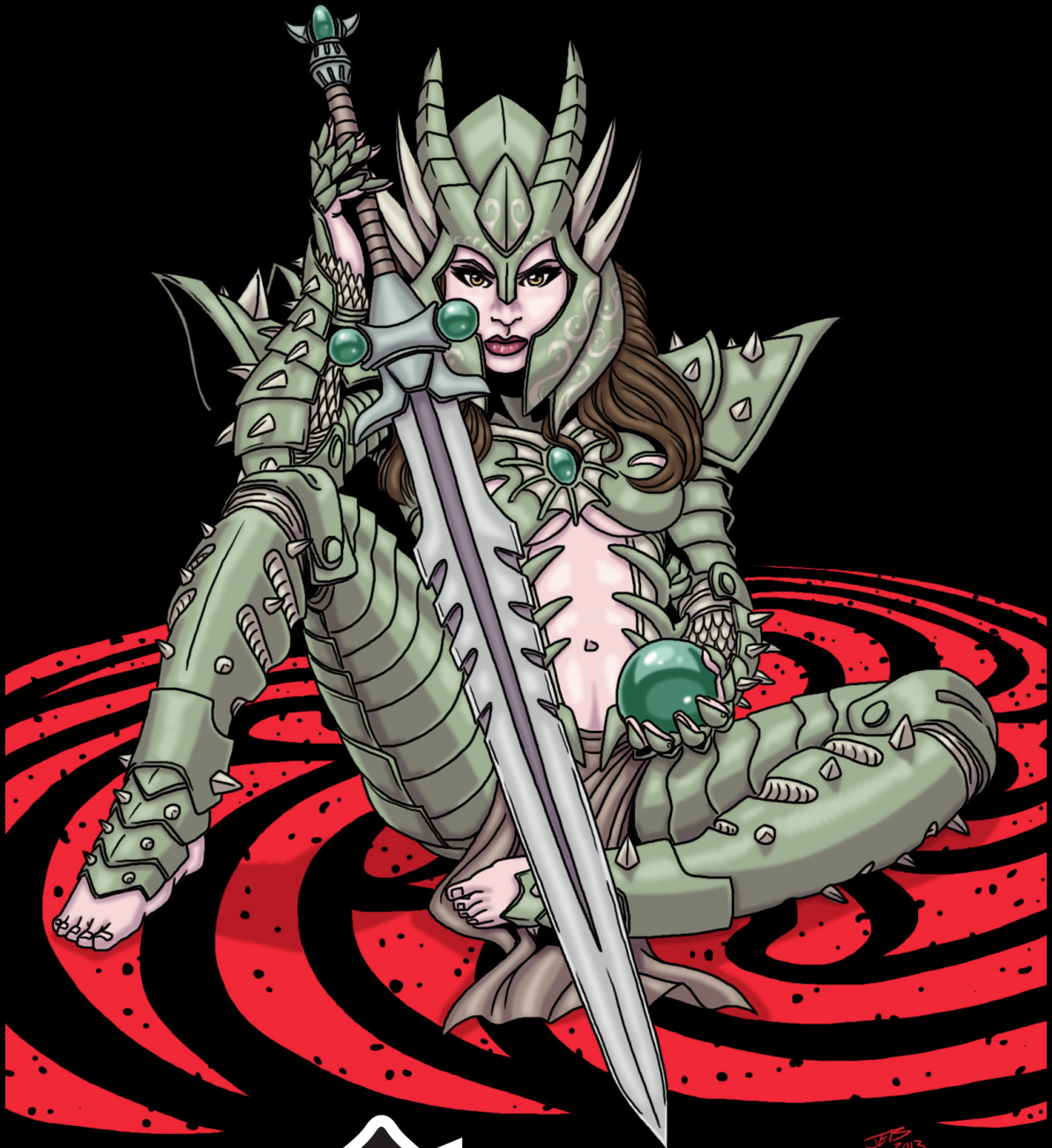


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The Driflock

BASE CLASS FOR THE PATHFINDER ROLEPLAYING GAME



PSIONICS
UNLEASHED
COMPATIBLE

PATHFINDER
ROLEPLAYING GAME COMPATIBLE



FOREST GUARDIAN PRESS

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The outlandishly caparisoned traveller wears archaic and intricately inlaid armor festooned with charms and trinkets. She keeps her tattooed, pierced and painted face shrouded from view with a heavy hood and reeks of strong incense or some form of potent mystic liquor. A broad-bladed sword hangs at a belt likewise hung with shells, crystals, bones, teeth and other fetishes. A palpable aura of dread emanates from her person as she fixes bold and intent eyes on you. She breathes one word that echoes in every crevice of your mind – “Direlock”.

Role: Though often dismissed as dilettante anti-mages or reviled as gishes, direlocks are nevertheless regarded with fear and disdain by casters and misunderstood by common folk. Notoriously dangerous, the direlock's dark mien and awe inspiring countenance give rise to charges of demonism or worse. In truth, the direlock is merely a forceful, albeit eldritch-charged, personality. Primarily a “personal area of effect de-buffer” – a direlock's abilities focus on protecting her while hampering her enemies attacks. Her BAB, dire zone class ability and associated dire weapon attacks make her a competent combatant and she does well in concert with and especially in the midst of, other melee tanks. The direlock's eldritch tendrils and spellcountering also make her well suited to a controller role.

Abilities: Charisma is the cornerstone of the direlock's capabilities. Her presence and intimidating carriage instill fear into her enemies and bolster her more eldritch functions. A high Intelligence is necessary for the direlock's spellcasting and ability to identify and ameliorate or store incoming spell effects. Strength is obviously a requirement for anyone who enters combat as a melee support.

Alignment: Any. Although the direlock delights in causing consternation and preys on the fears and mistakes of her enemies, she is as likely a champion of righteous gods or dedicated to a neutral cause as she is a servant of dark powers. Even the pure of heart use the shadows to achieve their aims, and to the direlock, the end not only justifies, but complements, the means.

Starting Wealth: 4d6 x 10 gp. Average 140 gp.

Hit Dice: d8.

Class Skills: The direlock's class skills are Bluff (Cha), Craft (Int), Diplomacy (Cha), Disguise (Cha), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (history) (Int), Perception (Wis), Profession (Wis), Sense Motive (Wis), Spellcraft (Int), Survival (Wis) and Use Magic Device (Cha).

Skill Ranks per Level: 4 + Int modifier.

Weapon and Armor Proficiency: The direlock is proficient with all simple weapons plus one melee weapon of her choice that is her dire weapon (see below). A direlock is proficient with light armor and with bucklers.

Dire Pool (Su): At 1st level, the direlock gains a reservoir of mystical eldritch energy that she can draw upon to fuel her powers and enhance her *dire weapon*. This *dire pool* has a number of points equal to 1/2 her direlock

level (minimum 1) + her Charisma modifier. The *dire pool* refreshes once per day after 8 hours of rest.

At 1st level the direlock may expend 1 point from her *dire pool* as a swift action to gain a +1 morale bonus to damage with her *dire weapon* for a number of rounds equal to her Charisma modifier. This bonus increases by +1 for every four direlock levels to a maximum of +5 at 17th level.

At 3rd level the a direlock may expend 1 point from her *dire pool* as a swift action to gain a +2 morale bonus to saves against all spells, spell like abilities and hexes cast within her *dire zone* for a number of rounds equal to her Charisma modifier.

At 7th level the direlock may expend 2 points from her *dire pool* as a swift action - for a number of rounds equal to her Charisma modifier, all enemies receive a -2 penalty to all saves while in the *dire zone*.

At 10th level, the direlock may expend 3 points from her *dire pool* as a swift action to give her *dire weapon* the *spell-stealing* ability for one minute.

Any *inimica*, *incunabula* and *dire zone* related abilities do not function if the direlock no longer has points remaining in her *dire pool*.

Dire Weapon (Su): At 1st level, the direlock selects one melee weapon with which she is proficient and designates that weapon as her *dire weapon*. Direlocks often favor large, brutal or gruesome weapons such as bastard swords, dire flails, greatswords, falchions, heavy flails, kusarigamas, macuahuitl, nodachis, naginatas, scizores, scorpion whips, spiked chains, spiked gauntlets, and temple swords. The ritual needed to imbue a new weapon with the requisite charms to designate and create a *dire weapon* takes 8 hours to complete.

The *dire weapon* is the physical embodiment of the direlock's purpose - a direlock must be wielding her *dire weapon* to use her 1st level *dire pool* ability and any *inimica* or *incunabula* that require a weapon.

Through supreme focus, the direlock can perform a *counterspell* with her *dire weapon*, drawing upon the energy of her *dire zone* to dispel incoming spells. This follows the normal rules for counterspelling, however the spell to be countered must be cast directly at the direlock, within the direlock's *dire zone* and the direlock does not cast a spell to counter – she instead must expend one point from her *dire pool* per level of the spell cast, as an immediate action, utilizing her *dire weapon* as the focus. After this action, any active *inimica* effects in the *dire zone* are suppressed until the direlock's next turn.

As long as the direlock has at least 1 point in her *dire pool*, the *dire weapon* is immune to the *broken* condition. If damaged, the *dire weapon* repairs itself when the direlock's *dire pool* is replenished.

Additionally, as long as the direlock has 1 point remaining in her *dire pool* she gains a constant +10 *competence* bonus to her CMD with regard to attempts to disarm her of or sunder her *dire weapon* – this bonus improves to +20 at 10th level. If the *dire weapon* is a spiked gauntlet or scizore this bonus is +15 (+25 at 10th level).

