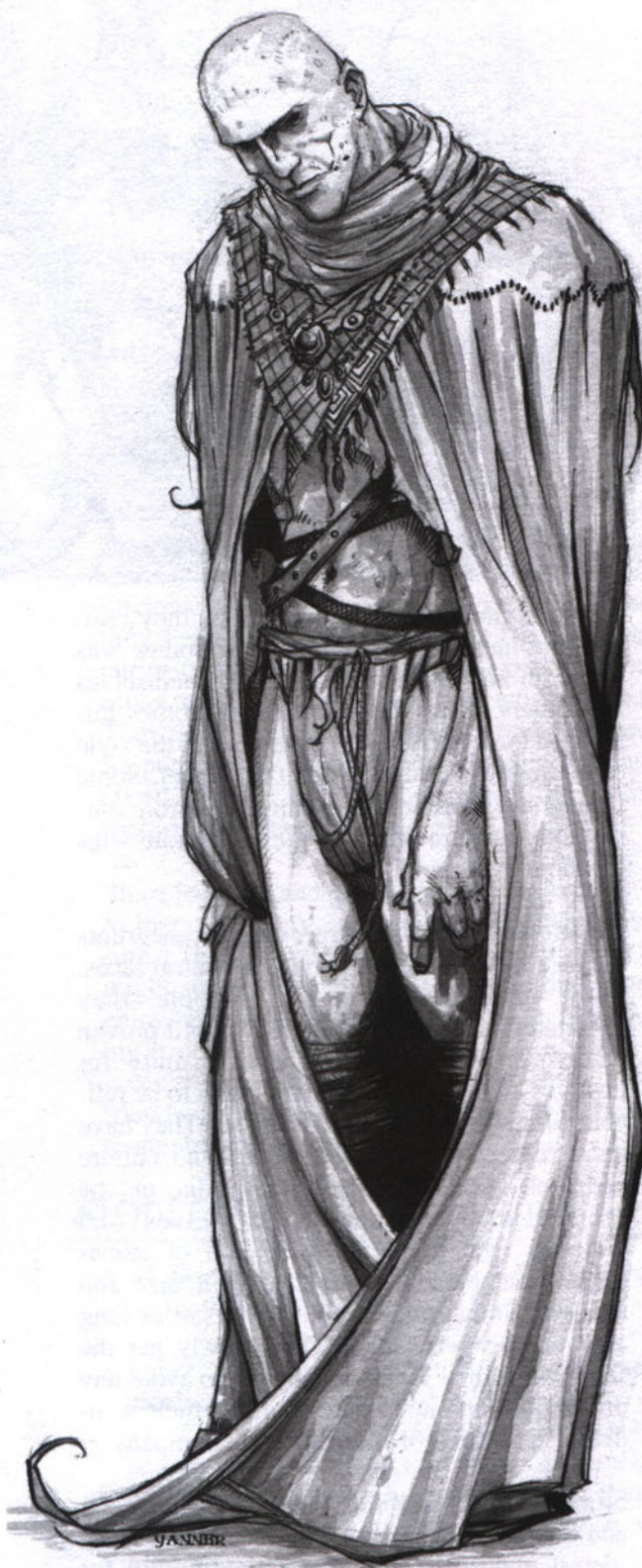
Physical Description: Stonegrunts' massive bodies take the shape of burly men standing

between seven and nine feet tall. Their skin texture and color varies by stone type—some are flecked pink with granite, others are the solid black of slate. Those touching their skin find it smooth as well-polished marble, cold on the outside, but with an inner warmth. No hair adorns their bodies, since their dwarven creators were so hurried that they didn't even carve hair or beards onto their heads. Severe brows protect the shiny coal orbs that function as their eyes. Although articulated, their hands seem brawny and clumsy. Their thick limbs move slightly slower than creatures of true flesh but pack considerably more power. One might think their grinding joints, abrasive clothing and armor, and general wear would erode stonegrunts' outer layers, but their inner bodies compensate for this minimal loss by generating new stony "tissue" much like flesh-and-blood beings.

Stonegrunts have no idea how they propagate their race. Some think the dwarven gods come to them in their dreams and form another stonegrunt from a small chip of rock taken from their bodies. Others believe these deities reassemble their bodies after death, imbuing them with new souls once the original ones pass. Nobody quite knows how long stonegrunts naturally live. They do not erode, age, or grow. Some have survived more than three centuries, but none have met natural deaths. Most die in battle, perishing at the hands of a superior foe. A few meet their ends in avalanches, lethal falls, or other accidents that crush, shatter, and destroy their bodies.

When they gave stonegrunts true life, the dwarven gods balanced their rocky physique with the requirements of organic creatures. In their divine mercy—knowing full well stonegrunts wouldn't float without assistance—they denied them the need for air. Stonegrunts must inhale and exhale air to speak, but they do not depend on it for survival. Drowning, asphyxiation, and other dangers caused by adverse atmospheric conditions do not affect them. Stonegrunts still require nourishment from food and water and take great pleasure in sampling new dishes and exotic flavors.

Stonegrunts strive to become more like the normal, living beings they encounter. When





the gods gave them self-awareness, they realized the nakedness of their crude bodies was shameful and endeavored to cover themselves like others. They dress in simple clothes tailored to their burly forms, often cut in the style of the region through which they travel. Some stonegrunts fashion crude hairpieces from animal skins or hire others to plait elaborate wigs for them to wear.

Relations: A trusting nature helps stonegrunts interact well with most good and neutral races. They initially assume the people they encounter have friendly intentions until proven otherwise. Stonegrunts share an affinity for dwarves and gnomes, believing them to be reliable comrades the instant they meet. They have great respect for dwarven values and culture and seek to broaden their knowledge on the subject at every opportunity. Elves and halflings tend to harbor suspicion of stonegrunts, and humans marvel at their size and strength. Stonegrunts don't really care as long as everyone gets along. They slowly get the sense when they're not welcome—to avoid any unpleasant emotions, they continue their wanderings in search of more sociable company.

Stonegrunts hate goblins, strongly dislike orcs, and tolerate half-orcs with great distrust. They detest evildoers and all creatures feared for their wicked deeds. Those bearing the trappings of dread forces immediately come

under suspicion from stonegrunts until they prove beyond a doubt their good intentions.

Alignment: Stonegrunts maintain a lawful disposition, with tendencies ranging from good to neutral. The stern dwarven deities instilled in them a strong sense of right and wrong, making sure stonegrunts realized they served the forces of good in the world. To stonegrunts, lawfulness and order are the ways of all good folk in the world.

Stonegrunt Lands: Stonegrunts are not indigenous to any particular region and do not rule kingdoms of their own. Even the larger cities have no stonegrunt neighborhoods. They live by the grace of others, often wandering between communities, finding temporary homes with those who befriend them. Occasionally a village takes in a stonegrunt, granting him property and citizenship in exchange for his assistance with heavy work and protection against enemies. Some choose to serve those who wage war against the forces of evil, joining the ranks of armies or journeying with valiant paladins or smaller parties with moral objectives. A few nobles cultivate special fighting squads of stonegrunts (see the siege grunt prestige class), but these concentrated units often disband after significant battles. Their restless need to experience new things, meet friendly beings, and learn more about life keeps them on the road and prevents them from settling down for long.

Although they can survive in any terrain and enjoy a variety of scenery, stonegrunts feel most comfortable in the mountainous regions from whence their kind originated. Underground environments also agree with stonegrunts, even if the cramped subterranean corridors seem claustrophobic to the broad-shouldered creatures.

Religion: Stonegrunts place their faith in the dwarven deities who created them, especially those who represent goodness and strength. They're not truly certain why the dwarven gods imbued them with life, but many stonegrunts believe they were made to fulfill the deities' mysterious purposes. Some spend all their lives hoping for a sign justifying their

existence. Some look back on past events wondering if those were indeed the reason they were created or if such defining and challenging milestones are still to come. Stonegrunts believe the dwarven gods quietly influence their lives along the course leading to their intended destiny—but such a course is rarely marked clearly.

Stonegrunts refer to the dwarven deities as their parents—most people assume they mean this in a spiritual sense, but for the stonegrunts the gods are truly their natural family. They look to them for guidance in troubling times, for protection against the forces of wickedness, and for relief in personal distress. Stonegrunts have difficulty understanding the difference between other people's parents and gods, often believing them to be the same entities. They frequently pray to dwarven deities but don't think to openly worship them with elaborate ceremonies unless they encounter a temple or shrine dedicated to them.

Stonegrunt clerics function as wandering holy men, spreading belief in dwarven religious doctrine by traveling across the countryside and acting as an example of the deities' protective nature.

Some stonegrunts adopt the religion of those who accept them into their communities. They do this more to fulfill a social need than out of theological belief. They participate in religious ceremonies as a shared experience with their neighbors. No matter where they are, in their hearts stonegrunts are truly children of the dwarven gods.

Language: Stonegrunts have no language of their own. They speak the language of their dwarven creators and know Common well enough to make their way in the world. Their deep, gravelly voices can articulate most other tongues. Stonegrunts have the capacity to learn other languages, focusing on those using Dwarven script: Gnome, Giant, Goblin, Orc, and Terran.

Names: Simple names suit stonegrunts best, especially those consisting of only one syllable with harsh consonants. Since they have no families or clans, they rarely have surnames. Stonegrunts choose names characteristic of their attitude and nature, though they have no compunction against changing them to fit their

current circumstances. Some adopt dwarven names as their own, particularly if they join a dwarven community. If they settle in regions inhabited by other races, they sometimes assume names characteristic of that culture—although a hulking stonegrunt named Trug Smallfellow might seem out of place in a halfling village.

Stonegrunts are technically neuter beings, but they prefer male first names.

Stonegrunt Names: Blag, Crunch, Dak, Grug, Fist, Pag, Rak, Slag, Trug, Zugg.

Adventurers: Stonegrunts seek opportunities to make a positive difference in the world. Aiding good causes satisfies this need, even if their effort makes only a small dent against evil powers. Stonegrunts gravitate toward expeditions against threatening forces, aiding anyone who represents goodness in the world. They enthusiastically join parties with dwarves, who obviously undertake righteous quests because they helped create stonegrunts. Their natural curiosity also leads them to join expeditions to travel to and explore new and wild regions. They quickly enter the ranks of armies created for patriotic purposes and are particularly influenced by calls to arms inspired by the proud rhetoric of authorities they trust.

Since jealousy and greed are complex concepts to them, stonegrunts do not obsess over treasure. They happily accept whatever wealth might supply their basic needs, spending it to enjoy newfound goods and services and lavishing it on their friends. Adventuring in general gives stonegrunts an opportunity to make new friends, share common experience, and learn more about the world.

STONEGRUNT RACIAL TRAITS

- +4 Strength, +2 Constitution, -4 Dexterity, -2 Intelligence.
- Large: As Large creatures, stonegrunts receive a -1 size penalty to Armor Class, a -1 size penalty on attack rolls, and a -4 size penalty on Hide checks, but they can wield larger weapons than humans use, and their lifting and carrying limits are twice those of Medium-size creatures.
- Stonegrunt base speed is 30 feet.



Although they are large creatures, stonegrunts move more slowly because of their rocky physiology.

- **+2 racial bonus to saving throws against spells and spell-like effects.** As dwarven creations, stonegrunts inherit this natural magic resistance from their brothers.
- **Stoneskin:** Stonegrunts have 10/+2 damage reduction. They ignore the first 10 points of damage each time they sustain an injury, although a weapon with a +2 enhancement bonus or any magical attack ignores the reduction. Any weapon more powerful than a +2 bonus also ignores the reduction.
- **Non-Breathing:** Since stonegrunts do not require air to live, they are immune to the effects of drowning, gas attacks, or other threats that inflict damage through the respiratory system. Unfortunately, their stone physiology negates any effort at using the Swim skill to remain afloat or pass through water without sinking.
- **+2 racial bonus to saving throws against contact and ingested poisons.** Stonegrunts' rocky physiology makes them naturally resistant to toxins entering the body through the digestive system and wounds.
- **Automatic Languages:** Common and

Dwarven. Bonus Languages: Gnome, Giant, Goblin, Orc, and Terran. Stonegrunts know the tongues of their dwarven brothers and of those whose lands they traverse. They also learn the languages of their traditional allies and enemies.

- **Favored Class: Fighter.** A multiclass stonegrunt's fighter class does not count when determining whether he suffers an XP penalty for multiclassing. Stonegrunts were bred for war and battle comes naturally to them.
- **Level Equivalent:** Class levels +4.

SIEGE GRUNT

Stonegrunts sometimes specialize in combat tactics for besieging or defending fortifications. These siege grunts are hulking, living siege machines that effectively dominate the battlefield.

Commanders charge siege grunts with assaulting enemy fortifications, creating a breach through which conventional troops can pass and overrun the fortress. They train themselves and reinforce their bodies to withstand the rigors of the defenders' attacks. Siege grunts lead their forces across battlefields, slamming their towering bodies against the foe's ramparts. Those defending a castle sally forth from postern gates to counterattack siege forces and quickly react to block breaches in the battlements.

Siege grunts primarily rise from the ranks of fighters, barbarians, paladins, rangers, and others who survive by combat skills. Other classes can become siege grunts, but the reliance on non-military skills sometimes limits their effectiveness in battle. A stonegrunt's natural defenses help him withstand the rigors of a siege, but he must still actively fight to maintain his position and protect his comrades.

One often encounters NPC siege grunts in small squads serving a particular noble or general. They stick together, looming like silent mountains apart from the conventional troops until called into action. Siege grunts most often serve the forces of good and lawfulness unless a clever opponent manages to brainwash them into fighting for his twisted cause.

THE STONEGRUNT SIEGE GRUNT

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+1	
2nd	+2	+2	+0	+1	Fire resistance (5)
3rd	+3	+3	+0	+2	Reinforced skin 15/+3
4th	+4	+3	+1	+2	Ram (3d6 damage)
5th	+5	+4	+1	+3	Fire resistance (10)
6th	+6	+4	+1	+3	Ram (4d6 damage)
7th	+7	+5	+2	+4	Fire resistance (15)
8th	+8	+5	+2	+4	Reinforced skin 20/+4
9th	+9	+6	+2	+5	Ram (5d6 damage)
10th	+10	+7	+3	+5	Fire resistance (20)

Hit Dice: d12.

REQUIREMENTS

To qualify to become a siege grunt, a character must fulfill all the following criteria.

Race: Stonegrunt.

Alignment: Any lawful or good.

Base Attack Bonus: +7.

Feats: Great Cleave, Endurance, Improved Bull Rush.

Profession (siege engineer): 3 ranks.

CLASS SKILLS

The siege grunt's class skills (and the key ability for each skill) are Climb (Str), Intimidate (Cha), Jump (Str), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

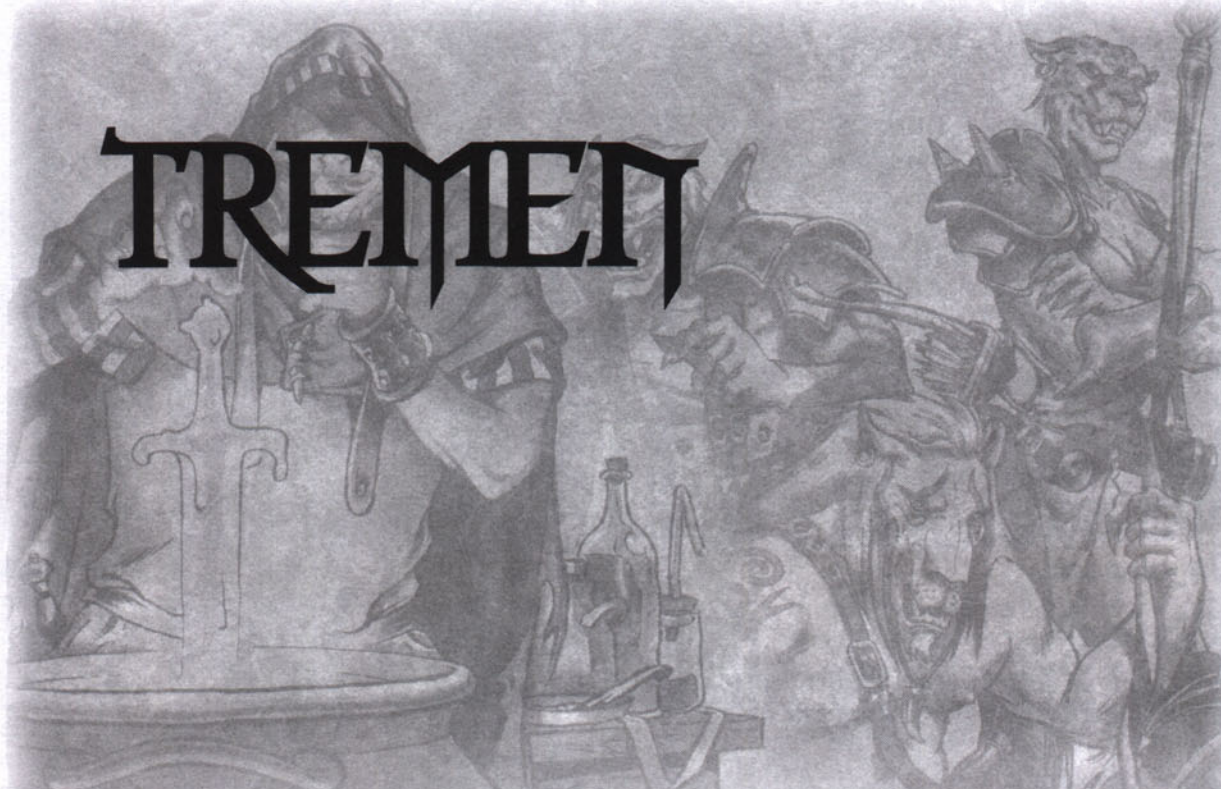
All of the following are class features of the siege grunt prestige class.

Fire Resistance: Beginning at 2nd level, siege grunts undergo a process involving magic and alchemy to protect their bodies against the effects of fire. At first they ignore up to 5 points of fire damage each round. This resistance increases to 10 points per round at 5th level, 15 points at 7th level, and 20 points at 10th level. Siege grunts must often wade through fire traps or withstand burning oil poured on them by castle defenders.

Reinforced Skin: Using similar processes employed to gain their fire resistance, siege

grunts further strengthen their skins against attacks. At 3rd level this treatment affords them 15/+3 skin, allowing them to ignore the first 15 points of damage each time they sustain an injury, although a weapon with a +3 enhancement bonus or any magical attack ignores the reduction. At 8th level this bonus increases to 20/+4. To reach their objectives, siege grunts must absorb huge amounts of damage from opposing forces.

Ram: Siege grunts learn to use their bodies as battering rams. To employ this tactic in combat, they must have a clear path 30 feet long between their start point and the object they intend to ram. They make an unmodified attack roll against the structure's AC (as determined by the rules under Striking an Object, PHB 135–136). If they miss, they stumble, swerve, and otherwise inflict negligible damage on their target. If they hit, they inflict 3d6 damage, including any modifiers for Strength. The damage they deal increases to 4d6 at 6th level and 5d6 at 9th level. A siege grunt can make a ramming attack once every four rounds—the time it takes to recover from the blow, withdraw 30 feet, and prepare for another run against the target. Having a mobile, thinking battering ram on the field helps commanders take advantage of new developments during a siege.



TREMEN

In some enchanted forests, the fey spirits of the wood select young saplings to journey out into the world and learn its ways. These magical plant creatures eventually return to their home forests in order to help protect and preserve it, using the knowledge they gained of the world to defend their homes. These living trees are known as the tremen, a bizarre cross between a humanoid and a mobile tree. Unlike treants, the tremen are roughly human-size and are known to travel far and wide in order to gain a better understanding of the world. The world extends far beyond the limits of any forest, and the woodland fairies, spirits, and other magical creatures long ago learned that what comes to pass outside of the wood may eventually have a tremendous impact on it.

The tremen seek to learn the ways of the world. Many of them eventually return to their home forests in order to put their knowledge and skill to use there. These tremen settle down with others of their kind and build small enclaves dedicated to preserving their forest homes. However, some tremen continue to champion nature's cause in a more active manner, seeking adventure and heroism wherever they can find it beyond the bounds of their wooded homes.

Personality: Tremen are naive and thoughtful. They know little of civilization, but

their careful, deliberate manner prevents them from getting into too much trouble when dealing with humans and other civilized creatures. Their speech is often very slow, as if the tremen carefully weighs each word before uttering it. In fact, this appearance is not far from the truth. A tremen in human lands is acutely aware of how far he is from his forest home and often feels a deep sense of isolation. Many of them are cautious almost to a fault around humans, elves, and dwarves. Tremen can expect to live hundreds of years, and many of them have already seen a human lifetime's worth of experiences before leaving the forest. Thus, they tend to approach problems with a very long-term, careful, and patient mind.

Some tremen exult in their role as pilgrims in a strange land, observing human culture and striking at enemies of their home forest before they can become a threat. These curious, restless tremen sometimes elect to remain among humans for far longer than the typical tremen. While they never forsake their native forest and often return there to share the stories of their adventures, these tremen prefer life among humans and live out their years as adventurers and observers.

Physical Description: Male tremen look like tall, bulky, brown-skinned humanoids. Their

hair is made of moss and vines, and many have woolly beards of thick foliage. Their skin often seems similar to the bark of trees such as pine, oak, or yew. The average male tremen stands over six feet tall, and it is not uncommon for them to reach over seven feet in height. A male tremen's voice is often a deep, rumbling bass tone.

Female tremen tend to be more slender but taller than their male counterparts. Their skin is similar to the bark of fruit trees common to their native region, while their limbs are typically longer and more flexible. Unlike male tremen, female tremen's voices are often gentle and melodious.

Relations: Most tremen know too little of the world to form an educated opinion of most races. Tremen view outsiders strictly in terms of how they interact with the natural world. Rapacious and cruel creatures, such as orcs and gnolls, are viewed as dire threats that must be opposed. Elves, forest gnomes, and other humanoids who live in harmony with nature, on the other hand, are seen as valued allies who should be helped whenever possible. A tremen's view of other races is strictly defined by how they act in the tremen's home region. A tremen may hate and fear humans if his only interaction with them was with human loggers hired to clear a forest.

However, tremen are wise enough to avoid judging an entire race based on a few individuals. Unless a group has a long and sustained history of destructive behavior, such as orcs or a tribe of barbarian raiders, a tremen is not hasty to pass judgment on anyone it meets. This can lead to some difficult situations, as an innocent tremen may unwittingly aid a beholder or other rare but malevolent creature simply because it doesn't know about the creature's evil nature.

Alignment: Tremen tend towards neutrality. While they place a strong value on helping one another and aiding the community, they have little use for rigid hierarchies and chains of command. While tremen abhor evil, they don't always



TREMEN



believe that they have a responsibility to protect those beyond their immediate community or their beloved forest.

Tremen who choose to remain in civilized lands are very often good. These tremen are the crusaders and active protectors of their kind, seeking to aid not only their forest homes but also the homes of other creatures.

Tremen Lands: Neighboring kingdoms and other sovereign states only very rarely recognize tremen lands. Any large, isolated forest could serve as a tremen homeland, and some tremen view any wood, no matter how small, as part of the tremen domain. What a kingdom may view as the simple expansion of civilization into unclaimed forest territory, the tremen view as a wholly unwarranted attack. A few times the tremen have marched to war over such misunderstandings, much to the terror of the encroaching pioneers. Luckily for both parties, the tremen prefer to take action slowly, weighing the matter carefully and coming to a decision only after analyzing the problem and weighing all the evidence. Such actions have headed off violence in the past, but some-

times they have left the tremen stripped of the element of surprise and at the mercy of expansionistic, evil realms.

Religion: Tremen are deeply reverent of deities connected to nature, forests, and the sun. However, most tremen make their religion a rather personal matter, and few attempt to proselytize or convert the unbelievers they meet. Tremen see themselves not as worshippers of the gods but partners in their mission to preserve the lands the nature deities hold sacred.

Once exposed to new religions and other facets of civilization, some tremen may come to follow the path of new gods. In particular, tremen adventurers favor gods of protection, defense, and war. Tremen that study magic often have no qualms about venerating a god of magic and a god of nature. No matter what their faith, tremen almost always maintain their sense of the gods as respected partners in life, rather than lords to be served and obeyed.

Language: As creatures of the deep forest, the tremen's primary language is Sylvan. In addition, they learn how to speak Common before venturing out into the world.

Names: Tremen place great value on their names, as a tremen's full name is in fact a long narrative recounting his deeds. "Short named" is a common derisive tremen term for humans and other humanoid races. However, tremen rarely recite their entire name outside of the most formal occasions, such as a meeting with a group of previously unknown tremen or an important ceremony such as a marriage or funeral. As a tremen ages and accomplishes various deeds, he adds these new events to his name. As the tremen see it, you are what you do, so how else should one name oneself? This tremen tradition reinforces their deliberate, careful manner. No tremen wants to add a disastrous choice or regrettable action to his name.

While traveling amongst humanoid civilizations, tremen usually pick a single important event condensed to a few words or a short phrase to use as a name. Some tremen may choose to change this name after accomplishing a particularly noteworthy deed. Thus, many adventuring tremen change their names quite often.

Tremen Names: Troll Foe, Iron Breaker,

Fought at Aylbridge, Clever Tongue, Orc Cleaver, Dwarf Friend, Thief Catcher.

Adventurers: Tremen all spend at least part of their lives in the realms of man, but most stay only long enough to gain a firsthand understanding of the ways of civilization before returning home. Many never directly interact with humanity, preferring to remain on the edges of civilization and to merely observe its activities. Others visit a simple hamlet or tiny village and never see anything more. Tremen adventurers, on the other hand, find humanity and the rest of the world outside of the forest intensely fascinating. While they still feel an attachment to their forest homes, tremen adventurers see themselves as active defenders of the forest. They reason that by defeating threats far from the forest they can prevent them from ever posing even the slightest threat. Rarely, a tremen may become a vagabond and wanderer, forced to leave the forest for some transgression against his fellows. These unfortunates often turn to adventuring in order to reclaim their place in the forest through brave deeds.

TREMEN RACIAL TRAITS

- +4 Strength, +2 Wisdom, -4 Dexterity, -2 Intelligence: Tremen are tremendously strong, yet their tough, woody bodies are both slow and inflexible. While a tremen's ponderous, deliberate manner allows him to catch details that others miss, this same manner tends to stifle innovation and places little value on quick wits.
- Medium-size: As Medium-size creatures, tremen have no special bonuses or penalties due to size.
- Tremen base speed is 30 feet.
- Plant: A tremen's creature type is plant, not humanoid. Spells such as *hold person* have no effect on a tremen, while spells such as *control plants* work normally. However, tremen are still subject to critical hits, poison, sleep, paralysis, stunning, and polymorphing. The tremen are a magical cross between humanoid and plant, and function as humanoids in most circumstances.
- Tough Hide: Tremen gain a +1 natural bonus to Armor Class.

- +2 racial bonus to Animal Empathy, Handle Animal, and Wilderness Lore checks. As creatures of the forest, tremen have an intuitive understanding of how nature works.
- -2 racial penalty to Disable Device, Open Lock, and Pick Pocket checks. Tremen have stiff and clumsy limbs, making it difficult for them to perform tasks that require fine manual dexterity.
- -2 racial penalty to saving throws against all fire-based effects.
- Automatic Languages: Common and Sylvan. Bonus Languages: Celestial, Draconic, Elven, Gnome, Gnoll, Terran.
- Favored Class: Druid. A multiclass tremen's druid class does not count when determining whether he suffers an XP penalty. Tremen are at home in nature and feel a fundamental tie to the land and its creatures.

FOREST SHEPHERD

The tremen serve as protectors and tenders of the forest, driving away invading enemies and helping to maintain the forest's health and prosperity. Tremen view normal trees as every bit as important as humans, treants, or tremen. Where a human may see a small stand of trees, the tremen sees as a small community of living creatures who have the same right to peace and safety as any other creature.

Forest shepherds are responsible for maintaining the woods and keeping them safe from outsiders. Not only do they tend to the trees, but they also learn ancient lore that allows them to converse with the trees in their secret language. While a forest shepherd often uses this ability to meet the needs of its charges, a forest shepherd also learns the words of rage and fury that can awaken a tree and call it to the defense of its home.

Hit Die: d8.

REQUIREMENTS

To qualify to become a forest shepherd, a character must fulfill all the following criteria.

Race: Tremen.

Spellcasting: Ability to cast 3rd-level divine spells.

THE TREMEN FOREST SHEPHERD

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1	+0	+2	+0	+2
2	+1	+3	+0	+3
3	+2	+3	+1	+3
4	+3	+4	+1	+4
5	+3	+4	+1	+4
6	+4	+5	+2	+5
7	+5	+5	+2	+5
8	+6	+6	+2	+6
9	+6	+6	+3	+6
10	+7	+7	+3	+7

Special

Douse flames
 Plant form (1/day)
 Speak with trees
 Plant form (2/day)
 Mending touch
 Call treant
 Plant form (3/day)
 Plant form (4/day, improved forms)
 Plant form (5/day)
 Treant form

Knowledge (nature): 8 ranks.

Wilderness Lore: 8 ranks.

Special: The tremen must swear an oath in its patron god's name to defend a specific forest from all marauders and all unnatural disasters.

CLASS SKILLS

The forest shepherd's class skills (and the key ability for each skill) are Animal Empathy (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intuit Direction (Wis), Knowledge (nature) (Int), Profession (Wis), Scry (Int), Spellcraft (Int), Swim (Int), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the forest shepherd prestige class.

Weapon and Armor Proficiency: Forest shepherds gain no proficiency in any weapon or armor.

Spells per Day: A forest shepherd continues to develop the ability to cast divine spells. Thus, when a new forest shepherd level is gained, the character gains new spells per day as if it had also gained a level in a spellcasting class it belonged to before it added the prestige class. It does not, however, gain any other benefit a character of that class would have gained by increasing in level. Thus, for example, a 5th-level druid/5th-level forest shepherd casts spells as a 10th-level druid.