Table: Direlock

| Class Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special | Spells per Day | | | |
|-------------|-------------------|-----------|----------|-----------|--|----------------|-----|-----|-----|
| | | | | | | 1st | 2nd | 3rd | 4th |
| 1st | +0 | +2 | +0 | +2 | Dire pool, dire weapon, dire zone, fell regalia, inimica | — | — | — | — |
| 2nd | +1 | +3 | +0 | +3 | Dire Sense, fearsome slough | — | — | — | — |
| 3rd | +2 | +3 | +1 | +3 | Dire mantle, incunabula | — | — | — | — |
| 4th | +3 | +4 | +1 | +4 | Inimica 2/day | 0 | — | — | — |
| 5th | +3 | +4 | +1 | +4 | Eldritch tendrils | 1 | — | — | — |
| 6th | +4 | +5 | +2 | +5 | Incunabula | 1 | — | — | — |
| 7th | +5 | +5 | +2 | +5 | Medium armor, inimica 3/day | 1 | 0 | — | — |
| 8th | +6/+1 | +6 | +2 | +6 | Improved dire mantle | 1 | 1 | — | — |
| 9th | +6/+1 | +6 | +3 | +6 | Incunabula, ravening strike | 2 | 1 | — | — |
| 10th | +7/+2 | +7 | +3 | +7 | Inimica 4/day, major inimica | 2 | 1 | 0 | — |
| 11th | +8/+3 | +7 | +3 | +7 | Dire conduit | 2 | 1 | 1 | — |
| 12th | +9/+4 | +8 | +4 | +8 | Heavy armor, incunabula | 2 | 2 | 1 | — |
| 13th | +9/+4 | +8 | +4 | +8 | Dire presence, inimica 5/day | 3 | 2 | 1 | 0 |
| 14th | +10/+5 | +9 | +4 | +9 | Dread mantle | 3 | 2 | 1 | 1 |
| 15th | +11/+6/+1 | +9 | +5 | +9 | Incunabula | 3 | 2 | 2 | 1 |
| 16th | +12/+7/+2 | +10 | +5 | +10 | Inimica 6/day | 3 | 3 | 2 | 1 |
| 17th | +12/+7/+2 | +10 | +5 | +10 | Dire inimica, dread tendrils | 4 | 3 | 2 | 1 |
| 18th | +13/+8/+3 | +11 | +6 | +11 | Incunabula | 4 | 3 | 2 | 2 |
| 19th | +14/+9/+4 | +11 | +6 | +11 | Inimica 7/day | 4 | 3 | 3 | 2 |
| 20th | +15/+10/+5 | +12 | +6 | +12 | True direlock | 4 | 4 | 3 | 3 |

Dire Zone (Su): At 1st level the direlock emanates an ominous zone that threatens and imperils her foes as described in the *inimica* and some *incunabula* class features. This zone is a 10-foot radius emanation centered on the direlock. This zone increases to 15 feet at 7th level, 20 feet at 14th level and 30 feet at 20th level.

As long as the direlock has at least one point remaining in her *dire pool*, the *dire zone* bestows upon the direlock a +1 *morale* bonus to save against fear effects, and a -1 penalty to all foes' saves against fear effects that are within the *dire zone*, increasing by +1/-1 respectively for every three direlock levels beyond 1st, to a maximum of +5 and -5. Creatures that are normally immune to fear lose this immunity while within the *dire zone*. A successful Spellcraft check (DC = 10 + 1/2 the direlock's level + the direlock's Charisma modifier) reveals the size of the direlock's *dire zone*.

Fell Regalia (Ex): At 1st level, a direlock's imposing armor, weaponry, headdress, raiments and other accoutrements grant her a *circumstance* bonus to all Intimidate checks equal to 1/2 her direlock level (minimum +1). Consequently, she also receives a similar penalty to Diplomacy and Handle Animal checks.

If the direlock is without these items (i.e. naked, heavily disguised or otherwise visually changed to a non-threatening form or visage) she gains no effect from this ability - either bonuses or penalties.

Inimica (Su): At 1st level, by expending one point from her *dire pool*, the direlock can create dire eldritch effects

within her *dire zone* as a swift action to hinder her foes and empower her attacks. Starting when the *inimica* is called, the direlock receives a bonus to her abilities or imparts a penalty to a foe or foes within her *dire zone*. Saving throw DCs to resist particular *inimica* affects are equal to 10 + 1/2 the direlock's level (minimum 1) + the direlock's Charisma modifier.

At 1st level the direlock knows a number of *inimica* equal to her Charisma modifier (minimum 1). She learns a new *inimica* at 2nd level and every two levels thereafter. Whenever the direlock gains a level she can choose to learn a new *inimica* in place of one she already knows. In effect, the direlock loses the old *inimica* in place of the new one. A direlock may swap only one *inimica* in this way per level.

Once activated, this ability lasts until the combat ends, at which point all of the bonuses or penalties immediately end. At 1st level, a direlock can use this ability once per day. At 4th level, and every three levels thereafter, the direlock can use this ability an additional time per day.

The direlock must participate in the combat to gain these bonuses or bestow these penalties. If she is *paralyzed*, *stunned*, *unconscious*, or otherwise prevented from consciously participating in the combat (i.e. the subject of a *hold person* spell, put to *sleep*, *turned to stone*), the ability does not end, but the bonuses/penalties are halted and do not resume until she can participate in the combat again. Note that *inimica* can still function and their bonuses or penalties still apply if the direlock is *frightened* or *panicked*.

If the direlock expends her last remaining point from her *dire pool* or is slain, any *inimica* effects end immediately.

When the direlock uses this ability she must select one type of *inimica* to create. As a swift action, she can change this *inimica* to another type. All effects of the previous *inimica* immediately end and the new *inimica* takes effect - this change does not require any new dire pool point expenditure.

Blood Zone: The direlock's *dire* weapon forms jagged edges, wicked spikes or heavy flanges - creatures struck by the *dire* weapon suffer *bleeding 1 hp* (even if they leave the *dire* zone). This increases to *bleeding 3 hp* at 10th level. A successful Fortitude save negates this effect.

Dire Magic: An insidious charge connects all creatures within the *dire* zone. Whenever an enemy caster casts an Area of Effect spell or spell-like affect that targets the direlock or her allies, that enemy's allies within the *dire* zone are also affected. The enemy caster is included in the effect if the spell was cast within the *dire* zone.

Distracted Magic: The direlock shimmers and wavers. All spellcasters within the direlock's *dire* zone who specifically target the direlock with offensive spells increase their concentration check DCs by 5. This increases by 1 for every 5 levels the direlock possesses. A successful Will save negates this effect. This is a visual effect.

Fearsome Power: While empowered by this *inimica*, the direlock's *dire* mantle glows with eldritch power. The DC of the direlock's abilities and direlock spells increase by 2 when affecting creatures within the *dire* zone. This *inimica* applies to foes' saves against imparted conditions from the *fearsome slough* ability. A direlock must be at least 4th level to choose this *inimica*.

Fell Gyre: A fell wind encompasses the *dire* zone - treat as a strong wind. If a strong wind or greater is already present increase the severity of the wind by one factor.

Harrowing Steps: The direlock's *dire* zone becomes empowered with a baleful energy. All enemies moving out of the direlock's *dire* zone take 1d6 force damage upon leaving for every 3 levels the direlock possesses (to a maximum of 5d6). Simply moving away from enemies or pushing them so that they cross the threshold of the *dire* zone does not inflict damage - a conscious effort to leave on behalf of the enemy (whether compelled or free-willed) is required. A successful Fortitude save reduces the damage by half (minimum 1).

Lingering Remorse: A palpable sense of failure envelops the *dire* zone. Whenever any enemy within the direlock's *dire* zone makes a successful strike upon the direlock, they receive a -1 penalty to damage on all subsequent attacks made within the *dire* zone against the direlock. This increases by -1 for every 4 levels the direlock possesses to a maximum of -5. If the direlock changes her *inimica* or the subject leaves the combat the effect ends. A successful Will save negates this effect. This is a mind-affecting effect.

Maladroit: Hampered by a vibration of failure, all enemies within the direlock's *dire* zone receive a -1 penalty to all skill checks. This increases by -1 for every 3 levels the

direlock possesses to a maximum of -5. A successful Will save negates this effect.

Pain Threshold: The direlock's *dire* zone becomes a frontier of pain. All enemies attempting to move into the direlock's *dire* zone take 1d6 force damage upon crossing into the *dire* zone for every 3 levels the direlock possesses (to a maximum of 5d6). Simply moving toward enemies or pushing them so that the border crosses them does not inflict damage - a conscious effort to enter on behalf of the enemy is required (whether compelled or free-willed). A successful Fortitude save reduces the damage by half (minimum 1).

Penetration: The direlock's weapon glows with eldritch power. While empowered by this *inimica*, any attack that the direlock makes with her *dire* weapon ignores 2 points of DR for every 4 levels the direlock possesses to a maximum of 10.

Seed of Doubt: A creeping sense of hopelessness fills the *dire* zone. All enemies within the direlock's *dire* zone receive a -1 penalty to Will saves and a -1 penalty to attack rolls made against the direlock. These penalties increase by 1 for every 4 levels the direlock possesses. A successful Will save negates the penalty to attack rolls and reduces the Will save penalty to -1. This is a mind affecting effect.

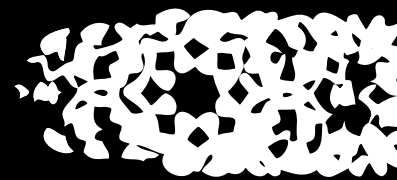
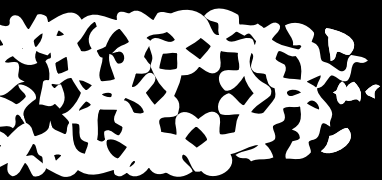
Sluggish Movement: A wave of slowness fills through the *dire* zone. All enemies within the direlock's *dire* zone are considered to be within difficult terrain. A successful Fortitude save negates this effect.

Stricken: The direlock becomes energised by eldritch might, her weapon and physicality crackling with dark power. All enemies within the *dire* zone receive a -1 penalty to AC and CMD against attacks from the direlock's *dire* weapon. This penalty increases by 1 for every 4 levels the direlock possesses to a maximum of -5.

Unlucky: Hindered by fate, all attacks on the direlock originating within the *dire* zone have their critical threat range hindered by one step - 18-20 becomes 19-20, 19-20 becomes 20 etc. If the threat range is already 20, the multiplier is hindered by one degree - x3 becomes x2 etc. If already x2 the critical damage is halved on a successful confirmation. This *inimica* does not effect non-multiplying damage.