Douse Flames: Fire is a constant threat to the forest shepherd's charges. Once per day, the forest shepherd may extinguish all non-magical fires within a 30-foot radius.

Plant Form: This ability functions exactly as the druid wild shape special ability, except the forest shepherd may take the form of a non-magical, non-mobile plant of any shape or size. This ability allows a forest shepherd to choose a different type of plant to change into with each use of the ability. Otherwise, this ability works exactly like the spell *polymorph self*. At 8th level, the forest shepherd may take the form of a shambling mound or tendriculous.

Speak With Trees: The forest shepherd learns the ancient language of trees and can communicate with them at will. This ability is identical to the spell *speak with plants*, except the forest shepherd may only use it with trees and may use it at will.

Mending Touch: At 5th level, the forest shepherd learns how best to apply healing magic to plants. When using any cure spell on a plant, the forest shepherd doubles the number of dice rolled.

Call Treant: At 6th level, the forest shepherd gains the ability to summon 1d3 treants once per day. These treants obey the forest shepherd's commands to the best of their ability.

Treant Form: The forest shepherd gains absolute mastery over his ability to change his form. At 10th level, he may take the form of a treant. The forest shepherd may choose to remain in this form for as long as he wishes.

UTHUK Y'LLAN

UTHUK Y'LLAN

The Uthuk Y'llan (literally translated as “children of Y'llan”) were once human. According to tradition, the then-human barbarians turned to the dark goddess Y'llan to save them from a terrible drought that was killing off the neighboring tribes. In exchange for their worship, Y'llan blessed her children with new, more powerful bodies that could thrive under these extreme conditions.

Today, the barbaric Uthuk Y'llan are renowned for their cunning, violence, and cruelty. But they are not mindless savages. The uthuk have a surprisingly complex culture that produces not only bloodthirsty warriors but also wise leaders and passionate artists.

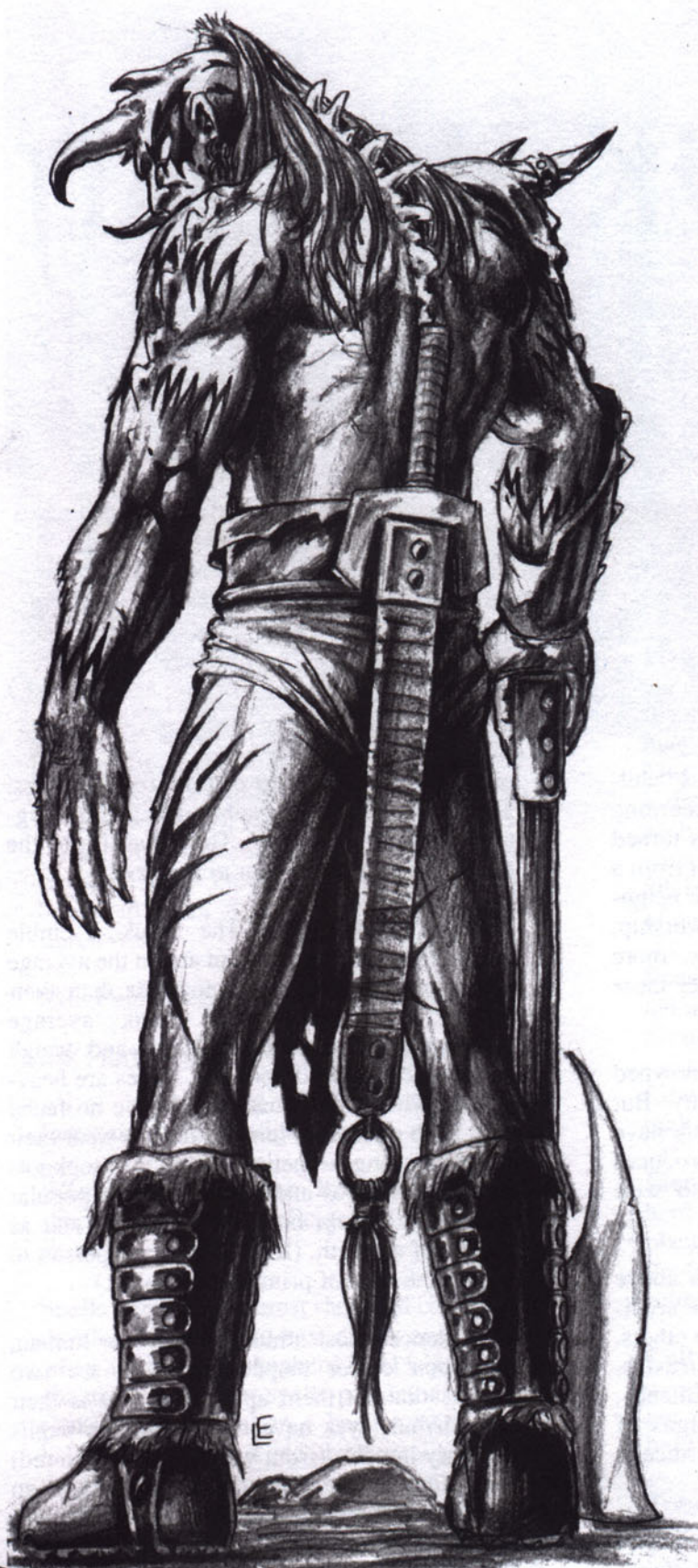
Personality: The uthuk value strength above all else. They believe weakness must be eradicated, not only in themselves but also in others. Therefore, the uthuk tend to be aggressive, arrogant, and quick of temper. Mercy, patience, and humility can be interpreted as signs of weakness and are to be avoided. Cowardice is worse than death.

An uthuk's reckless bravery in combat carries over into the rest of his life. The uthuk throw themselves into their tasks with wild abandon, whether they are hunting, eating, dancing, or

exploring the mysteries of their dark goddess. They have no time for subtle intrigue or long-term political scheming. They live life to the fullest, from one moment to the next.

Physical Description: The uthuk resemble swarthy-skinned humans but are on the average taller, heavier, and more muscular than their human counterparts—the uthuk average between six and seven feet tall and weigh between 200 and 300 pounds. Males are heavier and wider than females and have no facial hair. Both males and females tend to wear their black hair long, sometimes tying it in topknots or braids. Tattoos and ritual scars are popular among the uthuk, both as decoration and as badges of strength. (It takes a strong person to endure the pain of primitive tattooing.)

At a glance, most uthuk can pass for human, but upon closer inspection, there are two aspects that set them apart. The first is their eyes. Uthuk eyes have no discernable pupils and vary in color (from white to yellow to red) depending on their mood. When enraged, an uthuk's eyes actually glow. The second distinction is a common deformity amongst the uthuk: large bone spurs. These spurs often resemble horns growing from the skull, spikes growing from the spine, or claws



growing from the hands or forearms. Despite their appearance, the bone spurs are not naturally occurring but are a side effect of a common uthuk practice (see page 160).

The uthuk can live up to 80 years, though few of them do. Childhood is short for the uthuk, who are considered adults at 15 years.

Relations: In their obsession with strength, the uthuk appreciate dwarves and half-orcs while disdaining the “weak” humans, elves, gnomes, and halflings. Of course, if a member of the “weak” races can impress an uthuk with his strength, he will be respected regardless of his race. The uthuk are also more tolerant than most when it comes to dealing with orcs, goblins, and other traditionally evil humanoid races.

Slavery is common among the uthuk, though they never enslave their own kind. They prefer dwarven or orc slaves, due to their strength, but will settle for lesser races if there are no alternatives.

Alignment: The uthuk are almost invariably chaotic; their savage zeal for life makes them chafe under laws, rules, and order. They tend toward evil as well, due to the influence of their dark goddess Y’llan, though adventuring uthuk are more likely than most to deviate into neutrality or even goodness.

Uthuk Lands: The uthuk commonly settle in harsh regions that are too inhospitable for the “weak” races to live but near enough to those races’ lands to make raiding a profitable way of life. They prefer deserts and other hot, dry areas, where they survive through hunting, raiding, and limited trading and farming. While uthuk occasionally appear in human lands as mercenaries, they are more commonly seen as raiders.

Uthuk society is divided into family-based clans. Some clans are nomadic, migrating across the wastelands to keep pace with either animal herds or chang-

ing trade routes. Other clans live in villages of mud and brick huts established centuries ago. Villages are typically centered around oases or small patches of fertile soil where slaves grow simple crops for the village.

Religion: The uthuk are fanatical in their worship of Y'llan, known as the Mother with a Thousand Faces. Y'llan is a goddess of contrasts. She is the destroyer who brings life and the killer who nurtures her young. A goddess of both fertility and death, she is a demanding mother, rewarding those who follow her wishes (to strengthen the uthuk race) and punishing those who don't. Y'llan encompasses the entire uthuk experience.

The uthuk have composed hundreds of odes to their dark mother that are passed down through oral tradition. A recurring theme in these songs is the "thousand faces" of Y'llan. Each face of Y'llan represents a different aspect of her being. For example, Q'aro Fenn is known as the Subjugator. She is a manifestation of Y'llan forcing her dark will upon her enemies. Likewise, the aspect Dhall is the Benefactor and represents Y'llan's generosity to her children.

Each clan worships one of the thousand faces of Y'llan, often taking its name as their own. The uthuk clan known for their penchant for slavery call themselves the Q'aro Fenn, while the Dhall Uthuk raiders are known for sharing their plunder with other clans. Because each clan follows its own face of Y'llan, each has its own interpretation of the goddess' desires and how best to fulfill them. Conflict over religion is uncommon but not unheard of.

The clan leader's power is absolute. None may defy his commands, for he speaks for Y'llan. If a clan member disagrees with the leader, he may claim to truly speak for Y'llan and challenge the leader for his position. Uthuk clan leaders tend to be short-lived, and their time of power shorter still.

Clan leadership is determined partially by popular consensus and partially through bizarre contests of will. These contests are often trials by combat or tests of pain endurance but just as often involve composing odes or carrying out rituals of devotion to Y'llan.

Language: The Uthuk language is harsh and guttural, with strings of consonants that outsiders find difficult to pronounce. There is a crude runic version of the Uthuk language that varies widely from one clan to the next. Clan elders use the runic version to record the clan's achievements on long scrolls of cured animal skin. Most uthuk have no need for writing and maintain their family records through oral tradition and epic poems.

Most uthuk can also speak Common. It makes it easier to communicate orders to their slaves.

Names: The clan leader names uthuk children when they're born. These names are indicative of the leader's hopes for the future. This results in names like F'tan (bringer of rain), Gorath (slayer of enemies), and Asya (protector of the people). Of course, if the child's parents are in the leader's disfavor, the child may end up named Orthos (bringer of shame), Zok (weak-minded), or Tash (easily killed).

Uthuk have two other names: the name of their clan and a name reflecting their first great accomplishment. These names translate to phrases such as "deathblade," "slavelord," and "bonesplicer." While anyone may claim these names, those who do so without having actually accomplished the tasks in question are dishonored, mocked, and given the name T'roto (weak one).

Adventurers: Uthuk who leave their clan to seek out adventure usually fall into one of three broad categories: seekers, wanderers, or rebels.

Seekers are those who have been sent by their clan into the world on some sort of quest: recover a stolen artifact, destroy an enemy of the clan, trade with a distant ally, etc. The quest may take years, but when it is completed, the seeker is to return to her clan, where she will receive honor and rewards.

Wanderers are similar to seekers, but they are neither sent by their clan nor expected to return. Instead, they decide on their own to leave the clan and make a life for themselves in the wider world. They leave with their honor intact (some of the greatest uthuk heroes have been wanderers) and are welcome to return to the clan at any time. Wanderers often set out on specific self-imposed quests similar to those of the seekers but just as often



leave with only a vague goal—such as redeeming a dishonorable name—in mind.

Rebels usually have no choice but to leave their clans. They are outcasts who, for one reason or another, don't fit into uthuk society. Most common outcasts are those who either reject their clan's interpretation of Y'llan or reject their society altogether. Uthuk drifting toward a good alignment usually fall into this latter group.

UTHUK RACIAL TRAITS

- +2 Constitution, +2 Strength, -2 Intelligence: Uthuk are raised to be hardy survivors and brutal warriors not scholars or military geniuses. It's not that they are stupid, but that they don't often have the patience for thinking things through.
- Medium-size: As Medium-size creatures, uthuk have no special bonuses or penalties due to their size.
- Uthuk base speed is 30 feet.

- +2 racial bonus on all Intimidation checks. With their glowing eyes, primitive tattoos, and bone spurs, uthuk are terrifying to their enemies.
- Animals sense the darkness of Y'llan in the uthuk and are uneasy around them. Uthuk cannot learn Handle Animal and have a -4 racial bonus on all rolls dealing with animals.
- Automatic Languages: Common and Uthuk.
- Favored Class: Barbarian.
- Level Equivalent: Class levels +1.

CHEWING THE ROOT

Chewing of l'tala root is a common vice among uthuk warriors. A highly psychotropic plant, l'tala induces hallucinations and psychotic episodes in those who chew its roots. Uthuk warriors chew the root to "see the Mother's true face" and to bolster their effectiveness in battle. Y'vallon (literally, "chewers of the root") cannot feel pain while under the influence of l'tala, go for days without sleep, and are prone to terrible rages.

Prolonged use leads not only to insanity but terrible physical deformities as well. Long-term users are marked by horrible bone spurs jutting from flesh like the horns and claws of beasts. Amongst the uthuk, those with such spurs are honored . . . and more than a little feared.

Characters who chew the l'tala root gain the barbarian rage ability (PHB 25) with one exception: Uthuk characters are not fatigued after the rage.

The rage sets in 1d6 minutes after ingestion and lasts one hour. If the character chews another dose before the hour is up, his barbarian rage ability continues uninterrupted. He must also make a Fortitude save (DC 20) to avoid the side effects listed below. The DC for the Fortitude save increases by 5 for each dose of root the character has chewed in the last day.

If the character fails the Fortitude save, he begins to grow 1d6 bone spurs. Roll 1d6 to find where they grow (1-2: head, 3-4: spine, 5: right arm, 6: left arm). Each spur grows half an inch. If a spur grows in a location where there is already a spur, the previous spur simply

extends half an inch and a new spur does not appear. Note that spur growth is not instantaneous but happens over the course of one day after the saving throw is failed.

For each inch of bone spur visible, the uthuk receives a +1 racial bonus on any Charisma-based skill checks when dealing with other uthuk and a +1 enhancement bonus to damage in unarmed combat (maximum +3 bonus). However, for each inch of bone spur visible, the uthuk receives a -1 penalty on all Charisma-based skill checks (except Intimidation) when dealing with non-uthuk. The spurs are also painful: Uthuk characters must add +1 per inch of bone spur to the DC of any Concentration check. Furthermore, when a spur grows to more than one inch on one portion of the body, the uthuk may no longer wear armor over that body part (unless he cuts a hole in the armor or otherwise makes allowances for the spur).