Weakened Resolve: The direlock's *fell* regalia is limned with terrible images, script and symbols. The direlock's DC when making an Intimidate check meant to demoralize a target within her *dire* zone is equal to 10 + 1/2 the target's Hit Dice + the target's Wisdom modifier. This is a visual effect.

Woundrede: An aura of misery pervades the *dire* zone. All enemies within the direlock's *dire* zone increase the DC of any Heal skill checks by 5. In addition, any magical healing effects (potions, spells, spell like abilities, channeled energy - including negative channeling to "heal" undead etc.) employed within the *dire* zone by enemies of the direlock heal half the normal damage. A successful Fortitude save negates these effects.



transfer it to another creature. As a swift action, the direlock can transfer the *dazzled*, *deafened*, *fatigued*, *shaken* and *staggered* conditions to an adjacent non-allied creature.

To transfer the condition, the direlock first makes a new saving throw with a +10 morale bonus (as well as any other bonuses available) against a particular condition she is suffering from – if successful, she can slough the condition to an adjacent enemy.

If the direlock fails this new save the expended *dire pool* point is still lost. The enemy is allowed a saving throw as if it were the original target - if successful, the condition dissipates.

If the victim fails its save, it receives the condition for as many rounds were left at the time the direlock sloughed it.

Only one condition can be sloughed per round and each enemy may only be under the effect of one of the direlock's sloughed conditions at one time. If the victim dies before the condition has run its course the condition dissipates.

A direlock cannot slough a condition she has received that did not require a saving throw. Sloughing a condition completely removes it and any prior conditions that led to it.

At 6th level a direlock adds *frightened*, *sickened*, and *cowering* to the list of conditions she can transfer.

At 10th a direlock adds *exhausted*, *nauseated*, and *panicked* to the list of conditions she can transfer.

At 14th level, a direlock adds *bleeding*, *blinded*, and *deafened*, and to the list of conditions she can transfer.

At 18th level the direlock adds *diseased* and *poisoned* to the list of conditions she can transfer. This includes all ability or ongoing related affects of the disease or poison. Any saves against the condition she has already made are transferred to the victim.

Dire Mantle (Su): Starting at 3rd level, as long as the direlock has at least one point remaining in her *dire pool*, a direlock's fetish and charm adorned armor becomes imbued with the ability to absorb and store magic spell energy.

A direlock may not attempt to absorb a spell greater than 3rd level, or of a level that exceeds her Charisma modifier or her remaining storage capacity. A direlock can only store a maximum number of spell levels equal to her Charisma modifier at any one time. A running total of absorbed (and used) spell levels must be kept.

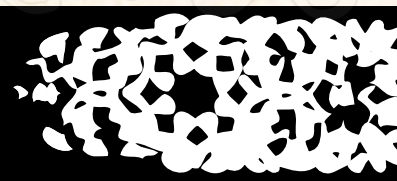
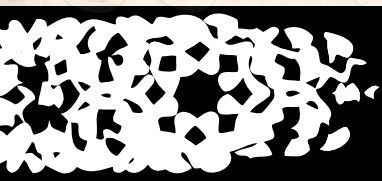
Whenever an opponent casts a spell directly targeting the direlock, the direlock can make a Spellcraft skill check (DC 15 + spell level) to identify the spell. This

Dire Sense (Ex): At 2nd level, a direlock gains Deflect Arrows as a bonus feat, even if she does not meet the prerequisites. If the direlock's *dire weapon* is a two handed weapon the feat still functions as normal without penalty.

At 6th level, she gains a bonus to her flat footed AC against a single opponent of her choice that is within her *dire zone* equal to half her Charisma modifier (minimum 1). At the beginning of her turn, she can change the target of this effect as a free action. She also adds half her Intelligence modifier (if any) to her AC against melee attacks from invisible creatures within her *dire zone*.

At 10th level the direlock prevents one enemy of her choice that flanks her from gaining the +2 flanking bonus to melee attacks made against her. The direlock's heightened awareness within her *dire zone* also grants her a +5 Perception bonus to locate invisible creatures and she halves the miss chance (to 25%) on her melee attacks against invisible creatures - this stacks with any other bonuses the direlock has to offset her miss chance against invisible creatures.

Fearsome Slough (Su): Starting at 2nd level, by expending one point from her *dire pool*, the direlock can remove one temporary condition she is suffering from and



check is an immediate action. Upon identifying the spell, the direlock can choose to absorb the spell's energy within her *dire mantle*, and stores this potential for the next 24 hours or until she expends it.

Alternatively, the direlock's allies may cast spells into the *dire mantle* – the direlock need not make a Spellcraft check to identify the spell being cast.

The direlock may choose to expend the stored spell energy to gain any one of the following benefits per spell level, stacking up to three spell energy levels to gain greater bonuses:

- * gain a +2 *insight* bonus to next concentration check
- * gain a +1 *enhancement* bonus to attacks with her *dire weapon* for one round,
- * gain a +1 *insight* bonus to all saving throws for one round
- * gain a +1 *deflection* bonus to her AC for 1 round.
- * gain a +2 *insight* bonus to one use of one skill. This lasts for 24 hours or until used.

Once per day, the direlock may expend three stored spell energy levels to:

- * gain a point in her *dire pool*
- * gain 10 temporary hit points (duration equal to 1 round per direlock level).
- * increase the DC of a spell the direlock casts by 2

Example: Cruasa, a 6th level direlock, expends three stored spell levels of energy from her dire mantle – she may benefit from either an increase of 1 to the DC of a spell she casts, +6 to her next concentration check, a +3 enhancement bonus to attack with her dire weapon for one round, +3 bonus to a saving throw, a +3 deflection bonus to her AC for 1 round, gain a +6 insight bonus to one skill use, gain 10 temporary hit points for 6 rounds OR gain one point to add to her dire pool.

Utilizing stored spell energy is a swift action, though the direlock cannot both store and utilize the same spell energy in the same round and any spell cast using spell energy stored in the *dire mantle* (see improved *dire mantle*) must still abide by its own casting time. The direlock may expend previously gained spell energy and then store new energy in the same round.

If the direlock cannot store a hostile spell (due to lack of storage capacity) but still makes a successful Spellcraft check to identify it, she gains a +1 circumstance bonus to any saving throw to limit or negate its effects.

If the direlock is without her personalized armor this ability cannot be used. It takes 24 hours to scavenge, forage and locate the necessary materials needed to imbue a new suit of armor with the requisite charms to create a *dire mantle* – the ritual itself takes 8 hours to complete – the *dire mantle* then takes up the chest magic item slot. While the direlock has at least one point in her *dire pool*, her armor is immune to the broken condition.

An enemy caster must succeed on a Spellcraft check (DC 15 + the direlock's level) to identify that the *dire mantle* is responsible for any interruption of their magic.

Dire Mantles: Metamagic Spells, Items and Psionics

When calculating the spell energy of a metamagic enhanced spell, treat the spell as being equal to the slot it has expended, not its un-enhanced regular spell level.

Similarly, the GM may elect to allow the direlock to subsume spells from wands or staves or spell like abilities from monsters – in such cases treat the spells as you would any spell cast by a spellcaster.

If the direlock participates in a psionic-conversant campaign utilizing the psionics rules from *Dreamscarred Press* and wishes to use her *dire mantle* to subsume psionic powers the following guidelines should be followed (until a true psionic direlock archetype is released at some future date...)

Psionic Powers can be subsumed for spell energy points as normal or to power the direlock's own casting (see *Improved dire mantle*).

Psionic Powers have been created to closely follow power levels of spells, but augmentation can affect the overall output of the power – in such cases it is advised that the GM make a judgment based on the power and a similar spell – keeping in mind that some 1st level spells escalate damage dice in the same way that psionic powers can be escalated with expenditure of power points or psionic focus. A quick method of determining the spell energy level of an augmented power is (number of power points +1) divided in half.

Incunabula (Su): Starting at 3rd level, a direlock gains one *incunabula*, ancient eldritch lore that pertains to the dark arts of peril and pain. She gains an additional *incunabula* at 6th level and every three levels thereafter.

Alternatively, a direlock may choose to learn any feat that has direlock class levels or class features as a prerequisite in place of an *incunabula* (see New Feats, below).

Unless specifically noted in an *incunabula*'s description, a direlock cannot select a particular *incunabula* more than once. *Incunabula* that affect spells can only be used to modify spells from the direlock spell list, unless otherwise noted.

The DC to save against an *incunabula* effect is equal to 10 + 1/2 the direlock's level + the direlock's Charisma modifier.

Dark Pact (Su): The direlock may choose a patron as per the witch class feature. Once the choice is made, it cannot be changed. She may add one spell that she qualifies for from the patron's spell list to her direlock spells. She may not choose the *Healing* patron. This *incunabula* may be chosen more than once, but each subsequent spell must come from the same patron. A direlock must be at least 6th level before selecting this *incunabula*.

Dire Advantage (Ex): Whenever the direlock scores a critical hit, or a foe within her *dire zone* makes a critical fail, the direlock gains a measure of power. During her next turn, whenever the direlock uses one of her abilities or an *incunabula* that normally requires an expenditure

of her dire pool, the amount consumed is reduced by 1, to a minimum of zero.

Dire Affray: The direlock can expend 1 point from her *dire pool* as a swift action – her *dire weapon* is treated as one size category larger for the purposes of damage dice for all of her attacks until the end of her next turn.

Dire Bastion (Su): A direlock can expend 1 point from her *dire pool* as a swift action to grant herself an *insight* bonus to her AC equal to her Charisma modifier until the end of her next turn.

Dire Familiar (Ex): The direlock's familiar gains the Dire Creature template*. The direlock must have the Familiar *incunabula* and be at least 9th level to select this *incunabula*. *(Tome of Horrors Complete).

Dire Fortune (Ex): As an immediate action, the direlock can reroll any saving throw check she has just made with a +4 bonus. She must use this ability after the roll is made, but before the roll's outcome is determined. The direlock must accept the second roll, even if it is worse. The direlock can use this *incunabula* once per day.

Dire Gift (Ex): The direlock can expend 1 point from her *dire pool* as a swift action to gain a *morale* bonus to damage with her *dire weapon* equal to her Charisma modifier until the end of her next turn.