Further side effects are determined by the difference between the player's result and the DC of the Fortitude save, as described below:

1-10: The character experiences a sense of euphoria. The world takes on a wonderful glow, and even the most horrific acts appear strangely beautiful. This does not affect the rage at all and in fact turns a battle into an exquisite, joyous dance.

11-15: The character experiences dangerous hallucinations. 1d6 illusory enemies appear (copies of real enemies, if there are any, otherwise they are copies of the character's allies) and the raging character must make a successful Will save (DC 15) to avoid attacking one of the illusions.

16+: The character loses control of his rage and must attack the closest character, whether an enemy or an ally. After attacking this character, the raging character can make a Will save (DC 15) to stop raging. If the character fails the saving throw, he must continue attacking whoever is closest to him until he successfully makes the save.

UTHUK QI'NOK

The worship of Y'llan permeates every aspect of uthuk culture, yet they have few actual clergy. Instead, it is up to each individual to choose

his way to serve the dark Mother. The few who devote themselves to understanding the mysteries of Y'llan are rewarded by their Mother with arcane power. These are the Qi'nok (literally, "voice of the mother"). It is said that they speak with the tongue of Y'llan, causing the world itself to listen and obey.

Qi'nok usually begin as sorcerers who are devout in their worship of Y'llan. Instead of pursuing the mysteries of magic, they strive to understand the thousand faces of the dark mother. According to tradition, if a qi'nok can comprehend all thousand faces, he will ascend and become part of Y'llan.

Hit Die: d10.

REQUIREMENTS

To qualify to become a qi'nok, a character must fulfill all the following criteria.

Race: Uthuk.

Alignment: Any chaotic.

Spellcasting: Ability to cast 3rd-level arcane spells.

Special: Must be a devout follower of Y'llan.

CLASS SKILLS

The uthuk qi'nok's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (arcana) (Int), Knowledge (religion) (Int), Profession (Wis), and Spellcraft (Int).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the uthuk qi'nok prestige class.

Weapon and Armor Proficiency: A qi'nok is proficient with all simple weapons. Qi'noks are proficient with light armor, but not shields.

Spells per Day: An uthuk qi'nok continues to cast arcane spells as if he were a spellcaster of his total character level. When a new qi'nok level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had more than one spellcasting class

THE UTHUK QI'NOK

Class	Base	Fort	Ref	Will	Special	Spells per Day
Level	Attack Bonus	Save	Save	Save		
1	+1	+2	+0	+0	Dispel magic 1/day	+1 level of existing class
2	+2	+3	+0	+0	Sympathetic sacrifice	+1 level of existing class
3	+3	+3	+1	+1	Contagion 1/day	+1 level of existing class
4	+4	+4	+1	+1	Dispel magic 2/day	+1 level of existing class
5	+5/+1	+4	+1	+1	Dominate monster 1/day	+1 level of existing class
6	+6/+2	+5	+2	+2	Contagion 2/day	+1 level of existing class
7	+7/+3	+5	+2	+2	Dispel magic 3/day, scorch	+1 level of existing class
8	+8/+4	+6	+2	+2	Dominate monster 2/day	+1 level of existing class
9	+9/+5/+1	+6	+3	+3	Contagion 3/day	+1 level of existing class
10	+10/+6/+2	+7	+3	+3	Dispel magic 4/day, earthspears	+1 level of existing class

before he became a qi'nok, he must decide to which class he adds each level of qi'nok for purposes of determining spells per day when he adds the new level.

Dispel Magic: A qi'nok can cast *dispel magic* once per day at 1st level, then once more per day for every three levels he acquires. The qi'nok's caster level is equal to his character level.

Sympathetic Sacrifice: This spell-like ability allows a qi'nok to injure himself and, through sympathetic magic, inflict the injury on another character as well. Using this ability is a standard action, and it must be targeted on an enemy at close range. With the target in sight, the qi'nok inflicts an injury on himself (cutting with a dagger, stabbing with a sword, bashing with a rock, etc.), taking all damage normally. The same damage is immediately applied to the target, ignoring any armor and wounding the same location the qi'nok wounded. For example, if a qi'nok stabs himself in the left hand with a blade for 3 points of damage, his target's left hand will begin to bleed and he will take 3 points of damage. The target may make a Will save (DC 15 + the qi'nok's character level) to negate the effects of the ability. The qi'nok still takes the self-inflicted damage.

Contagion: At 3rd level, a qi'nok can cast *contagion* once per day, then once more per day for every three levels he acquires. The qi'nok's caster level is equal to his character level.

Dominate Monster: At 5th level, a qi'nok can cast *dominate monster* once per day,

then once more per day for every three levels she acquires. The qi'nok's caster level is equal to his character level.

Scorch: This spell-like ability causes the qi'nok and one target he is touching to burst into flame. The flame does 1d6 points of damage per class level of the qi'nok. The damage is applied to both the qi'nok and the target. The flame vanishes if the contact between the qi'nok and the target is broken. At 7th level, a qi'nok can use scorch once per day. The target cannot save against this ability.

Earthspears: Using this spell-like ability, a qi'nok causes sharp spears of stone to shoot up out of the earth, impaling those above them. This ability can only be used on a patch of soil (it doesn't work inside buildings with floors or on stone-paved streets) within short range of the qi'nok. The ability generates 2 spears for each of the qi'nok's class levels. They appear one foot apart from each other in a circle centered on the target of the ability. Each spear is six feet tall and does 1d6 points of damage. Characters caught in the area when the spears erupt may make a Reflex save (DC 15 + the qi'nok's character level) for half damage.

VERMEN



VERMEN

The energies of the outer planes continually seep into the Material Plane. Whether by clerics channeling the powers of their gods or arcane casters shaping the primal disorder of the energy planes, there is a small but constant flow of alien force into the mortal realms. Occasionally, these forces accidentally create a new race. And sometimes, it happens by design.

A few centuries ago, a demon prince of considerable power was actively involved in a series of complex plots impacting the mortal world. He found himself continually opposed by animen (see page 17)—why they seemed to focus on him, he never learned. The fact is, they had no idea he was behind the evil they were facing; they were just trying to protect their homeland. The demon prince was angered and decided to do something about it. He took a cabal of his most loyal cultists and exposed them to energies from his home plane, altering them at a fundamental level and creating the race of vermen. Shortly thereafter, he was distracted by events closer to home and forgot about his creations entirely. Such are the ways of demons. Nonetheless, the race he created lives on.

A race of twisted, evil, insect-headed humanoids would seem a ripe target for wars of

genocide, but their creator left them a gift—he ability to cloak themselves in illusion, to walk among men without raising suspicion. With this gift, they are able to infest castles and cities, working to destroy from within.

Personality: Vermen are usually treacherous, sadistic, cruel, greedy, and vile. Even the best of them are difficult companions. They are not exceptionally violent or warlike but only because they prefer to see someone else being hurt. They live by deceit, spending most of their adult lives cloaked in the semblance of another being. They were made to advance evil and destroy order, and most take to their heritage with blood-red joy and venomous enthusiasm. Of course, there are exceptions, but they are so few and far between that they're little more than legends.

Physical Description: In their natural form, vermen are humans with the heads of arthropods or worms. From spider to scorpion to slug, each possesses a visage fit to drive most men mad. This head is scaled to the rest of their bodies. The species whose head a verman bears is called his aspect: Thus, a verman might have an ant aspect, a scorpion aspect, or a slug aspect. There is no general pattern or relationship between a verman's aspect and his personality—an ant-aspected verman



is not necessarily a hard worker, nor is a slug-aspected vermen any slower moving than any other. However, most vermen have at least one trait which relates to their aspect (see Verminous Traits).

While most vermen do not possess any other insectile features, the chaos of their creation occasionally results in vermen with crab claws for hands or splayed insect-like feet. These features cannot be hidden by their innate disguise ability and must be dealt with via mundane means such as gloves, boots, or illusion magic.

In all other respects, vermen are humanoid, following human patterns of height and weight. Physically, vermen are warm-blooded mammals.

Vermen tend to breed slowly, producing at most two or three children in a lifetime. They do not raise their own offspring. Instead, they remove newborn human children and leave their own children in their place, and then pay no attention to them until the second birth.

The "second birth" is the verman term for their coming of age, the time at which they become aware of who they are. Vermen appear fully human until adolescence. At some point between the ages of 12 and 16, they develop a vicious fever followed by fits of coughing and agonizing headaches. After a week or more, they are compelled to flee as deep underground as they can—usually into the sewers and undercities of

their home town. There they spend a month metamorphosing into their final form. If the vermen are long established in a city, there may be others to guide the process and guard the helpless larva as they transform; otherwise, they must fend for themselves.

Even after that time, there is no recognition of family bonds among vermen. A verman is never concerned with whether or not another is his parent, sibling, or child. After the second birth, the newly aware verman almost always abandons his foster family as well, leaving them to believe the son or daughter simply ran off one night and vanished.

The average verman lifespan is 70 to 90 years, but very few ever die of old age. There are also the rare Eternal Crawlers—perhaps one verman in a hundred has a lifespan approaching a millennium. Such individuals are often at the root of ten thousand plots and conspiracies, some stretched out over centuries.

Vermen survive among men and other races due to the Veil, an innate spell-like power that enables them to cloak their features in a seeming of humanity.

There are two drawbacks to the Veil. First, the verman must drop it for at least four hours a day, though this does not need to be a continuous stretch of time. This is rarely done when sleeping, unless the verman feels exceptionally secure. Usually, it is done when the verman is awake and alone, and does not expect to be disturbed. The Veil can be raised in one second, but the verman must be conscious and not surprised, flat-footed, or stunned in order to do it.

Second, vermen cannot truly eat when wearing the Veil. They can seem to eat, and will in fact consume food, but they do not derive nourishment from it. To truly eat as his nature demands, a verman must drop the Veil and consume living prey—rats, fish, worms, anything, so long as it is an animal and is alive when it is consumed. Fortunately, only about half a pound of such food each day is needed to survive. Even vermen of the most saintly demeanor must feed in this fashion.

Relations: The fact that vermen exist as a race, and not as isolated aberrations, is a closely guarded secret. Therefore, the race as a whole doesn't really have relations with other peo-

ples. On an individual level, a verman will happily befriend, exploit, and then kill (or just abandon, if killing is too much bother) anyone of any race. The exceptions to this rule are the animen (see page 17). Vermen were created as funhouse distortions of the animen, and both races have an instinctual and furious hatred for each other. Gnomes and dwarves have occasionally come upon the verman hives that exist under some cities, but they have no concept that the race lives primarily on the surface—as far as they're concerned, vermen are just another annoying infestation of the subterranean world.

Alignment: Vermen are usually chaotic evil. The energies of the Abyss ebb and flow in their blood, and it taints their every action. Perhaps once in a generation a verman will turn away from his heritage.

Verman Lands: Generally, vermen have no lands of their own. They live and grow within the largest cities, changelings planted within unsuspecting human families. When they undergo the second birthing, they know how to seek out their fellows and learn the secret of their own existence.

In very old and very large cities, there may exist an undercity of vermen, perhaps equaling 1/500 of the total population. Under the streets, under even the sewers and crypts, they have, over the centuries, built a hive, a warren of tunnels and chambers. Here they practice dark arts, train the newly reborn, and take prisoners for a long and exceptionally unpleasant death.

Religion: The vermen are the deliberate spawn of a demk lord, created in a fit of fury when his plans were destroyed by a small group of animan adventurers. After warping a group of cultists with abyssal energies and creating the verman race, he found his attention drawn elsewhere and no longer pays his offspring much heed. Thus abandoned by their creator, the vermen turn to other demonic entities, human gods of evil, and anyone else willing to have them as worshippers.

Language: Vermen speak their own language and Abyssal. They can also speak Chitnian, the "common tongue" of insects and arthropods.



Names: Vermen use the names they were given by their adoptive families. They also learn a secret name upon completing the second birth, which they keep to themselves and use only in magical rites or as a sign of absolute submission to a superior. Such names tend to be harsh and chattering, such as Chikchik, Karrak, Kirriklick, or Rakkak.

Adventurers: If the goal is to spread evil and misery, it will be easy to find a (disguised) verman willing to come along. For that matter, if the goal is to spread goodness and order, it will likewise be easy to find a verman willing to come along—and sabotage the expedition. With gifts for rogework and arcane sorcery, vermen are capable of offering a great deal to a party of adventurers.

Of course, there is always that one verman in a generation who revolts against his inheritance. Such vermen tend to travel disguised as well, but they usually (after a great deal of soul-searching and angst) reveal their true natures to their comrades.

Perhaps it is the consequence of the long time they have lived abandoned by their creator, but there is a growing movement, called the Unveiled or the Unveilers, which advocates dropping their secretive lifestyle and revealing themselves to the world. Only a tenuous loyalty to their own kind keeps these vermen from openly revealing themselves, but an

individual verman who follows the unveiled path may be more open with comrades after a shorter period of time than is considered typical—or wise. Vermen in general consider the Unveiled to be a threat to the species and will kill anyone who openly proclaims loyalty to their ways.

A player who wishes to create a verman character should keep this fact from other the players. The character should strive to appear in all ways as if he were a normal human of his class. Even good or neutral vermen are very hesitant to reveal their true natures to others.

VERMAN RACIAL TRAITS

- **+2 Dexterity, +2 Constitution, -2 Charisma:** Vermen are agile and tough, but their racial instinct to remain hidden and plot from the darkness reduces their ability to project their personality in encounters with others.
- **Medium-size:** As Medium-size creatures, vermen have no special bonuses or penalties due to their size.
- **Verman base speed is 30 feet.**
- **+2 racial bonus on Hide, Listen, and Gather Information checks:** Vermen prefer the shadows but always watch the light.
- **Vermen have access to much secret lore.** Non-rogue vermen may learn Decipher Script as a cross-class skill.
- **Darkvision:** Vermen can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and vermen can function just fine with no light at all.
- **Frightful Presence:** When a verman Unveils himself, his inhuman nature will likely terrify anyone not well prepared for what they are about to see. Anyone viewing the verman must make a Will save with a DC of 10 + one-half the verman's Hit Dice + the verman's Charisma modifier. A character who fails the save becomes frightened or shaken. The character receives a +2 cumulative circumstance bonus on the Will save for each time he has encountered vermen. When this bonus reaches +10, no further saves are necessary. This ability is otherwise identical to the frightful presence special attack (MM 8).

- **Veil of Manseeming:** This is the power that enables the vermen to remain a hidden race. After the second birth, a verman gains the ability to disguise his true appearance. The actual features always match the gender of the verman and the ethnic mix of the community in which he was born, but generally do not resemble the features the verman shed upon discovering his true nature. Attempting to see through the Veil requires a Will save (DC 35), and there must be some reason to suspect the verman of not being what he seems. Races that can innately penetrate illusions, or anyone using *true sight* or similar spells, will not be fooled by the veil. A *dispel magic* will destroy the Veil but only for 2d4 rounds. The Veil is a pattern illusion (PHB 158).
- **Verminous Nature:** Vermen are considered to be vermin as well as humanoids for purposes of magical effects. They are immune to mind-influencing effects, including charms, compulsions, phantasms, patterns, and morale effects.
- **Restricted Diet:** Vermen must eat at least a half pound of live food per day in order to survive. They cannot derive nutrition from dead food or plants.
- **Improved Sneak Attack:** Vermen are especially good at hitting someone when he isn't looking. Any verman with the sneak attack ability receives a +1 bonus to damage for every five character levels.
- **Abyssal Mien:** There is obviously something "wrong" with vermen. This unnatural aura gives them a -2 racial penalty to Handle Animal, Ride, and Animal Empathy checks.
- **Verminous Traits:** Every verman retains some part of his ancestry, which is expressed in a variety of ways. At 1st level, a verman may pick one of the following special abilities. Aspects that are especially likely to have the ability are noted as well.

Mandibles: The verman has fangs, mandibles, or pincers. These natural weapons cause 1d4 points of normal damage as an unarmed attack (ant, spider).

Chitin: The verman's skin is tougher than mere flesh. He gains a +2 toughness bonus to Armor Class (beetle, snail).

Scurry: The verman gets out of the way quickly. He gains a +2 racial bonus to Reflex saves (fly, cockroach).

Survivor: The verman is exceptionally resistant to physical assault and gains a +2 racial bonus to Fortitude saves (cockroach).

Poison: The verman produces a vile toxin. Once per day, the character can spit this venom up to 10 feet. The poison has a DC to resist equal to $10 + \frac{1}{2}$ the verman's hit dice + the verman's Constitution modifier. It causes 1d4/1d4 Con damage. For every four of the verman's character levels, add +1 to the damage. For example, a 4th-level character's poison would cause 1d4+1/1d4+1 Con damage, and an 8th-level character's poison would cause 1d4+2/1d4+2 Con damage (scorpion, spider).

Extreme Revulsion: The verman is even more disgusting than most of his race. The DC to resist the frightful presence ability is increased by 5.

Web: Once per day, the verman can create a *web*, as per the arcane spell, with the exceptions that the range is Close (25 ft+2 ft./level) and the radius is only 5 feet. The *web* is treated as if it were cast by a wizard of the verman's Hit Dice or character levels, up to a maximum of 8th level (spider).

Wallcrawler: The verman can scurry along walls with ease. He can climb at 1/2 his base speed and receives a +8 racial bonus on Climb checks (fly, cockroach).

Hard to Kill: The verman simply doesn't know how to die. He has a 15% chance each round to stabilize each round and does not die until his hit points drop to -15.

- **Favored Class: Rogue.** A multiclass verman's rogue class does not count when determining whether he suffers an XP penalty for multiclassing. Vermen depend on stealth and deception to conceal their true identities.

- **Level Equivalent:** Class levels +3.

VERMAN CORRUPTER

The corrupter is a truly vile being, an individual who has dedicated his life to inflicting suffering and who has made bargains with entities of the outermost realms. Corrupters exist to undermine, corrupt, corrode, and rot. They gain limited magic of their own but do not advance in any prior spellcasting class, so corrupters tend to begin their careers as rogues or fighters.

Corrupters gain their powers through service to an evil outsider. Corrupters who cast divine spells should make sure their actions as corrupters are likely to advance the cause of their deities.

Hit Die: d6.

REQUIREMENTS

To qualify to become a corrupter, a character must fulfill all the following criteria.

Race: Verman.

Alignment: Neutral evil or chaotic evil.

Base Attack Bonus: +4.

Bluff: 4 ranks.

Sense Motive: 5 ranks.

Gather Information: 6 ranks.

Intimidate: 6 ranks.

Forgery: 6 ranks.

Special: The verman must contract, and survive, a potentially lethal disease or take at least half of an ability score in damage from poison. For example, if the character has Dexterity 14, he must have been reduced to Dexterity 7 from poison.

The verman must also have betrayed a trust in such a way that the person who was betrayed was killed due to the betrayal but not by the hand of the betrayer. Furthermore, this act must have been committed solely to become a corrupter.

CLASS SKILLS

The corrupter's class skills (and the key ability for each skill) are Alchemy (Int), Appraise (Int), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Innuendo (Cha), Intimidate (Cha), Listen (Wis), Profession (Wis), Read Lips (Dex), Search (Int), and Sense Motive (Wis).

Skill Points at Each Level: 6 + Int modifier.

CLASS FEATURES

All of the following are class features of the corrupter prestige class.

Weapon and Armor Proficiency: The corrupter is proficient with all simple weapons and with light armor.

Spells: The corrupter gains access to a limited number of spells, all of which revolve around his purpose and passions—destruction, confusion, and decay. The corrupter must have a Wisdom score of at least 10 + the spell's level to cast it and gains bonus spells for a high Wisdom. The corrupter must prepare spells as a cleric.

Plaguetouch: The corrupter can cast *contagion* as a spell-like ability once per day, increasing to twice per day at 5th level and three times per day at 10th level. The corrupter's caster level is equal to his character levels.

Cloak of Lies: The corrupter can alter his aura to appear as any alignment he wishes for the purposes of any spells or abilities that detect alignment.

Schadenfreude: The corrupter lives to corrupt. If he succeeds in destroying a person's life without directly harming the victim, the character gains XP as if he had defeated the victim in combat.

Unholy Health: The corrupter gains a +6 toughness bonus on Fortitude saves against poison or disease.

Alter Veil: While most vermen have only a single seeming, a corrupter can change the appearance of his Veil once per day. Simply changing to another set of human features can be done at will; changing to mimic a specific person requires a Disguise check. The result of this check is the DC of any Spot checks made to notice the disguise.

Venomous Touch: The corrupter exudes poison from his skin. This enables him to gather one dose of nerve toxin (1d8/1d4 Dex, DC 15 + corrupter's level + corrupter's Con modifier) per day. This toxin can be placed on weapons. Alternatively, once per day, the corrupter can cause any food or drink to be tainted with the

same venom merely by touching it briefly. A single serving of food can be affected in this manner.

Corrosive Skin: At 7th level, the corrupter can cause his flesh to become acidic and corrosive. Any non-magical weapon that damages the corrupter takes 3d6 points of damage. Anyone touching the corrupter's bare skin takes 1d4 points of damage. This ability can be used once a day and lasts a number of rounds equal to 1d4+the corrupter's Con modifier.

Touch of Centuries: At 9th level, the corrupter gains a limited control over the most corrosive and destructive force known—time itself. While he cannot directly affect living things, he can cause unliving things (including constructs) to suffer rapid aging. This is not easy for him to do, however. For each point of temporary Con damage he takes, the corrupter causes any object to permanently lose 1d4 Hardness and take 2d6 points of damage. Against constructs, he can do 4d6 points of damage with a successful touch attack. The corrupter can only expend one point of Constitution per round. This ability manifests as a rippling in the air at the point of contact, then a rapidly spreading rust, rot, or decay (as appropriate to the material being aged).

Twist the Soul: Using this most-feared ability, a corrupter selects a specific individual to "twist." The process is slow but can be very effective. To use the ability, the corrupter must spend at least one hour a day and at least four days a week with the victim, engaging in conversation, working or traveling together, and otherwise peacefully interacting. At the end of the first week of such close contact, if the corrupter expends 100 XP per level of the victim, the target must make a Will save (DC 10 + corrupter's level + corrupter's Charisma modifier). If he fails, the victim's alignment shifts one step towards that of the corrupter (lawful to neutral to chaotic, good to neutral to evil). The corrupter can repeat this ability until the victim's alignment matches his own. If the victim makes the Will save by less than 10, he is unaware of the intention of the corrupter. If the victim succeeds by 10 or more, he is suddenly aware of exactly what the corrupter is trying to do and may act accordingly.

Infernal Taint: By 10th level, the corrupter has truly become an entity of evil. He gains the

fiendish template (MM 211) and uses his class level to determine any level-based benefits.

CORRUPTER SPELL LIST

Corrupters choose their spells from the following list:

1st—*cause fear, change self, charm person, doom, grease, misaligned aura**, ventriloquism.

2nd—*blindness/deafness, darkness, desecrate, misdirection, rewrite**, shatter, suggestion, warp wood.

3rd—*bestow curse, confusion, deeper darkness, fatal error**, fear, giant vermin, invisibility.

4th—*charm monster, hallucinatory terrain, poison, rusting grasp, unholy blight.*

Spells marked with an asterisk are new spells, detailed below.

MISALIGNED AURA

Illusion

Level: Corrupter 1

Components: V, S

Casting Time: 1 action

Range: Close (25 feet + 5 ft./2 levels)

Target: One person

Duration: 1 hour per caster level

Saving Throw: Will negates

Spell Resistance: Yes

Misaligned aura allows the caster to cause the target's alignment to appear as other than it truly is. Thus, to casters of the appropriate spells, the corrupter can make a paladin appear chaotic evil. Most often, though, this spell is used on a randomly chosen bystander when the corrupter wishes to deflect suspicion. Combined with cloak of lies, this spell guarantees that attempts to locate the caster by means of alignment will fail.

REWRITE

Transformation

Level: Corrupter 2

Components: V, S, M

Casting Time: 1 action + time to dictate contents (about 2 minutes per page)

Range: Touch

Target: 1 page of written text per level

Duration: 1 day per level

Saving Throw: None (see text)

Spell Resistance: No

THE VERMIEN CORRUPTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save
1	+0	0	0	+2
2	+1	0	0	+3
3	+2	+1	+1	+3
4	+3	+1	+1	+4
5	+3	+1	+1	+4
6	+4	+2	+2	+5
7	+5	+2	+2	+5
8	+6	+2	+2	+6
9	+6	+3	+3	+6
10	+7	+3	+3	+7

Special

Plaguetoach*1, cloak of lies, schadenfreude

Unholy health

Alter veil

Plaguetoach*2

Venomous touch

Corrosive skin

Twist the soul

Touch of centuries

Infernal taint, plaguetoach*3

Spells Per Day

1	2	3	4
0	—	—	—
1	—	—	—
1	0	—	—
1	1	—	—
1	1	0	—
1	1	1	—
2	1	1	0
2	1	1	1
2	2	1	1
2	2	2	1

This spell has been used to bring down kingdoms and destroy cities. In the hands of a skilled corrupter, it is deadlier than a *meteor swarm*. Yet it is a relatively simple spell—all it does is change the text of a document. When the spell is cast, the ink on the page becomes liquid and flows into an irregular blob near the bottom of the page. As the caster dictates, the ink crawls back along the page, writing what the caster speaks—but in the handwriting of the person who wrote the original document. All seals, signs, signatures, and so on remain intact. When the casting is done and the altered document is complete, the caster must make a Forgery check. The result of this check becomes the DC of detecting the rewritten text, if a reader thinks to use his own Forgery skill to do so.

FATAL ERROR

Enchantment (Compulsion)

Level: Corrupter 3**Components:** S**Casting Time:** 1 action**Range:** Close (25 feet+5 ft./2 levels)**Target:** One person**Duration:** 1 round per level or until successful attack (see text)**Saving Throw:** Will negates**Spell Resistance:** Yes

When this spell is cast, the target becomes rather dangerous to his friends and allies. Anytime he fails an attack roll by more than five, he instead strikes his nearest ally. This causes the spell to be dismissed.

ITTAKKENS

ITTAKKENS

Ittakken are a race of giant, sentient insects. Their clans can be found inhabiting a wide variety of habitats. The combination of their natural intelligence and fortitude grant them the ability to adapt and thrive in just about any ecological niche.

Their utterly inhuman appearance and culture often causes them to be feared and shunned by the other races, but those who can accept the ittakken's presence will often benefit greatly from their strength, communal accomplishments, and unusual talents.

Personality: From the moment of their birth, ittakken possess a permanent, supernatural mental connection to their queen. Although the queen's mind may be elsewhere, she is never far from her people, and this connection shapes an ittakken's life and personality. In some ways, an ittakken and its queen are like two halves of the same person. Some ittakken compare this telepathic bond to a personal connection with a deity.

Despite this telepathic bond, ittakken are individuals. A wide range of personalities will be found within any given clan. In rare cases, a queen will attempt to quash all individuality, distorting the personalities of her people. Such clans are generally shunned by other ittakken

and sometimes violently opposed.

Of the ittakken who venture beyond the society of their clan, two types are most prominent. Those who are most likely to take up a life of adventuring are often calm and collected—in some ways even timid. This behavior is a result of the extreme care they must take in dealing with other races for fear of hurting them or damaging physical property. At the other extreme are ittakken who use their physical prowess to bully the “lesser races” around them. These ittakken are to be feared and are often the cause of the ittakken's poor reputation in many communities. Ittakken of this nature often become the targets of good-aligned adventuring parties, rather than their members.

Physical Description: Ittakken workers and warriors are, on average, 11 feet long at full extension. Ittakken scouts tend to be slightly shorter, averaging between eight and nine feet long. An ittakken's body is typically jet-black with a bluish sheen and is composed of three segments: the head, the thorax, and the abdomen (in that order, from front to back). An ittakken has six legs: two pairs on the abdomen and a third pair of thoracic legs.

A scout's wings are usually a translucent



purple, as long as the ittakken's body, and half as wide (with a gentle taper). The wings are located on the back of the thoracic region.

Ittakken can comfortably bend their bodies at a 90° angle between their thorax and abdomen, allowing them to raise their third pair of legs. The manipulators on the end of these limbs can then be easily used as hands. All six pairs of legs have manipulators. Some ittakken have learned to balance on their front two legs, while raising their abdomen in order to make four "arms" available.

Ittakken mature extremely rapidly, becoming fully functioning adults in a single year. This is possible primarily because of the mental connection to the queen.

Relations: Ittakken are, as a general rule, a reclusive race. Most ittakken are uncomfortable beyond the society of their clans, in no small part because they are not used to dealing with intelligent creatures with whom they do not share some sort of mental bond. This attitude is further enforced by the fear and distrust the ittakken are met with in many humanoid communities.

Of course, not all humanoids react with fear or prejudice toward the ittakken. Nor are all ittakken harmless martyrs: In many cases, ittakken clans have waged vicious war on humanoid neighbors.

Alignment: Ittakken society is, as one might expect, extremely orderly, and most ittakken tend to be either lawful or neutral. As for good and evil, the vast majority of ittakken will hold beliefs that are similar

(no more than one step removed) to their queen's.

Ittakken Lands: Ittakken can be found throughout the world. They are tunnelers, burrowing their way beneath the earth. They live in a number of different environments, ranging from the great ittakken hill dwellers of the plains, to the stone crawlers of the mountains, to the ice carvers who dwell within the glaciers of the north. Several ittakken communities even live in treetop villages in the deep jungles.

Most ittakken live in a community defined entirely by their clan. The clan is composed of all the ittakken who share a telepathic bond with a particular queen. Some ittakken communities are made up of multiple clans, and there are even rumors of clanless communities.

Ittakens of a clan are either clan sons (meaning they were born of the clan's queen) or clan brothers (meaning they were born of another queen and have since joined the clan). Clan brothers are exceedingly rare in most ittakken societies.