Dire Spell (Su): Once per day, as a swift action the direlock empowers an offensive spell she casts that affects creatures within her *dire zone* – the spell affects one more creature than it usually would and that creature must be within the *dire zone*. A direlock must be at least 6th level before selecting this *incunabula*, and it cannot be used in conjunction with a spell learned from another class or via the *spell scavenger* or *dark pact* *incunabulae*.

Dread Assault (Su): The direlock can expend 1 point (only) from her *dire pool* to make an extra attack with her *dire weapon* using her level as her BAB. If more than one attack hits in the round, the direlock gains a +1 *circumstance* bonus to any critical threat confirmation rolls. This *incunabula* must be declared and used as part of a full round action and cannot grant more than one extra attack per round.

Dread Strike (Su): Whenever the direlock makes a successful critical hit, she can expend 1 point from her *dire pool* to bestow the *shaken* condition to the target. The target must make a successful Fortitude save (DC 10 + 1/2 the direlock's level + the direlock's Charisma modifier) or become *shaken* for 1 round per level of the direlock. If the save is successful, the target takes the damage as normal (including bonus damage), but not the effects of the *shaken* condition.

At 9th level, the target becomes *frightened* if it fails this save. At 13th level, the target becomes *panicked* if it fails this save. The direlock must be at least 6th level to select this *incunabula*.

Dread Weapon (Su): The direlock gains a +2 *morale* bonus to confirmation rolls on criticals with her *dire weapon*.

Familiar (Ex): The direlock gains a familiar, using her direlock level as her effective wizard level. This familiar follows the rules for familiars presented in the wizard's Arcane Bond class feature. The direlock must be at least 6th level to select this *incunabula*.

Hex (Su): The direlock may learn one witch's hex that she qualifies for, however she can only hex foes within her *dire zone*. This *incunabula* may be selected more than once, granting a new hex each time. She may not choose the *coven*, *flight* or *healing* hexes, nor any major or grand hexes.

Proliferation (Su): By expending one point from her *dire pool*, the direlock can extend the radius of her *dire zone* by 5 feet for a number of rounds equal to her Charisma modifier.

Spell Scavenger (Su): When a direlock selects this *incunabula* she must select one spell from the alchemist, magus or wizard list that is of a direlock level that she can cast. She adds this spell to her *grimoire* and list of direlock spells as a spell of its level. She can instead add two spells to add in this way, but both must be at least one level lower than the highest-level direlock spell she can cast. A direlock must be at least 6th level to select this *incunabula* and it may be chosen more than once.

Waver Undead (Su): As a standard action, the direlock sends out a wave of unease that affects undead. By expending 1 point from her *dire pool*, she can affect undead creatures within her *dire zone* as if she had the Turn Undead feat. The DC to resist this attempt is equal to 10 + 1/2 the direlock's level + her Charisma modifier. If the direlock selects this *incunabula*, she may choose the Improved Channel feat to increase this DC, at any time when she could normally learn a feat, even if she does not meet the usual prerequisites.

Void Strike (Su): When using her *ravens strike* ability the direlock can steal 1d6 spell levels instead of 1d4. The direlock must be at least 12th level to select this *incunabula*.

Spells: Beginning at 4th level, the direlock gains the ability to cast a small number of arcane spells which are drawn from the direlock spell list. A direlock must choose and prepare her spells ahead of time.

A direlock can cast arcane spells while wearing light armor or using a buckler without incurring the normal arcane spell failure chance.

Like any other arcane spellcaster, a direlock wearing medium armor, heavy armor, or a shield incurs a chance of arcane spell failure if the spell in question has a somatic component. A multiclass direlock still incurs the normal arcane spell failure chance for arcane spells received from other classes.

To learn, prepare, or cast a spell, the direlock must have an Intelligence score equal to at least 10 + the spell level. The Difficulty Class for a saving throw against a direlock's spell is 10 + the spell level + the direlock's Intelligence modifier.

A direlock can cast only a certain number of spells of each spell level per day. Her base daily spell allotment is given on Table: Direlock. In addition, she receives bonus spells per day if she has a high Intelligence score.

A direlock may know any number of spells. She must choose and prepare her spells ahead of time by getting 8 hours of sleep and spending 1 hour studying her *grimoire*. While studying, the direlock decides which spells to prepare.

Through 3rd level, the direlock has no caster level. At 4th level and higher her caster level is equal to her direlock level -3.

Grimoire: At 4th level the direlock creates a *grimoire*, a repository for her arcane spells. A direlock must study her *grimoire* each day to prepare her spells. She cannot prepare any direlock spell not recorded in her *grimoire* except for *read magic*, which all direlocks can prepare from memory.

A direlock's *grimoire* initially contains three first level direlock spells, plus a number of additional 1st-level direlock spells equal to her Intelligence modifier. At each new direlock level, she gains two new direlock spells of any spell level or levels that she can cast (based on her new direlock level) for her *grimoire*. At any time, a direlock can also add direlock spells found in other spellbooks to her *grimoire*.

A direlock can learn spells from a wizard's spellbook, just as a wizard can from a direlock's *grimoire*. The spells learned must be on the direlock spell list, as normal. An alchemist can learn *formulae* from a direlock's *grimoire*, if the spells are also on the alchemist *formulae* list. A direlock can copy any spell on her spell-list from an alchemist's *formulae*, but the direlock can only copy *formulae* that are two levels below the highest level she can cast.

A *grimoire* is a baroque and heavy item - it costs and weighs double the amount of a normal spellbook (30 gp and 6lbs.), has the hardness and hitpoints of a treasure chest (hardness 5, hp 15) and is both lockable and trappable. Should anyone attempt to read a *grimoire* without the direlock's permission, the creature must make a Will save (DC 10 + 1/2 the direlock's level + the direlock's Charisma modifier) or take 1 point of Intelligence damage. This effect lasts for 24 hours.

Eldritch Tendrils (Su): At 5th level the direlock can create an invisible tendril of eldritch power and attach it to a single creature within her *dire zone* for a number of rounds equal to her direlock level. For every three levels beyond 5th, the direlock can create one additional *eldritch tendril*, up to five tendrils at 17th level. Creating an *eldritch tendril* (or set of tendrils) is a move action that provokes an attack of opportunity.

Attaching an *eldritch tendril* is a standard action that does not provoke an attack of opportunity. Attaching a set of tendrils (i.e. more than one) is a full round action. A creature can only be attached to one *eldritch tendril* at a time.

To attach an *eldritch tendril* the direlock must make a successful ranged touch attack against an unwilling creature. A direlock can then transfer a condition she is suffering from to another creature that is attached to one of her *eldritch tendrils* via her *fearsome slough* ability.

Once attached, if a connected creature moves beyond the range of the direlock's *dire zone*, the connection is immediately severed, and the awful ripping away of the *eldritch tendril* causes considerable pain to the creature equal to 1d4 points of damage for every point

of the direlock's Charisma modifier.

Alternatively the direlock can attach an *eldritch tendril* to an ally - connecting an *eldritch tendril* to a willing creature requires no attack roll. Once this connection is made, the direlock may use an *eldritch tendril* to feed on one condition of the connected ally per round.

As a swift action, the direlock can consume one condition - the condition is completely removed from the ally and the direlock feeds upon its energy, regaining 1 hit point for each round remaining in the *cowering*, *dazzled*, *shaken*, *sickened* and *staggered* conditions.

The direlock regains 2 hit points for each round remaining in the *dazed*, *fatigued*, *frightened*, and *nauseated* conditions - the direlock must be at least 9th level and requires the expenditure of one point per condition from the direlock's *dire pool* to feed on these conditions.

The direlock regains 3 hit points for each round remaining in the *blinded*, *deafened*, *exhausted*, and *panicked* conditions - the direlock must be at least 13th level and requires the expenditure of two points per condition from the direlock's *dire pool* to feed on these conditions.

Conditions, once consumed are considered negated. Note that the direlock cannot feed upon permanent conditions e.g. a *blind* or *deaf* creature or a zombie's permanent *staggered* condition.

This ability can be used once per day. *Eldritch tendrils*, although invisible, can be targeted and attacked - each tendril has an AC of 20, Hardness of 5 and 15 hp.

Medium Armor (Ex): At 7th level, the direlock gains proficiency with medium armor. A direlock can cast direlock spells while wearing medium armor without incurring the normal arcane spell failure chance. Like any other arcane spellcaster, a direlock wearing heavy armor or using a shield incurs a chance of arcane spell failure if the spell in question has a somatic component.

Improved Dire Mantle (Su): At 8th level, a direlock can use her *dire mantle* to absorb spells of 4th level or lower. If the direlock decides not to absorb a spell, but still makes a successful Spellcraft check to identify it, she gains a +2 circumstance bonus to any saving throw made against its effect.

The direlock can now use her 3 spell-level energy expenditure ability 2/day.

The direlock can also choose to expend spell energy absorbed by her *dire mantle* in the form of spells of her own, like a *rod of absorption*. Essentially the direlock uses captured spell energy to cast any spell she has prepared without expending the prepared spell itself.

The only restrictions are that the levels of spell energy stored in her *dire mantle* must be equal to or greater than the level of the spell she wants to cast and that any material components required for the spell be present.

The direlock knows her remaining absorbing potential and current amount of stored energy. (Remember - drawing upon stored spell energy is a swift action, though the direlock cannot both store and utilize the same spell energy in the one round. She may expend previously gained spell energy and then store new energy in the same round. Any spell cast using spell-energy stored in the *dire mantle* must still abide by its own casting time.)

Finally, a direlock may also attempt to store a portion of a spell of more spell levels than she has remaining storage capacity within her *dire mantle*, but still not higher than 4th level. In doing so, the direlock takes 1d6 damage for every level of the spell being absorbed beyond the direlock's storage capacity. A Fortitude save (DC 15 + the spell levels over the maximum capacity) halves the damage.

Example: Cruasa, an 8th level direlock currently has two points storage capacity remaining in her dire mantle. She succeeds in identifying (with Spellcraft) a 3rd level spell cast at her and decides to absorb and store a portion of the spell – two levels of spell energy, leaving one level to damage her as hostile magic. She takes 1d6 points of damage, or half that amount if she makes a DC 16 Fortitude save.