Ittakken queens give birth to all of the ittakens, who are individually sexless. The queens mate only with ittakken kings and almost never with kings of their own progeny, unless this is necessary due to isolation from other clans. While ittakken queens are immortal and new queens are extremely rare, ittakken kings live for only two years. At the end of a king's first year of life (when he is mature), he will leave the queen's nest and begin his journey—often accompanied by an honor guard—searching for a queen who will welcome him into her nest as a mating partner.

Ittakens are born into one of three castes: the worker caste, the warrior caste, or the scout caste. Though they do play some role in defining an ittakken's life (a member of the warrior caste, for example, is usually more physically adept at fighting than a worker or scout), they do not define an ittakken's existence. The only exceptions are certain extremely conservative ittakken societies—the societies individual ittakens are most likely to flee. In most communities, it is not uncommon to see a warrior ittakken working as a blacksmith's apprentice or to see a worker serving in the Queen's Guard.

Religion: For whatever reason, there are no gods of the ittakken race. As a result, many ittakens do not worship any god. Those ittakens who do follow a god are often members of a clan that has become religious through its queen. More commonly, however, individual ittakens find gods in their own ways. Ittakens who leave the clan society are more likely to worship a god than those who do not.

Language: The ittakken language is not meant to be spoken by humanoid tongues, and the reverse is also true. The ittakens have found a way around this problem through the use of their language pendants.

Names: Like their language, ittakken names are not truly pronounceable by humanoid tongues. Most ittakens who find themselves in the company of other races adopt new names.

Frequently these names will be the mental “taste” or “description” the queen has given the ittakken. This name can be extremely literal (Worker Nine, Southern Counter) or relatively fanciful (Red Delight, Black Madonna, Sweet Torrent), depending on both the queen and the ittakken in question. In other cases, the ittakken will simply choose a name that appeals to it, either one from the culture with which it is interacting or a random string of appealing syllables.

Adventurers: Ittakens who follow the path to adventure are frequently those whose souls are drawn by an irresistible wanderlust; their place is not with the clans but in the world at large.

Some ittakken adventurers are clanless, those who have, through one misfortune or another, lost their queen and been unable (or unwilling) to gain a new one. To other ittakens, these unfortunates are like cripples who are effectively homeless outcasts.

ITTAKKEN RACIAL TRAITS

- +2 Strength, -2 Wisdom, -2 Charisma.
- Ittakken base speed is 40 feet when moving on four legs. When moving on six legs an ittakken's base speed is 80 feet. An ittakken cannot perform a charge on six legs unless performing an unarmed attack.
- Large: As Large creatures, ittakens gain a -1 size penalty to Armor Class, a -1 size penalty to attack rolls, and a -4 size penalty on Hide checks. However, they are able to use larger weapons than humans use, and their lifting and carrying limits are twice those of Medium-size characters.
- Telepathy: Ittakens have a permanent, supernatural mental connection to their queen. At a distance of up to 25 miles, the ittakken and queen are capable of any sort of mental exchange. At distances between 25 miles and 250 miles, the communication between the ittakken and queen is limited to messages that could have been sent verbally. Beyond 250 miles, no cogent communication is possible, although the ittakken is vaguely aware of the queen's presence in his mind, and vice versa. The queen would know, for example, the instant any of her ittakens were killed, even if they were more

than 250 miles away from her. Direct communication from one ittakken to another is impossible, although the queen can serve as a conduit for such communication. This link is not severed by planar boundaries unless those boundaries prevent interplanar magical effects. The bond is lost in areas where magic is suppressed or negated (such as an *antimagic field*).

If the mental connection between an ittakken and a queen is broken or suppressed for any reason, the ittakken must make a Will save or fall into a catatonic state for 2d10 minutes. At the end of that duration, the ittakken may make another saving throw to see if it can regain consciousness. A new saving throw to regain consciousness can also be made as soon as the connection is reestablished. An ittakken who is suffering from a broken connection to the queen must make a new saving throw every 10 minutes or slip into the catatonic state.

The DC for the Will save is as follows:

Distance	Saving Throw DC
<10 ft.	35
11–100 ft.	30
101 ft.–1 mile	25
1–25 miles	20
26–250 miles	15
251+ miles	10

An ittakken may attempt to voluntarily shut off the telepathic link. Doing so successfully requires a saving throw as if the link had been broken. A failure places the ittakken into a catatonic state for 2d10 minutes, and the link remains in place. An ittakken who has voluntarily broken its link must make a new Will save every day; failure indicates that the queen has reestablished the link.

If the queen wishes to shut off the link, only a single saving throw is needed. A failure indicates catatonia for 2d10 minutes, after which the link is broken. The queen can attempt to reestablish contact at any time, although the ittakken may choose to resist (prompting daily saving throws).

An ittakken whose link has been broken with one queen may be “adopted” by another queen. A queen can never force an ittakken who is not her own to link with her.

The link between queen and ittakken also grants the ittakken some limited access to the queen’s skills. Of course, if the queen is engaged in active communication with an individual ittakken, she can provide the results of whatever Knowledge skills she possesses. Even if the queen is not actively communicating with an ittakken, however, the ittakken still gains an advantage to its own skill checks based on the strength of the mental connection as shown in the following table:

Distance	Skill Check Bonus
0–25 miles	+2
26–250 miles	+1
251+ miles	+0*

* Although no bonus is given, the ittaken is still able to use a skill untrained, even if he would normally not be able to use that skill untrained.

- **Mental Strength:** Due to the telepathic bond with its queen, an ittakken gains a +2 racial bonus to Will saves against mind-affecting spells and effects.
- **Unusual Body Type:** Ittakken generally don’t wear armor, and those ittakkens who wish to wear it will usually have to have it specially made. Ittakken armor costs 5 times as much as normal armor of the same type.
- **Unusual Hands:** Ittakken manipulators are not the same as humanoid hands. Ittakken can use simple melee weapons and simple thrown weapons without penalty. Any attempt to use a non-thrown simple ranged weapon or any sort of martial weapon suffers a –4 penalty. This penalty can be overcome if the weapon was specifically designed for ittakkens (in which case it gives humanoids who attempt to use it a –4 penalty). The penalty can also be overcome if the ittakken takes the Exotic Weapon Proficiency feat for that weapon.
- **Intimidation:** Ittakken gain a +2 racial bonus on their Intimidate checks against humanoids.
- An ittakken character automatically starts with an ittakken language pendant.
- **Automatic Languages:** Common and Ittakken. **Bonus Languages:** Draconic,

Dwarven, Gnome, Terran, and Undercommon.

WARRIOR

- **Claws:** Ittakken warriors possess razor sharp claws on their manipulators. A warrior's unarmed strike damage is 1d6. Unlike normal unarmed strike damage, this damage is not subdual damage. An ittakken's Strength modifier is applied as usual to this damage. If ittakken warriors wish to make unarmed attacks for subdual damage, they must do so as if using a weapon that deals normal damage, suffering a -4 penalty on their attack roll.
- **Natural Armor:** Members of the warrior caste have a +6 natural bonus to their Armor Class.
- **Favored Class:** Fighter.

WORKER

- **Digging:** Ittakken workers are capable of burrowing with a speed of 10 feet. Workers cannot run or charge while burrowing.
- **Natural Armor:** Members of the worker caste have a +4 natural bonus to their Armor Class.
- **Favored Class:** Fighter.

SCOUTS

- **Flight:** An ittakken scout can fly 60 feet (good).
- **Natural Armor:** Members of the scout caste have a +2 natural bonus to their Armor Class.
- **Favored Class:** Rogue.

ITTAKKEN LANGUAGE PENDANT

Just as the humanoid tongue is not made to pronounce the language of the ittakkens, so the ittaken vocal instrumentation is not made to pronounce humanoid languages. In order to overcome this problem, an ingenious ittakken created language pendants. A language pendant is powered by the telepathic link with an ittakken's queen; essentially, the queen links the ittakken's mind to the pendant, allowing the ittakken to express itself through the pendant's unique magic. A pendant is usually given to the ittakken at a very young age.

An ittakken without a pendant is incapable of communicating in any language other than Ittakken (even if the character has learned other languages). If an ittakken's connection to the queen is broken—voluntarily or otherwise—the pendant becomes inert. An ittakken wearing a language pendant can speak any language it knows.

Some ittakken clans eschew the pendants, either deliberately (holding that contact with non-ittakken races is a corruption of the ittakken) or simply because they have not encountered the pendants before. *Caster Level:* 3rd; *Prerequisites:* Craft Wondrous Item, *comprehend languages*; *Market Price:* 500 gp; *Weight:* 1 lb.

ITTAKKEN HANDS

Some ittakkens have learned to balance on their front two legs, raising their abdomen in order to make four "arms" available for use.

Prerequisite: Must be an ittakken.

Benefit: You have four hands. As a move-equivalent action, you can balance on your thoracic legs, raising your abdomen in order to make four "arms" available for use. When using this ability to attack with four weapons, you are considered to have one "primary" hand and three "off" hands.

Normal: Without this feat, an ittakken character is limited to using only its thoracic limbs.

Special: If the ittakken possesses the Ambidexterity feat in addition to this feat, they are considered to have two "primary" hands and two "off" hands, in addition to the other benefits of the Ambidexterity feat.

MAHKIM

Mahkim are a race of humanoid, four-armed swamp-dwellers. The cold-blooded race somewhat resembles amphibians (similar to frogs), but their biology is actually closer to that of reptiles. Mahkim are a deeply spiritual people who are nevertheless willing to wage bloody war in defense of their homes and families. Enemies who see them merely as simple, nature-loving swamp folk live just long enough to regret making that mistake.

Personality: To understand mahkim, one must understand the *nashan*. Put simply, a mahkim's nashan is his clan or extended family unit. But unlike true family clans, into which a member must be born or married, nashans are open to all. Any mahkim may join any nashan, but this is never done lightly. For in mahkim society, nothing is more important than the safety and well being of one's nashan.

As a member of a nashan, a mahkim is expected to do whatever is necessary to protect and improve the lives of every other member of the nashan. This is the focus of the mahkim's life; he will fight and die to protect his nashan.

Members of one nashan may "adopt" another nashan. In doing so, the mahkim dedicate themselves to protecting and serving *both* nashans. This is a heavy responsibility, but

it brings honor to the mahkim taking on the responsibility.

The practice of adopting additional nashans originated as a way to ensure peace between rival nashans. Today, it still serves this purpose, but adventurous young mahkim are leaving their homes to adopt nashans outside of mahkim society. The elders encourage the practice, as it brings new allies and resources into their culture.

Physical Description: Mahkim are about the size and shape of humans but have four arms instead of two. Mahkim heads are also wider than those of humans, with wide-set eyes, small noses, no external ears, and oversized mouths that give them a frog- or turtlelike appearance. The skin of a mahkim is smooth and hairless, with colors ranging from dark brown to light green. A mahkim's skin is usually a mottled mix of two or more shades. Skin patterns (such as stripes and spots) are common but usually centralized on the back, chest, or shoulder area. Specific skin patterns are hereditary. Mahkim fingers and toes are webbed, though not to the point where it interferes with their balance or dexterity. While among their own kind, mahkim wear little or no clothing save for belts and sashes with compartments for holding their possessions.

Mahkim reach maturity around 20 years of age and often live another 80. They range in height from five to six feet tall and weigh between 120 and 200 pounds.

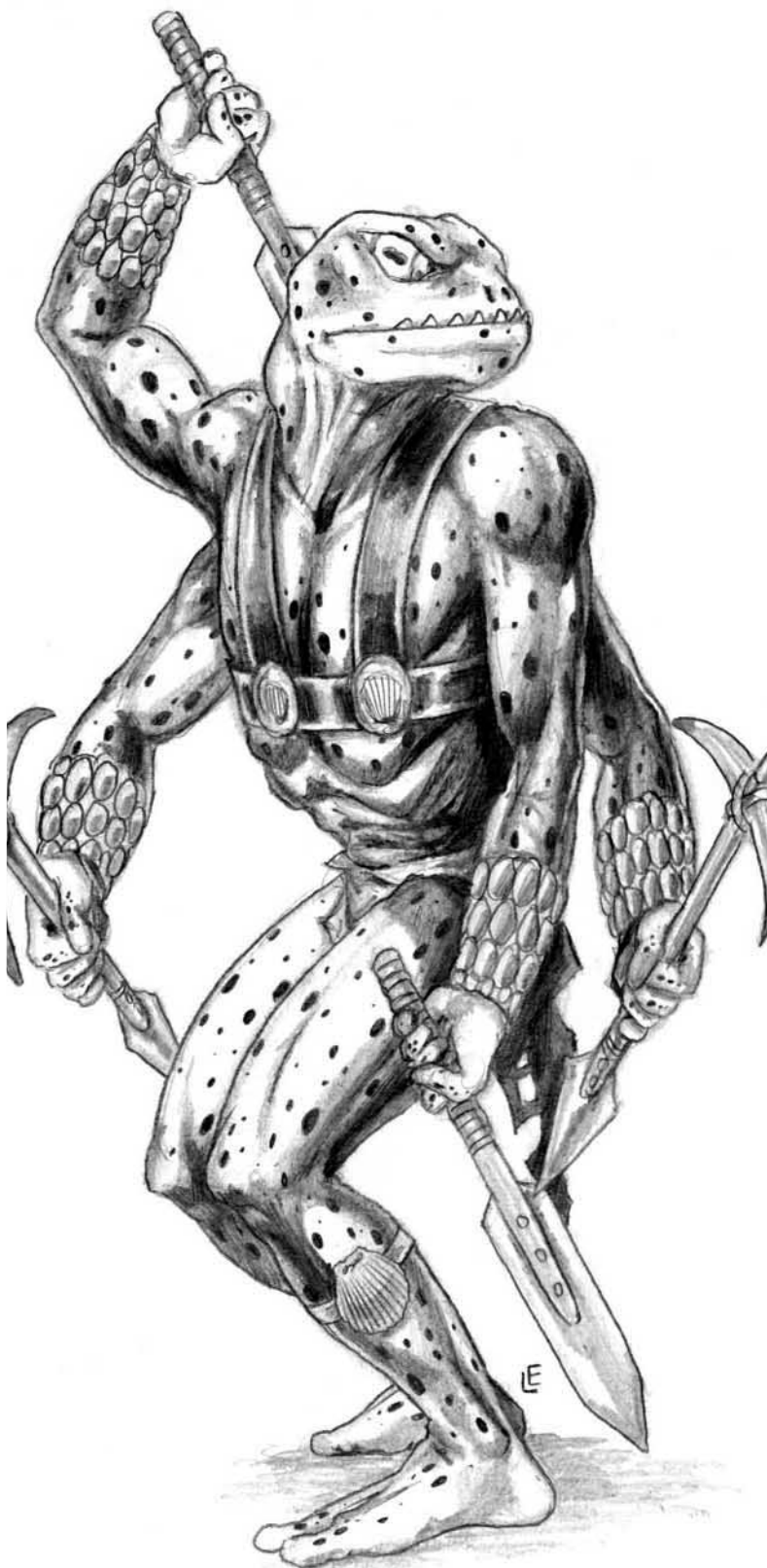
Relations: Most mahkim prefer to live in the company of their own kind, forming small villages in swampy areas. Nevertheless, they are good neighbors to those around them (regardless of race). If provoked, however, they can be terrifying enemies.

Trade is common between mahkim and their neighbors, and mahkim will do anything they can to help their allies in times of trouble.

Alignment: Mahkim alignment varies from one region to another, but tends toward good. Evil mahkim are not unheard of, though they are uncommon. Individual mahkim turn towards evil for the same reasons that any one else will do so (greed, powerlust, etc.), while entire villages occasionally turn evil as a result of constant warfare with their enemies.

Mahkim Lands: While individual mahkim can be found practically anywhere, their villages are mostly in swamps, the more tropical the better. Due to their partly amphibious nature, mahkim prefer to live near water. A village is usually made up of two to six nashans.

Religion: Mahkim have no patron diety. Instead, they hold an animistic belief that there are spirits in every living thing. Mahkim can make their lives easier by respecting these spirits and carrying out their wishes. The spirits, and the mahkim themselves, are connected through a mystical bond the shamans call "the mist." It is through the mist that the shamans can work magic.



MAHKIM

Only the shamans (called “keepers of the mist”) and their acolytes (called “servants of the mist”) can communicate directly with the spirits. The mist speakers request favors from the spirits on behalf of the other mahkim and perform whatever tasks the spirits ask in return.

Language: The mahkim language is a gentle one, full of soft vowels and mild consonants. This probably has something to do with their wide mouths and long tongues. At any rate, the language is no more difficult to learn than any other humanoid language.

Names: Mahkim are given one name at birth and a second after establishing their place in society. This second name is usually more of a title than just an identifier: Names like Stonemaster, Farseeker, and Warleader are common. Common first names include Aipham, Lephram, Rhaq, and Mathan.

Adventurers: The most likely mahkim adventurer is one looking to adopt a nashan outside of mahkim society. Traditionally, this mahkim seeks out a group of people (such as an adventuring party) with values similar to his own. After spending time with them, if he feels they would be a worthy addition, he informs them that they are his new nashan. On one hand, this is good for the party, as the mahkim’s loyalty and courage cannot be questioned. On the other, the mahkim will expect the same loyalty and courage from the party and will be enraged if it is denied.

Other mahkim adventurers include couriers delivering goods and information from one swamp settlement to another, warriors tracking down an enemy of their nashan, and mist speakers carrying out the spirits’ strange demands.

MAHKIM RACIAL TRAITS

- +2 Constitution, –2 Wisdom: Mahkim are resilient and tend to view situations from a broader perspective.
- Medium-size: As Medium-size creatures, mahkim have no special bonuses or penalties due to their size.
- Mahkim base speed is 40 feet.
- Low-light Vision: A mahkim can see

twice as far as a human in starlight, moonlight, torchlight, and other conditions of poor illumination. They retain the ability to distinguish detail and color under these conditions.

- +4 racial bonus on Search, Spot, and Listen checks in swamp or marshy settings: No one knows the swamp better than the mahkim.
- Exotic Weapons: Mahkim receive the Exotic Weapon Proficiency feat for their racial weapons for free.
- Two-Weapon Fighting: Mahkim receive this feat for free.
- Ambidextrous: Mahkim receive this feat for free.
- Automatic Languages: Common and Mahkim.
- Favored Class: Fighter. A multiclass mahkim’s fighter class does not count when determining whether or not he suffers an XP penalty for multiclassing.
- Level Equivalent: Class levels +2.

MIST SPEAKER

Among the mahkim, there are none more highly respected than the mist speakers. These shamans have a druid-like connection to the swamp, to nature, and to the spirits of the earth, and they are dedicated to understanding the mist and to maintaining the balance of nature.

Mist speakers are usually found in the swamps, though it is not uncommon for them to venture into the land to right wrongs or to ensure the balance of nature. Rangers and druids are most commonly mist speakers.

Hit Die: d8.

REQUIREMENTS

To qualify to become a mist speaker, a character must fulfill all the following criteria.

Race: Mahkim.

Animal Empathy: 4 ranks.

Wilderness Lore: 9 ranks.

Knowledge (nature): 9 ranks.

Spellcasting: Ability to cast 1st-level divine spells.

CLASS SKILLS

The mist speaker's class skills (and the key ability for each skill) are Animal Empathy (Cha), Concentration (Con), Craft (Int), Handle Animal (Cha), Heal (Wis), Intuit Direction (Wis), Knowledge (nature) (Int), Profession (Wis), Spellcraft (Int), Swim (Str), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the mahkim mist speaker prestige class.

Weapon and Armor Proficiency: A mist speaker is proficient with all simple and mahkim exotic weapons. Mist speakers are proficient with light armor, but not shields.

Spells per Day: A mist speaker continues to cast divine spells as if he were a spellcaster of his total character level. When a new mist speaker level is gained, the character gains new spells per day as if he had also gained a level in a spellcasting class he belonged to before he added the prestige class. He does not, however, gain any other benefit a character of that class would have gained. If a character had more than one spellcasting class before he became a mist speaker, he must decide to which class he adds each level of mist speaker for purposes of determining spells per day when he adds the new level.

Eyes of the Swamp: With this spell-like ability, a mist speaker who is in a swamp may see and hear what is happening in any other part of the swamp. Eyes of the Swamp works just like the clairaudience/clairvoyance spell, except the mist speaker is considered to be familiar with the entire swamp. A mist speaker may use this ability once per day per class level. His caster level is equal to his character level.

Marsh Beast Companion: Upon becoming a mist speaker, the character gains an animal companion (as a druid of the same character level), but it must be native to marsh terrain.

Speak with Animals and Plants: At 1st level, a mist speaker may cast *speak with animals* and *speak with plants* once per day. As the mist speaker advances in levels, he may cast these spells a number of times per day equal to his



class level. The mist speaker's caster level is equal to his character level.

Commune with Nature: Beginning at 2nd level, a mist speaker may cast commune with nature once per day for every three levels of mist speaker.

Grub Link: At 7th level, a mist speaker gains the ability to telepathically communicate with any shotham mind grubs within one mile. If a mind grub has burrowed inside a creature, the mist speaker may use it to control the mind of that creature. This control is just like *dominate monster* as cast by a wizard equal to the mist speaker's class level, with one exception: Because the commands are telepathic, there is no need for verbal communication. Controlling a creature in this fashion consumes the grub: it dies at the end of the control duration and does not lay its eggs.

MAHKIM WEAPONS

Over years of defending their homes, the mahkim have developed several unique weapons rarely seen other than in the

THE MAHKIM MIST SPEAKER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1	+0	+2	+0	+2	Eyes of the swamp, marsh beast companion, speak with plants and animals	+1 level of existing class
2	+1	+3	+0	+3	Commune with nature	+1 level of existing class
3	+2	+3	+1	+3		+1 level of existing class
4	+3	+4	+1	+4		+1 level of existing class
5	+3	+4	+1	+4		+1 level of existing class
6	+4	+5	+2	+5		+1 level of existing class
7	+5	+5	+2	+5	Grub link	+1 level of existing class
8	+6	+6	+2	+6		+1 level of existing class
9	+6	+6	+3	+6		+1 level of existing class
10	+7	+7	+3	+7		+1 level of existing class

hands of their warriors. The weapons below are all considered exotic weapons. They have no cost, as they cannot be purchased through normal means.

Doloch: A doloch is a weapon specifically designed to make the most of a mahkim's four-armed nature. Two-armed characters trying to use a doloch suffer a -4 on all their attack rolls. Furthermore, using the doloch requires the Two Weapon Fighting feat.

Individually crafted, each doloch consists of four to eight hard wooden rods connected by leather straps and rotating knobs. Masters of the doloch wield the weapon by its wooden knobs, spinning it around in a blur.

Doloch wielders can use the weapon to disarm their enemies. When using a doloch, you gain a +2 circumstance bonus on your opposed attack roll when attempting to disarm an opponent (including the roll to avoid being disarmed if you fail the disarm). The doloch can also be used as a whirling shield, providing its user with a +1 shield bonus if the user spends a defensive full action.

Rochas: The rochas is a triple slingshot consisting of a single grip and three separate yokes: two branching from the top of the grip and one from the bottom. Elastic swamp roots connect the yokes to leather pouches, which are filled with sling bullets. A mahkim fires a rochas as you would a slingshot, but holds the grip in one hand and pulls back and releases three pouches' worth of bullets with his other three hands.

The roots essential to the rochas must be soaked in water every three days in order to maintain their elasticity. Without it, there is a 20% chance that one of the roots will snap when the weapon is used. This chance increases by 20% for each day after the fourth that the roots are not soaked.

Notach: A notach is a pair of long, serrated daggers with a long strip of leather connecting the bases of their hilts. Originally a hunting weapon, the notach was used by the mahkim to skewer their prey at range, then slowly reel it in. Today, warriors use the notach to stab their opponents with one blade, pull them in close, then finish them off with the other blade.

When throwing a notach blade at an enemy, there is a chance that the blade will get stuck in the opponent. If the weapon hits and the target fails a Reflex save (DC 10), he is impaled on the blade's serrated edge. If the blade is pulled from the target (either by the target or the notach wielder), it does an extra 1d4 points of damage. This is a free action. While the target is impaled on the blade, the wielder may use a standard action and make an opposed Dex check to pull the target off-balance.

Traditionally, the mahkim hold the two blades of the notach in their top two hands and use their bottom pair to hold the length of leather cord. Characters without four arms can use the notach, but have a -2 penalty to their attack rolls. Using a notach requires the Two Weapon Fighting feat.

EXOTIC WEAPONS—MELEE

Weapon	Size	Damage	Critical	Range Increment	Weight	Type
Doloch	Medium	1d6	x2/20	10 ft	2 lb.	Bludgeoning

EXOTIC WEAPONS—RANGED

Weapon	Size	Damage	Critical	Range Increment	Weight	Type
Rochas	Medium	3d4	x2	50 ft	0 lb.	Bludgeoning
Notach	Medium	2d4*	x2	15 ft	2 lb.	Piercing

* 1d4 damage per blade.

AMPHIBIAN OR REPTILE?

Mahkim are neither amphibians nor reptiles, though they have some features of both. Like reptiles, they lay eggs with hard shells (in clutches of 1d6). Their young hatch as tiny, helpless mahkim and not as tadpoles.

Like amphibians, mahkim can breathe underwater through recessed gills, and their skin can dry out if it isn't immersed in water every three days. For every day past the third that a mahkim has not immersed its skin, the mahkim must make a Fortitude save (DC 15) or lose one point of Constitution. These points of Constitution return at a rate of one per day that the mahkim spends at least one hour immersing its skin.

Mahkim are cold-blooded. They are slow and sluggish in cold weather or climates, though they do not hibernate.

SHOTHAM MIND GRUB

TINY BEAST

Hit Dice: 1/2d6+1 (2 hp)
Initiative: +4 (Dex)
Speed: 10 ft., swim 5 ft.
AC: 16 (+2 size, +4 Dex)
Attacks: Bite +1 melee
Damage: Bit 1d4-3
Face/Reach: 1/2 in. by 3 in.
Special Attack: Burrow, Toxin
Saves: Fort +2, Ref +6, Will +1
Abilities: Str 3, Dex 19, Con 10, Int 1, Wis 12, Cha 6
Skills: Hide +14
Climate/Terrain: Temperate, warm, and tropical marsh and forest
Organization: Swarm (5-8)
Challenge Rating: 1/2

Treasure: None

Alignment: Always neutral

Advancement: —

Shotham mind grubs are tiny worms with huge, fang-filled mouths. Grubs can typically be found floating on the surface of murky swamp water or dangling from low-hanging tree limbs. Once they successfully bite their prey, they burrow beneath its skin and secrete toxins that override the victim's nervous system. Experienced mist speakers may use a telepathic connection to the grub to manipulate these toxins and control the victim's mind. Some mist speakers even carry a supply of grubs around with them (being certain never to be bit) and throw them at their enemies. (Throwing grubs is a standard ranged attack. If the attack succeeds, make separate attacks for each grub.)

COMBAT

A shothan mind grub attacks by jumping at or dropping onto their victims and finding vulnerable spots to bite. They are known to latch onto clothing and armor, effectively hitching a ride until a vulnerability presents itself.

Burrow (Ex): If a grub hits with its bite attack, it begins to wriggle beneath the target's skin. Burrowing into the skin takes a full round, and the grub's AC is 12 while it burrows.

Toxin (Ex): Once under the skin of its target, the grub secretes a toxin that overrides the target's nervous system. If the target fails a Fortitude save (DC 17), he falls unconscious for 1d6 hours. While the target sleeps, the grub lays 1d10 eggs inside the victim, then dies. The eggs hatch shortly before the victim awakens. The infant grubs eat their way out of the victim, doing 1d4-2 points of damage each.

MANNIKINS

The mannikins are a race of self-replicating, intelligent constructs. Created in ages past by a long lost race of wizards, the mannikins at first were servants, soldiers, and laborers for their sorcerous creators and masters. Slowly, over many decades, the intelligence of the mannikins grew until they were able to organize and throw off the shackles of their rulers. The creatures turned on the creators, and that once great race of wizards plunged into oblivion.

Today, the mannikins reside in the twin cities of Hinge and Foursquare: one built in the mountains, the other on the plains below. Under the governance of the Replicators, a quasi-religious council that jealously controls the secrets of creating new mannikins, the constructs build their armies and defenses, intent on never being subjugated again. Hinge, in the lofty mountains, is off-limits to all but the mannikins except by special dispensation granted by the Replicators. Foursquare is an open city and something of a sanctuary. So strong do the mannikins love freedom that they offer asylum to those trying to escape foreign oppression. Of course, those granted sanctuary had best abide by mannikin law or else lose the greatest freedom of all: life itself.

Personality: Despite their wooden appearance and lack of facial expressions, man-

nikins can be quite personable. Much of what flesh and blood creatures enjoy is alien to them. Mannikins cannot appreciate fine cuisine, perfumes and aromas, or sex. They can and do, however, appreciate freedom: The ability to do and say and think whatever they want. Since their self-emancipation, the mannikins have tried to create a libertarian utopia where all free and rational creatures respect the rights of other free, rational creatures.

Of course, this idealism is a pipe dream, but the mannikins do their best. Many are so concerned with respecting the freedom of others that they fail to hold any strong opinions about anything of importance. Other mannikins have so elevated the idea of tolerance that they have become ruthlessly oppressive of those who they feel violate supposedly inalienable freedoms. It is widely quipped that many a mannikin could teach courses in self-righteousness.

Physical Description: Tall and slender and made entirely out of wood and metal, mannikins look like humanoid, clockwork people. Their arms, legs, hands, and other body parts are marvels of engineering. Though relatively clumsy, a mannikin's four-fingered, articulated hands are capable of doing whatever a human's can do.

Due to a noticeable uniformity in appearance, mannikins take steps to individualize themselves from their fellows. Most have their name or initials carved into their foreheads. Some wear wigs. Those who can afford it have filigreed designs inlaid on their cheeks and forearms. Some mannikins even go so far as to paint "realistic" details on their faces: lipstick, eye shadow, and so on. Of course, each tries to develop a unique sense of fashion as well, blending different styles of clothing in noticeable, if not flamboyant, colors.