Ravens Strike (Su): At 9th level, once per round, whenever the direlock confirms a critical strike with her *dire weapon* she may choose to expend one point from her *dire pool* to, in addition to normal damage, draw 1d4 available spell levels from the victim, adding this spell energy to her *dire mantle* (if she has storage space available) or dissipating the energy entirely. This replaces the extra damage inflicted by the successful critical confirmation.

The target makes a Fortitude save (DC 10 + 1/2 the direlock's level + the direlock's Charisma modifier). If the save fails the target loses the spell energy as prepared spells or spontaneous spell slots - lowest level spells or bonus spells are taken first. If there are fractions of spells left then the energy is taken as normal - the spellcaster loses the spell and any leftover spell energy dissipates. If the victim makes their Fortitude save the *dire pool* point is still expended.

Stealing and storing spell energy in this fashion is inherently dangerous and painful for the direlock - each spell level drawn causes 1d4 hp of damage to the direlock - a successful Fortitude save (DC 10 + the spell's total level) halves the damage.

Alternatively the direlock can elect to dissipate the spell energy without storing it in her *dire mantle* - in this case the direlock takes no damage from stealing the spell-energy.

A direlock may not attempt to draw a spell whose level exceeds that of her Charisma modifier or is greater than 4th level.

Example: Cruasa the Direlock confirms a critical with her dire weapon and spends a point from her dire pool to draw 3 spell-levels from her victim who only has one 4th level spell remaining. Cruasa receives her 3 points of spell level energy and takes 3d4 hp of damage (half on a successful DC 14 Fort save) and the spell-casting victim loses their spell entirely.) Cruasa could, if she desired, merely destroy/dissipate the spell energy, thus not storing the spell within her dire mantle nor taking any damage.

Major Inimica (Su): Starting at 10th level, and every 2 levels thereafter, the direlock can choose one of the following *major inimica* whenever she could select a new *inimica*:

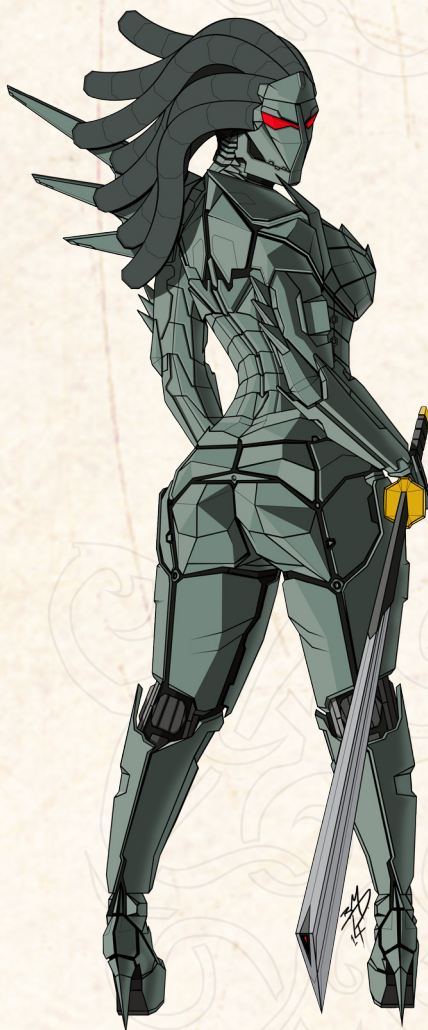
Spell Vortex: The direlock creates a vortex capable of siphoning Area of Effect spells entering or cast within the *dire zone* into the direlock's *dire mantle*. Treat the siphon

as a regular spell absorption as if using the *dire mantle*, however each such use requires the expenditure as an immediate action of a further *dire pool point* per level of the spell in question.

Inertia: The *dire zone* affects the actions of the direlock's enemies. All foes within the *dire zone* have their initiative count decreased by 5.

Damage Ground: The *dire zone* becomes a vector of pain for the direlock's enemies. Each time the direlock makes a successful melee strike with her *dire weapon*, all enemies within the *dire zone* take any extra damage conferred by the *dire weapon's* enhancement bonus, the direlock's Strength modifier or any bonus damage due to any vulnerabilities they share with the original victim.

Viral slough: The *dire zone* becomes charged with a pulsating flow of peril. Any time the direlock sloughs a condition to an enemy and the enemy saves against the condition, the *dire zone* carries the condition to a new enemy within the *dire zone*. All enemies in turn must save against the condition until either one fails or all have saved. If all save, the condition deteriorates by one round, and on consecutive rounds it targets all foes in the *dire zone* again (or deteriorates) until it either dissipates or finds a host.



Dire Conduit (Su): At 11th level the direlock's *eldritch tendrils* act as a further conduit, capable of transferring any damage incurred from spells or spell-like abilities (as an immediate action – once per round per *eldritch tendril*), or from absorbing spells in her *dire mantle* (as a free action) or through a *ravens strike* (as a swift action).

The direlock can apply this damage to any ally or foe connected to her via an *eldritch tendril* – a successful Fortitude save halves any damage.

The direlock can now use *eldritch tendrils* twice per day, and may attach two *eldritch tendrils* as a move action or one as a swift action.

Additionally, the direlock can choose to connect two tendrils to any one foe or ally, allowing her to draw two conditions from an ally or impart two conditions to a foe per round. Attaching more than one *eldritch tendril* in a round is a full round action. Each tendril draws or imparts one condition at a time, this otherwise overrides the previous *eldritch tendril* caveat on one condition per creature.

Finally, the *eldritch tendrils* operate as a conduit for spells – the direlock can automatically affect a creature connected to the *eldritch tendril* with a ranged spell requiring a successful hit without needing to make an attack roll, or may impart a touch spell regardless of how far the *eldritch tendril* actually reaches.

An ally may also affect connected creatures (whether allies or foes) with touch spells by placing their hands upon the direlock's *dire mantle* – however only touch spells of a level or lower than that currently known by the direlock may be transferred in this way.

Heavy Armor (Ex): At 12th level, the direlock gains proficiency with heavy armor. A direlock can cast direlock spells while wearing heavy armor without incurring the normal arcane spell failure chance. Like any other arcane spellcaster, a direlock using a shield incurs a chance of arcane spell failure if the spell in question has a somatic component.

Dire Presence (Ex): At 13th level, by expending one point from her *dire pool* as an immediate action, the direlock can substitute her Charisma bonus instead of her Wisdom bonus for a Will save. If she makes a successful Will saving throw that would normally result in half or partial damage she instead takes no damage.

Dread Mantle (Su): At 14th level, the direlock can use her *dire mantle* to absorb spells of 5th level or lower.

The direlock can now use her 3 spell level energy expenditure ability 3/day.

The direlock can now also absorb spells that specifically target individual allies connected to her via her *eldritch tendrils*. This functions exactly as the *dire mantle* ability, treating the direlock as the intended target.

Dire Inimica (Ex): At 17th level, the direlock learns to focus her *inimica*. Whenever the direlock uses her *inimica* ability, she must select one type of *inimica*. She is treated as if she were 5 levels higher for the purposes of determining the bonus or penalty granted by the *inimica*. Unlike other types of *inimica*, *inimica* enhanced by this ability cannot be changed for the remainder of the combat. The direlock may only improve one use of *inimica* in this fashion in any 24 hour period.

Dread Tendrils (Su): At 17th level, a direlock can use *eldritch tendrils* three times per day and may attach four *eldritch tendrils* as a move action or two as a swift action.

True Direlock (Su): At 20th level, a direlock can use her *dire mantle* to absorb spells of 7th level or lower, but cannot exceed her Charisma modifier or maximum storage capacity as normal. Also, whenever the direlock uses *eldritch tendrils*, she can create up to five tendrils. In addition, when the direlock uses her *ravens strike* ability, the direlock can steal 1d6 spell levels instead of 1d4. If she also has the *void strike incunabula*, this increases to 1d8.

DIRELOCK SPELL LIST

1st *bane, bleed, bungle, cause fear, confusion, lesser, daze, deathwatch, disguise self, doom, ghost sound, hideous laughter, interrogation, touch of fatigue, ventriloquism.*

2nd *accumulating error*, entropic shield, ghostly disguise, haunting mists, ill omen, mad hallucination, obscuring mist, oppressive boredom, ray of sickening, unprepared combatant, vocal alteration, youthful appearance.*

3rd *alter self, blood transcription, badger's ferocity, blindness/deafness, death knell, delay pain, enthrall, hold person, howling agony, mirror image, screech, sound burst.*

4th *black tentacles, blur, countless eyes, darkvision, death ward, hypnotic pattern, force punch, loathsome veil, mark of justice, pain strike, rusting grasp, spite.*

*New Direlock spell, see below

When adding newly published or other third-party published spells to the Direlock spell-list, the theme is obfuscation, illusion and malady with a little divination and self-buffing.

FAVORED CLASS BONUSES

Drow: Add +1/2 point to Bluff checks to feint and Intimidate checks to demoralise.

Dwarf: Add +1 to CMD against disarm or sunder attempts against the direlock's *dire weapon*.

Elf: Add +1/4 of a new inimica known.

Gnome: Add +1/2 point to Spellcraft, Knowledge (arcana) and Use Magic Device.

Goblin: Add 1/4 *dire pool* point.

Half-elf: Add 1/3 to Perception checks within the *dire zone*.

Half-orc: Add +1/4 point to both fear bonus and penalty within *dire zone* - this may increase beyond +5/-5.

Halfling: Add +1/4 of an extra inimica per day.

Human: Add +1/4 point to inimica DCs.

Tiefling: Add +1/2 point to Intimidate and 1/2 to direlock level for determining 1st level *dire pool* ability effects.

DIRELOCK ARCHETYPES

BANELOCK (Direlock Archetype)

Banelocks revel in physical combat, preferring to meet their foes with force and an arsenal of dire weapons.

The following abilities change or replace the class features of the Direlock base class:

Weapon and Armor Proficiencies:

A banelock adds shields to the proficiencies normally gained by a direlock. A banelock does not suffer from armored spell failure while using a shield - though a multiclass banelock still incurs the normal arcane spell failure chance for arcane spells received from other classes while using a shield.