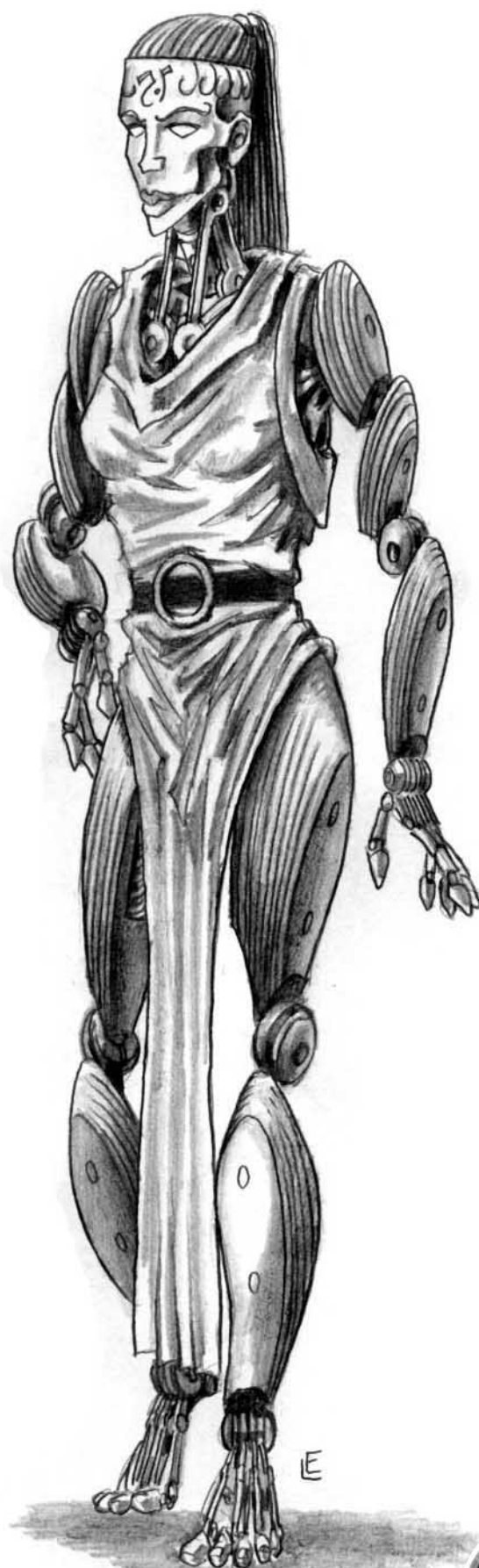
The Replicators produce a quota of "newborn" mannikins every month. Each new mannikin is gifted to a preselected family, which is then responsible for the mannikin's upbringing. Though created at a full adult size, a young mannikin has an immature mind that must be gradually shaped and taught, as is the case with any child. A young mannikin learns quickly, reaching mental maturity in about 15 years. Thereafter, a mannikin can live as long 450 years in most cases before his life energies are used up.

Relations: Most races aren't quite sure what to make of the mannikins. Dwarves, with their rigid social structures and conservative nature, tend to find mannikins extremely annoying. Elves and many gnomes are sympathetic to the mannikins' love of freedom. Humans and half-orcs are perhaps the most likely to view mannikins as potential allies or even friends.

The mannikins, with their emphasis on freedom and tolerance, claim to treat all races equally, but this is seldom the case in actual practice. The strong chaotic bent of the mannikins tends to make them value their own freedom and toleration more so than those of others. Insisting that a mannikin go along to get along is likely to elicit cries of unfairness. On the other hand, not agreeing with a mannikin's pet viewpoints is likely to earn the dissident scorn or even abuse.

Alignment: Above all, mannikins tend toward chaos. Most are either neutral or good. Evil mannikins, even those that are chaotic, are not likely to find acceptance amongst their own kind.

Mannikin Lands: There are only two places that mannikins call home: the free cities of Hinge and Foursquare. Aside from the



Replicators, whose unique sphere of control makes them exceedingly influential, there are countless shifting power centers in both cities. Guilds, associations, and federations form and disintegrate with great rapidity. Most of the more stable power groups maintain their own private police forces that work to ensure that their employers' rights are more tolerated than the rights of others. In Hinge and Foursquare, all residents are equal, but some are more equal than others.

Both cities are governed by a single parliament. The various power centers ally and break apart on a regular basis, making the parliament unstable and often ineffective. A Prime Minister, chosen from the majority coalition's ranks, is the nominal head of the government, but he serves only as long as his coalition can hold the majority position. Various committees within parliament have power to draft legislation affecting most matters civil and military. Due to a constitutional provision, the Replicators have guaranteed majority control over population issues.

Public corruption is widespread, especially among the magistrates. Justice in Hinge especially is not so blind that she cannot count the number of gold coins in a well-placed bribe. Many magistrates are wealthy enough to employ a court police force. These bailiffs help increase court revenues by making frequent arrests for crimes punishable by fine. Some of the bolder bailiffs even assess immediate fines that can be paid in order to avoid arrest. Visitors to Hinge are particularly favored targets of bailiffs, and ignorance of mannikin law is no excuse.

Social groups among mannikins are chaotic as well. Marriages are typically viewed as legal contracts and subject to dissolution if and when the contract is no longer satisfactory to one or both partners. Magistrates are often called upon to arbitrate resulting disputes over property, wealth, and custody of immature mannikins. Initial gifting of a new mannikin to a family is usually celebrated with some sort of semi-public affair that often seeks the blessing of Tek the Liberator. There is an active system of guild apprenticeships to help parents with the burdens of educating their children.

Death in mannikin lands is a somewhat ghoulisn affair. Mannikins are not subject to

decay the way a normal living creature is. Natural death occurs when a mannikin depletes his store of animating life energy. When this occurs, what is left is basically a statue and the remains are usually treated as such. There are no graveyards in Hinge or Foursquare. Instead, there are "death gardens" in which deceased mannikins are posed, locked into position, and placed on display for friends and family members to visit.

Visitors to Hinge can find themselves in for a wild time. Technically, all are welcome, but guests must exercise care. Neighborhoods are often under the sway of a particular guild or association, many of which engage in fierce competition with other neighborhoods. Manufactured goods are usually marked with a guild or association logo, and characters wandering into the wrong neighborhood with the wrong logo are subject to harassment or worse. When the controlling interests in a given section of the city also have their own police forces, competition between neighborhoods can result in street brawls and hooliganism.

Mannikins in human lands are almost always adventurers. Rarely, a small enclave of mannikins can be found in a larger human city, busily engaged in nearly any sort of trade or activity.

Religion: The patron deity of Hinge and Foursquare is Tek the Liberator, a minor god of freedom and commerce. The cult of Tek is one of those more stable power groups mentioned above. Priests and agents of Tek work actively to ensure that the chaotic arena of mannikin politics remains chaotic. Being closely allied with the Replicators, the priests of Tek enjoy substantial influence in parliament. Keeping the parliamentary situation fluid helps keep the cult of Tek near the top of the political food chain.

The Replicators themselves endorse adherence to the Source, a sort of mystical, philosophical system of beliefs that revolve around the supposed origins of mannikins' animating life energies. Most disciples of the Source are clerics; the laity is a small group. The doctrines of the Source are exceedingly esoteric, and few lay people have the time to master them.

Religious freedom is encouraged in Hinge and Foursquare. There are many foreign cults

active in mannikin lands, and even a few evil ones operate openly, albeit under watchful scrutiny. A cult with a sufficiently large following can find its way into parliament as a power center.

Deity	Alignment	Domains
Tek the Liberator	Chaotic neutral	Chaos, Luck, Travel
The Source	Any	Any two

Language: Mannikins speak their own tongue, a clacking language distantly related to Abyssal. Histories indicate that the mannikin tongue is derived from the language of their original creators, indicating that the long-lost ancient race of wizards may have very sinister origins indeed. Written Mannikin is based on a relatively complicated runic alphabet, the characters of which bear a faint resemblance to Infernal.

Names: Devotees of freedom, there are no conventions regarding names. The Replicators, who produce a quota of new mannikins every month, decide on each mannikin's birth name. Given the comparatively small number of Replicators, there is sometimes a crisis of imagination when it comes to new names. It also seems that some Replicators delight in absurd names. Many mannikins have been named after common household items.

Male Names: Cog, Basin, Corrin, Yintalkine.

Female Names: Mantalbusiel, Barrelina, Ocarina, Lantern.

Adventurers: Most mannikins that adventure do so to better express their freedom and individuality. In Hinge or Foursquare, it is difficult to stand out from the crowd. Many mannikins travel to tyrannical regimes in order to act as freedom fighters and partisans.

MANNIKIN RACIAL TRAITS

- +2 Strength, +2 Constitution, -4 Dexterity: Mannikins are quite strong and hardy, but are seldom graceful.
- Medium-size: As Medium-size creatures, mannikins have no special bonuses or penalties due to their size.
- Mannikin base speed is 30 feet.



- Impaired Senses: While a mannikin's senses of touch, sight, and hearing are equivalent to those of a human, they do not have the senses of smell or taste.
- +4 natural bonus to AC.
- Mannikins are rather buoyant and gain a +10 racial bonus to Swim checks.
- Automatic Languages: Common and Mannikin. Bonus Languages: Abyssal, Dwarf, Giant, Gnome, Goblin, and Orc.
- Living Construct: Mannikins are immune to disease, poison, and petrification. They are not subject to critical hits, subdual damage, or death from massive damage. Mannikins have a hardness of 5. Attacks based on acid, fire, and lightning ignore a mannikin's hardness, as do attacks judged especially effective against wood. Mannikins do not eat, drink, or breathe. They are immune to extremes in temperature due to weather.
- Spell Immunity: Mannikins cannot be affected by spells such as *charm per-*



son that require a humanoid target. Most spells that require a living target affect mannikins normally. Mannikins are subject to spells such as *repel wood* and *repel metal or stone* but cannot be affected by *chill* or *heat metal*, *iron wood*, or *warp wood*. *Animate dead* cannot affect mannikin corpses.

- **Monstrous Race:** A mannikin without a character class has 2d10 Hit Dice. A 1st level mannikin character of any class, therefore, has an additional 2d10 worth of hit points (including any bonuses due to Constitution).
- **Natural Weaponry:** A mannikin can cause 1d6 points of damage with a punch instead of the normal 1d3 points of subdual damage. Using its natural weaponry does not provoke attacks of opportunity, as if it possessed the Improved Unarmed Combat feat.
- **Favored Class:** Fighter. A multiclass mannikin's fighter class does not count when determining whether or not it suffers an XP penalty.
- **Level Equivalent:** Class levels +4.

MANNIKIN JUGGERNAUT

A mannikin juggernaut is more than just a warrior. It is a mighty force, driving deep into enemy ranks, crashing through defensive formations as it presses inexorably toward some tactical goal. Most juggernauts are fighters, although a few are rangers. Mannikin paladins are rare indeed, and thus a paladin juggernaut is virtually a thing of legend.

In Hinge and Foursquare, the juggernauts usually form independent cohorts who then sell their services to the power group they feel most sympathetic toward. Others work alone as champions or just hired muscle, as personal preference dictates. A mannikin juggernaut in human lands can often command a stiff salary as part of some lord or lady's retinue.

Hit Die: d12.

REQUIREMENTS

To qualify to become a mannikin juggernaut, a character must fulfill all the following criteria.

Race: Mannikin.

Base Attack Bonus: +6.

Feats: Dodge, Mobility, Improved Bull Rush.

CLASS SKILLS

The juggernaut's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Intimidate (Cha), Jump (Str), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are class features of the mannikin juggernaut prestige class.

Weapon and Armor Proficiency: A juggernaut is proficient with all simple and martial weapons. He can use all types of armor and shields.

Battle Sense: Starting at 2nd level, the character becomes exceptionally attuned to the chaos of battle and preternaturally alert to danger. At 2nd level and above, the juggernaut retains his Dexterity (if any) regardless of being caught flat-footed or struck by an invisible attacker. This ability is still negated if the juggernaut is immobilized.

THE MANNIKIN JUGGERNAUT

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Irresistible force 1/day
2	+2	+3	+0	+0	Battle sense (Dex bonus to AC)
3	+3	+3	+1	+1	Irresistible force 2/day, +1 improved mobility
4	+4	+4	+1	+1	Battle sense (can't be flanked)
5	+5	+4	+1	+1	Irresistible force 3/day
6	+6	+5	+2	+2	+2 Improved mobility, battle sense (+1 vs. traps)
7	+7	+5	+2	+2	Irresistible force 4/day
8	+8	+6	+2	+2	Battle sense (+1 dodge bonus)
9	+9	+6	+3	+3	Irresistible force 5/day, +3 improved mobility
10	+10	+7	+3	+3	Battle sense (+2 vs. traps)

At 4th level, the juggernaut cannot be flanked as he has learned to react to multiple attackers as easily as a single opponent. A rogue is denied the ability to sneak attack from the flank unless the rogue is at least four levels higher than the juggernaut. In this case, the defense against flank attacks is negated for the rogue, and the juggernaut is subject to sneak attacks.

Upon reaching 6th level, the juggernaut gains an intuitive sense of danger that grants a +1 bonus to Reflex saves made to avoid traps. The bonus increases to +2 at 10th level. A juggernaut tends to move a great deal during combat, and his danger sense is useful for avoiding nasty surprises such as defensive pit traps.

At 8th level and above, the juggernaut gains an additional +1 dodge bonus to AC. This stacks with the bonus acquired from the Dodge feat and must be used against the same opponent that the Dodge feat's AC bonus is applied toward.

Battle sense is cumulative with uncanny dodge. If the juggernaut has another class that grants the uncanny dodge ability, add the levels of the classes that grant these two abilities to determine the character's battle sense ability.

Improved Mobility: For every three full levels achieved as a juggernaut, the character gains a +1 dodge bonus to AC against attacks of opportunity caused by moving out of or within a threatened area.

Irresistible Force: When moving at least 10 feet before his attack, a juggernaut gains the

following bonuses:

- +4 Strength.
- +2 bonus on attack rolls.
- Treated as one size category larger for determining the effects of a bull rush. In part, this means a mannikin can bull rush creatures of size Huge or smaller. Furthermore, the juggernaut is treated as if charging for determining the effects of a bull rush but suffers none of the penalties associated with charging. If the juggernaut actually charges, bonuses from this ability do not stack with normal charge bonuses.
- Immunity to spells or magical effects that impede movement such as *hold person*, *paralysis*, *solid fog*, *slow*, and *web*.

Of course, a moving juggernaut provokes attacks of opportunity as normal but does gain his dodge bonus to Armor Class due to Mobility. A juggernaut can continue to move and attack as an irresistible force for a number of rounds equal to 5 plus the character's Constitution modifier. After this time, all of the bonuses for irresistible force vanish, and the juggernaut is winded, suffering a -2 penalty to Strength for a like number of rounds. Furthermore, a juggernaut can only become an irresistible force a certain number of times per day, as shown on the table below. Becoming an irresistible force takes no time itself, but the juggernaut can only do so on his action.

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