Diminished Spellcasting: The banelock casts arcane spells drawn from the direlock spell list, and gains and casts spells as a direlock of her level -1.

Bane Pool (Su): At 1st level, the banelock gains a reservoir of mystical eldritch energy that she can draw upon to fuel her powers and enhance her *bane weapon* (see below). This *bane pool* has a number of points equal to 1/2 her banelock level (minimum 1) + her Charisma modifier. The pool refreshes once per day when the banelock completes 8 hours of rest. *Bane pool* is treated as *dire pool* for any ability that requires *dire pool* to function.

At 1st level, a banelock can expend 1 point from her *bane pool* as a swift action to grant her *bane weapon* a +1 *enhancement* bonus for 1 minute. For every four levels beyond 1st, the *bane weapon* gains another +1 *enhancement* bonus, to a maximum of +5 at 17th level. These bonuses can be added to the *bane weapon*, stacking with existing weapon enhancement to a maximum of +5. Multiple uses of this ability do not stack with themselves.

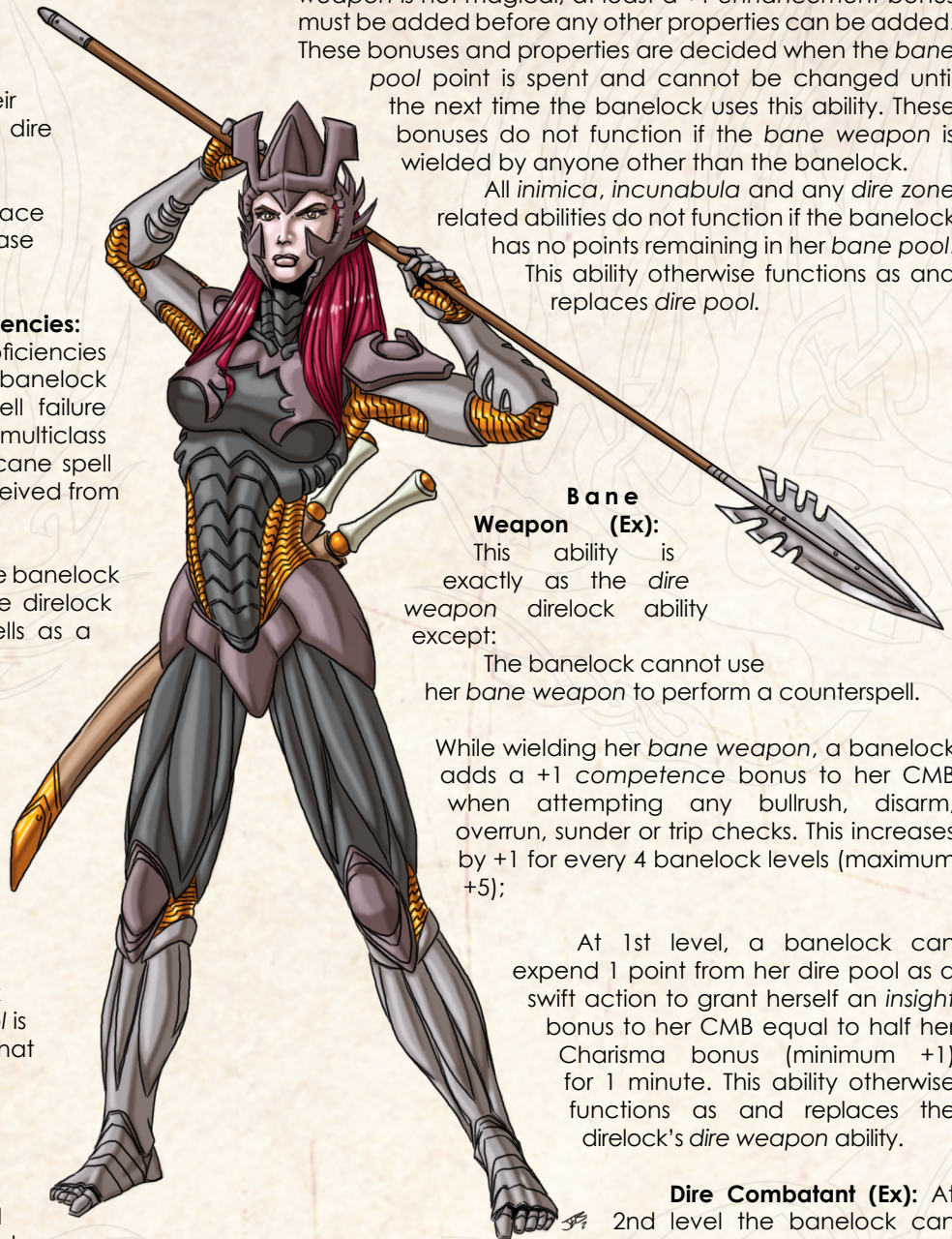
At 5th level, the *enhancement* bonuses granted by the banelock's *bane pool* can be used to add any of the following weapon properties:

- 1 point of bonus: *bane*, *cruel*, *hunter*, *menacing*, *merciful*, *ominous*, *vicious*
- 2 points of bonus: *anchoring*, *defiant*, *lifesurge*, *negating*, *phase locking*, *stalking*
- 3 points of bonus: *nullifying*, *repositioning*

These properties are added to any the *bane weapon* already has, but duplicates do not stack. If the *bane weapon* is not magical, at least a +1 *enhancement* bonus must be added before any other properties can be added. These bonuses and properties are decided when the *bane pool* point is spent and cannot be changed until the next time the banelock uses this ability. These bonuses do not function if the *bane weapon* is wielded by anyone other than the banelock.

All *inimica*, *incunabula* and any *dire zone* related abilities do not function if the banelock has no points remaining in her *bane pool*.

This ability otherwise functions as and replaces *dire pool*.



Bane Weapon (Ex):

This ability is exactly as the *dire weapon* direlock ability except:

The banelock cannot use her *bane weapon* to perform a counterspell.

While wielding her *bane weapon*, a banelock adds a +1 *competence* bonus to her CMB when attempting any bullrush, disarm, overrun, sunder or trip checks. This increases by +1 for every 4 banelock levels (maximum +5);

At 1st level, a banelock can expend 1 point from her *dire pool* as a swift action to grant herself an *insight* bonus to her CMB equal to half her Charisma bonus (minimum +1) for 1 minute. This ability otherwise functions as and replaces the direlock's *dire weapon* ability.

Dire Combatant (Ex): At

2nd level the banelock can choose one of the following as a free bonus feat: Deflect Arrows, Improved Critical, Improved Disarm, Improved Overrun, Improved Sunder, Improved Trip or Toughness whether or not she meets the prerequisites for that feat. This ability alters but is otherwise the same as *dire sense*.

Second Bane Weapon (Ex): At 3rd level, a banelock may select and empower a second *bane weapon*. A banelock may choose a throwing weapon as a *bane weapon*.

If the banelock wields two *bane weapons* she is still limited to a maximum *enhancement* bonus from her *bane pool* based on one weapon - e.g. the maximum *enhancement* bonus must be divided between the two weapons. This ability replaces the *incunabula* gained at 3rd level.

Medium Armor (Ex): At 5th level, the banelock gains proficiency with medium armor as the 7th level direlock ability.

Third Dire Weapon (Ex): At 6th level, a banelock may select and empower a third *bane weapon*. A banelock may choose a missile weapon as a bane weapon. This ability replaces the *incunabula* gained at 6th level.

Heavy Armor (Ex): At 10th level the banelock gains proficiency with heavy armor as the 12th level direlock ability.

Fearful Recompense (Su): At 12th level the banelock gains the use of the *retribution* major hex. This replaces the *incunabula* gained at 12th level.

Dire Resistance (Ex): At 14th level, the banelock can withstand enormous amounts of punishment. By expending one point from her *dire pool* as an immediate action, the direlock can substitute her Charisma instead of Strength or Dexterity for a Fortitude or Reflex save. If she makes a successful Fortitude or Reflex saving throw that would normally result in half- or partial- damage she instead takes no damage. This ability replaces *dire presence*.

DREADMASQUE (Direlock Archetype)

Whether showy, flamboyant and outlandish, or grim, dark and imposing, dreadmasques utilize their eldritch warmasks to enact powerful masques.

The following abilities change or replace the class features of the Direlock base class:

Altered Skillset: The dreadmasque adds Fly (Dex) and Perform (Cha) to her list of class skills.

Eldritch Warmask (Su): At 1st level, the dreadmasque gains an *eldritch warmask* that she channels her various *masques* through (see below). The eldritch warmask is a *masterwork* mask, often made of leather, iron, porcelain, wood, or similar material.

The *eldritch warmask* takes up the head item slot and confers a different bonus depending upon which *masque* the dreadmasque is currently enacting, as well as the ability to utilize one hex as the Witch ability. Abilities, bonuses and hexes are only gained while the *masque* is in effect, hexes are additionally limited to affecting foes within the dreadmasque's *dire zone*.

The *eldritch warmask* also creates an aura of imposing might that functions as a *dire zone* – however the *eldritch warmask* does not affect the dreadmasque's saves against fear effects or that of her foes. It does provide the dreadmasque with a +1 *insight* bonus against mind-affecting effects – increasing by +1 for every four levels to a maximum of +5 at 17th level.

At 5th level the dreadmasque stores and prepares her spells within her *eldritch warmask* just as a Witch does with her familiar.

As long as the dreadmasque has at least one point in her *dire pool* the eldritch warmask is immune to the *broken* condition. The *eldritch warmask* does not hamper the dreadmasque's vision or perception in any way.

A creature can attempt to remove the *eldritch*

warmask by force from the dreadmasque's face if it makes a successful grapple check against the eldritch warmask. For the purpose of this grapple check, the *eldritch warmask* is considered to have a Strength score of 20 + 1/2 the dreadmasque's level, and a size of Large. A creature may also attempt to sunder the *eldritch warmask*. While the dreadmasque has at least one point remaining in her *dire pool*, the *eldritch warmask* has a hardness of 20, and a number of hit points equal to 10 + the dreadmasque's level + her Charisma modifier. The *eldritch warmask* can be easily removed if the dreadmasque is unconscious or dead. If it becomes *broken* or is destroyed, it falls to the ground.

If an *eldritch warmask* is damaged, it is restored to full hit points the next time the dreadmasque completes a period of 8 hours rest. If the *eldritch warmask* is lost or destroyed, it can be replaced after 1 week in a special ritual that costs 200 gp per dreadmasque level plus the cost of the masterwork item. This ritual takes 8 hours to complete. *Eldritch warmasks* replaced in this way do not possess any of the additional enchantments of the previous eldritch warmask.

A dreadmasque can designate an existing mask as her *eldritch warmask*. This functions in the same way as replacing a lost or destroyed *eldritch warmask* except that the new mask retains its abilities while gaining the benefits and drawbacks of becoming an *eldritch warmask*.

Note that it is entirely up to the PC (within GM's discretion) to determine the visual composition of the mask both when inert and during particular *masques* and any (non-game-mechanical) visible auras or effects that accompany it. This ability otherwise functions as and replaces *grimoire* and spell use and alters *dire zone*.

Masque (Su): At 1st level, while wearing her *eldritch warmask*, the dreadmasque can enact a *masque* as a swift action. The *masque* consists of complex and arcane arrangements of movements and body language that requires rigorous training to learn and concentration to maintain. As such, spellcasting during a *masque* is a taxing effort – the dreadmasque's Concentration checks for casting spells have their DC increased by 5.

At 1st level, a dreadmasque knows one *masque* and can use this ability once per day. At second level she learns a new *masque*. At 4th level, and every three levels thereafter, the dreadmasque gains a new *masque* and can use this ability an additional time per day. Once activated a *masque* has a duration of 1 minute per dreadmasque level, at which point all of the bonuses or penalties and ability to cast hexes immediately end.

The dreadmasque must participate in the combat to gain these bonuses/penalties. If she is *paralyzed*, *stunned*, *unconscious* or otherwise prevented from participating in the combat (i.e. the subject of a *hold person* spell, put to *sleep*, *turned to stone*), the ability does not end, but the bonuses/penalties do not resume until she can participate in the combat again.

Note that *masques* still function and may be utilized and bonuses/penalties still apply if the dreadmasque is *frightened* or *panicked*.

When the dreadmasque uses this ability she must select one type of *masque* she knows to enact. As a swift action, she can change this *masque* to another type she knows. All effects of the previous *masque* immediately ends

and the new *masque* takes effect.

Saving throw DCs to resist *masque*, greater *masque* and *dread masque* hexes and major hexes are equal to 10 + 1/2 the dreadmasque's level (minimum 1) + the dreadmasque's Charisma modifier.

Feral Masque: The dreadmasque is possessed of a fearsome and convulsing aspect gaining a +1 *morale* bonus to Strength. This bonus increases by +1 for every four dreadmasque levels she possesses. While enacting a feral *masque* the dreadmasque gains the use of the *nails* hex.

Masque of Defence: The dreadmasque's skin becomes hardened, imparting a +1 *natural armor* bonus to AC. This bonus increases by +1 for every four dreadmasque levels she possesses. While enacting a *masque of defence* the dreadmasque gains the use of the *healing* hex - though with one caveat - she can only use this hex upon herself.

Masque of Defiance: The dreadmasque is energized by a mote of dire power gaining +10 bonus temporary hit points. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *masque of defiance* the dreadmasque gains the use of the *fortune* hex.

Masque of the Dire-eyed mien: The dreadmasque's mind is steeled against probing and attack, imparting a +1 *morale* bonus to Will saves. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *masque of the dire-eyed mien* the dreadmasque gains the use of the *evil-eye* hex.

Masque of Escape: The dreadmasque is empowered by a quickness of movement imparting a +5 ft bonus to Speed. This bonus increases by 1 ft for every dreadmasque level she possesses; While enacting a *masque of escape* the dreadmasque gains the use of the *flight* hex.

Masque of Pain: The dreadmasque become an avatar of pain and misery gaining a +1 *morale* bonus to weapon damage. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a

masque of pain the dreadmasque gains the use of the *misfortune* hex.

Masque of Puissance: The dreadmasque becomes more adroit and adept, gaining a +2 *insight* bonus to all class skills. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *masque of puissance* the dreadmasque gains the use of the *tongues* hex.

Masque of Shadows: The dreadmasque becomes blurred and indistinct, gaining a +5 *circumstance* bonus to Stealth. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *masque of shadows* the dreadmasque gains the use of the *slumber* hex.

Masquerade: The dreadmasque is adept at hiding her true nature, gaining a +4 *circumstance* bonus to Disguise. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *masquerade* the dreadmasque gains the use of the *disguise* hex.

Sensory Masque: The direlock's primal senses become finely attuned, imparting a +5 *insight* bonus to Perception. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting *sensory masque* the dreadmasque gains the use of the *feral speech* hex.

Wild Masque: The dreadmasque appears as a wild incarnation of terror gaining a +1 *morale* bonus to attacks. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a *wild masque* the dreadmasque gains the use of one of the following hexes: *prehensile hair* OR *unnerve beasts*.

This ability replaces *inimica*.

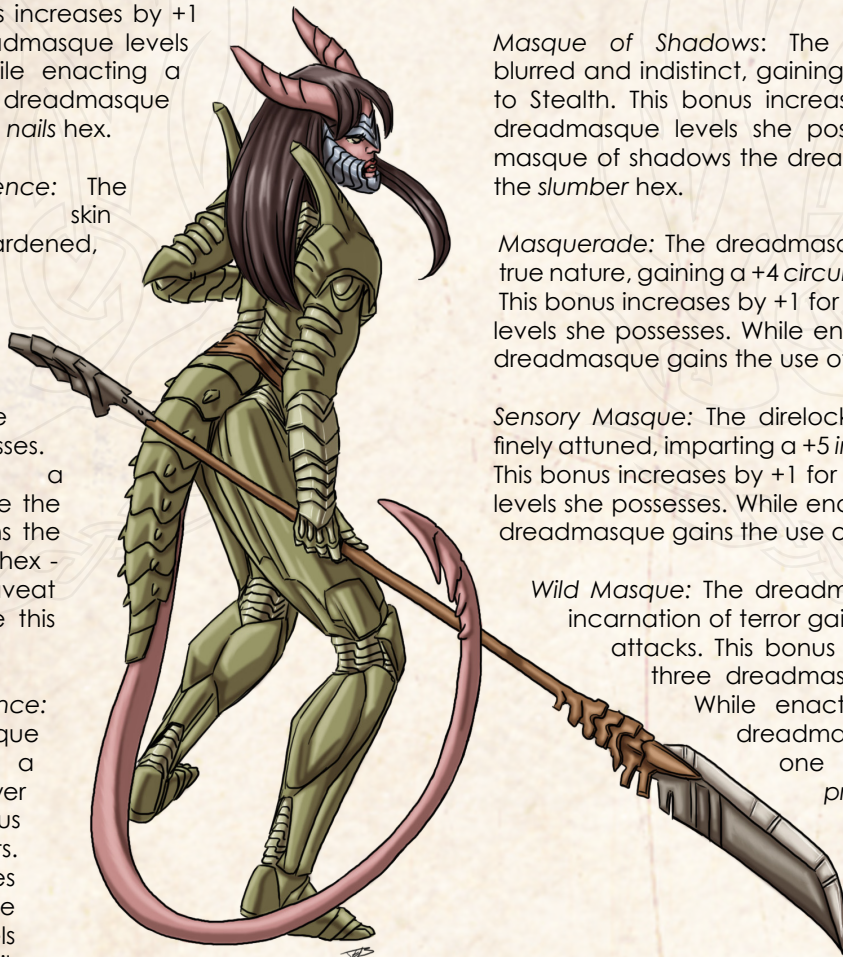
Incunabula: A dreadmasque is prohibited from selecting the *Familiar* or *Hex incunabulae*.

Diminished Spellcasting: The dreadmasque casts arcane spells drawn from the direlock spell list, and gains and casts spells as a direlock of her level -1.

Fluid Masque: At 7th level, the dreadmasque has improved control and alertness when enacting a *masque*. She no longer receives a penalty to Concentration checks when casting spells during a *masque*. This ability replaces *medium armor*.

Greater Masque (Su): Starting at 10th level the dreadmasque can opt to learn the following more powerful *greater masques* whenever she could choose a *masque*:

Masque of Terror: The dreadmasque becomes a dread conduit for dark powers gaining a +5 *morale* bonus to Intimidate. This bonus increases by +1 for every two dreadmasque levels she possesses beyond 10th. While



enacting a masque of terror the dreadmasque gains the use of the *beast of ill-omen* hex.

Skullmasque: The dreadmasque becomes attuned to deathly energies receiving a +3 *morale* bonus to saves against negative channeling, ghoul paralysis and undead level drain. This bonus increases by +1 for every four dreadmasque levels she possesses beyond 10th. While enacting a skullmasque the dreadmasque gains the use of the *blight* hex.

Masque of the Void: The dreadmasque's countenance becomes blank, imparting a +3 *insight* bonus to saves against mind affecting effects and emotion descriptor spells. This bonus increases by +1 for every three dreadmasque levels she possesses beyond 10th. While enacting a masque of the void the dreadmasque gains the use of the *ward* hex.

Masque of Blood: A red haze envelops the dreadmasque – her dire weapon causes *bleeding 2 hp*. This bleeding increases by +1 for every three dreadmasque levels she possesses beyond 10th. While enacting a masque of blood the dreadmasque gains the use of the *healing* hex. This ability replaces *major inimica*.

Medium Armor: This is exactly as the direlock ability but is gained at 10th level instead of 7th. This replaces *heavy armor*.

Dread Masque (Su): At 17th level, the dreadmasque has complete mastery over her masques. The dreadmasque can now receive the benefits and hex use of two *masques* or one *greater masque* and one *masque* every time she uses her masque ability. At 19th level she may choose from the following *dread masques* instead of a *masque*:

Lifemasque: The dreadmasque's physiognomy is energized, she gains *fast healing 4*. While the lifemasque is in effect the dreadmasque gains the use of the *major healing* major hex – though with one caveat - she can only use this major hex upon herself.

Soulmasque: The dreadmasque's very essence is transformed, appearing as a living statue – she gains construct traits. While the soulmasque is in effect the dreadmasque gains the use of one of the following major hexes: *icetomb* OR *hoarfrost*.

Deathmasque: A deathly pallor and grim aura envelops the dreadmasque – she gains undead traits, +2 Strength, +2 natural armor bonus and DR5/bludgeoning. While the deathmasque is enacted the dreadmasque gains the use of the *agony* major hex.

This ability replaces *dire inimica*.



FEAR EATER (Direlock Archetype)

Fear eaters are wild beings, rarely found in civilized environs. Lacking the singular focus of direlocks, fear eaters occasionally find themselves accompanying adventurers or leading groups of scavengers, miscreants and malcontents.

The following abilities change or replace the class features of the Direlock base class:

Terror Pool (Su): This is exactly like the direlock's *dire pool* ability, except that the fear eater of 5th level or higher can also expend 1 point from her *terror pool* to remove the *shaken* or *cowering* condition from an ally within her *dire zone*, 2 points to remove their *frightened* condition, or 3 points to remove their *panicked* condition. She may target up to three allies but may only remove one condition per ally per round, and must spend *terror pool* points for each individual. For every *dire pool* point spent the fear eater is healed of 1 hp per round of the condition removed - if she is uninjured she does not gain any hit points. *Terror pool* is treated as *dire pool* for any ability that requires *dire pool* to function.

As long as the fear eater has at least one point remaining in her *terror pool* the fear eater gains immunity to fear and fear effects, including the *shaken*, *cowering*, *frightened* or *panicked* conditions. If she no longer has points remaining in her *terror pool* she still gains a +2 *insight* bonus to saves against fear effects. This ability alters but otherwise functions as the *dire pool* ability.

Fear Eater (Su): At 2nd level, whenever enemies that have the *shaken* condition are within the fear eater's *dire zone*, she can "eat" their fear as a standard action that does not provoke attacks of opportunity. She can target two such foes per round with this action.

Each *shaken* condition that the fear eater consumes heals her for 1 hit point for each round remaining in the condition's effect. Once the condition is eaten, the enemy is free of the condition. Alternatively the fear eater

can use the eaten *shaken* conditions to dispel her own *shaken* conditions on a round for round basis.

At 3rd level, as a standard action the fear eater can consume the *shaken* or *cowering* condition of up to three enemies within her *dire zone*. Each *cowering* condition she consumes heals her of 2 hit points for each round remaining in the condition's effect.

Alternatively the fear eater can use any eaten *shaken* or *cowering* condition to dispel her own *exhausted*, *fatigued*, *dazzled* or *sickened* condition on a round for round basis. This ability replaces spells lost to diminished spellcasting, *dire sense* and the *inimica* gained at 2nd level.

Fear Shroud (Su): Starting at 3rd level, a fear eater radiates a palpable vibration of fear. As a standard action, a fear eater can cause a number of targets within her *dire zone* equal to her Charisma modifier to become *shaken* for 1d4 rounds. A Fortitude save (DC 10 + 1/2 the fear eater's level + the fear eater's Charisma modifier) negates the effect.

At 6th level, the fear eater can cause targets to become *staggered* for 1d2 rounds.

At 9th level, the fear eater can cause targets to become *frightened* for 1d3 rounds.

At 12th level, the fear eater can cause targets to become *panicked* for 1d2 rounds.

The fear eater can use this ability a number of times per day equal to her Charisma modifier and must have at least one point remaining in her *terror pool*. This ability replaces the *incunabula* received at 3rd level.

Diminished Spellcasting: The fear eater casts arcane spells drawn from the *direlock* spell list, and gains and casts spells as a *direlock* of her level -1.

Improved Fear Eater (Su): At 6th level, as a move action the fear eater can consume the *shaken*, *cowering*, *panicked* or *frightened* condition of up to three enemies within her *dire zone*.

Each *frightened* condition she consumes heals her of 3 hit points for each round remaining in the condition's effect.

Alternatively the fear eater can use any eaten *frightened* condition to dispel her own *bleeding*, *blinded*, *dazzled*, *deafened*, *exhausted*, *fatigued*, *frightened*, *nauseated*, *shaken*, *sickened* or *staggered* condition on a round for round basis. This ability replaces the *direlock's incunabula* gained at 6th level.

Cleansing Shroud (Su): At 12th level, once per day, the fear eater can use her *fear shroud* as a move action to relieve up to three allies within her *dire zone* of the *shaken*, *cowering*, *frightened*, or *panicked* conditions, additionally bestowing upon them a +4 bonus to any saves against receiving these conditions for a number of rounds equal to her Charisma modifier. This ability does not consume *terror pool* points nor does the fear eater heal any hit points. She must have at least one point in her *terror pool* to use this ability. This ability replaces *heavy armor*.

Dire Personality (Ex): At 14th level the fear eater is always immune to fear and fear affects regardless of how many points she has remaining in her *terror pool*. This otherwise functions as *dire presence*.

The following new *inimica* and *incunabula* are available to the fear eater only:

New Inimica (Fear Eater)

Pitiless Advantage: The aura of dread surrounding the fear eater enhances her attacks against those most affected. The fear eater gains a +1 *morale* bonus to attacks against any enemies in her *dire zone* with the *frightened*, *cowering*, *panicked* or *shaken* conditions or under the effect of any spell or ability with the fear descriptor. This bonus increases by 1 for every four fear eater levels to a maximum of +5. Additionally, the fear eater gains a flat +1 *morale* bonus to critical threat confirmation rolls against such enemies.

New Incunabula (Fear Eater)

Dire Shroud (Su): The fear eater adds 2 to the number of rounds to any condition imparted to foes with the *fear shroud* ability. The fear eater must be at least 9th level to select this *incunabula*.

PREDATOR (Direlock Archetype)

Predators revel in the hunt and wild abandon of combat. Once bonded with their fell companion they are dangerous combatants, much sought after as bounty hunters and reavers.

The following abilities change or replace the class features of the *Direlock* base class:

Altered Skillset: The predator adds Handle Animal to her list of class skills.

Weapon and Armor Proficiencies: A *banelock* adds medium armor to the proficiencies normally gained by a *direlock*. A multiclass predator still incurs the normal arcane spell failure chance for arcane spells received from other classes while light or medium armor. This alters weapon and armor proficiencies.

Altered Dire Pool: This ability functions exactly as the *direlock's dire pool* except that that the predator may also grant her *dire pool* expenditure capabilities(except that gained at 10th level) to her fell companion (see below). Granting a bonus to the fell companion costs an extra, equal amount, though both are granted with the one swift action. Any bonuses gained by the fell companion only remain in effect while the fell companion remains within the *dire zone*.

Not that the 1st level bonus capability applies to only one of the fell companion's natural attacks. This ability otherwise functions as and replaces *dire pool*.

Shared Dire Zone: While the fell companion remains within the *dire zone* it gains all the benefits of the predator's *dire zone*, including the following *inimica* if in effect: *blood zone*, *dire magic*, *distracted magic*, *penetration*, *seed of doubt* and *unlucky*. The fell companion may take advantage of the *stricken* *inimica*, but the effects only provide a bonus to one of the fell companion's natural attacks.

The predator can use the fell companion with the *viral slough major inimica*, but no other *major inimica*.

The fell companion may take advantage of any of the

predator's enacted *incunabula* if the predator spends an extra, equal amount of dire pool points to include it. This ability otherwise functions as and replaces *dire zone*.

Wild Raiment: A predator is recognised by beasts as a wild creature. She does not incur a penalty to Handle Animal checks. This ability otherwise functions as and replaces *fell regalia*.

Shared Slough: A predator can choose to remove conditions from her fell companion using *fearsome slough* as long as it is within her *dire zone*. Not that the fell companion, not the predator, must make the new save, though still with the +10 *morale* bonus. This ability otherwise functions as and replaces *fearsome slough*.

Wild Mantle: As a swift action, as long as the fell companion remains within the *dire zone*, the predator can apply bonuses gained from absorbed and stored spell energy to herself (as in the direlock's *dire mantle* ability, disregarding any spell-related bonuses) or her fell companion. For every spell-level of energy stored, the predator can grant the fell companion a:

- * +2 *insight* bonus to its next CMB or CMD check
- * +1 *enhancement* bonus to one of its natural weapon attacks for one round.
- * +1 *insight* bonus to all saving throws for one round
- * +1 *deflection* bonus to AC for one round.
- * +2 *insight* bonus to one use of one skill. This lasts for 24 hours or until used.

Once per day (2/day at 8th level, 3/day at 14th level), the predator may expend three stored spell energy levels to grant the fell companion:

- * 10 temporary hit points (duration equal to 1 round per predator level).
 - * DR 5/magic (duration equal to a number of rounds equal to the predator's Charisma modifier).
- This ability otherwise functions as and replaces *dire mantle*.

Incunabula: Note that the predator may grant the effects of her *incunabula* to her fell companion by expending an equal, extra amount from her *dire pool*. The predator may not choose the familiar *incunabula*.

Fell Companion (Su): At 4th level the predator bonds with a fierce creature that shares her *dire zone*. This ability functions like the druid animal companion ability (which is part of the Nature Bond class feature), except that the fell companion does not gains the *share spells* ability, and the predator's effective druid level is equal to her predator level -3.

A predator may not have an animal companion or familiar from any other class. This ability replaces the *incunabula* gained at 3rd level, spellcasting and *grimoire*.

Eldritch Tendrils: Note that the fell companion is considered an ally for the purposes of this ability.

Dire Companion (Su): At 9th level, the predator's fell companion gains the Dire Creature template.* This ability replaces the *incunabula* gained at 9th level, *heavy armor* and spell-based capabilities lost from *improved wild mantle*.

Improved Wild Mantle: This functions exactly as the direlock's *improved dire mantle* except that the predator cannot cast spells, and so may not used stored spell-energy to cast spells of her own. This ability alters *improved dire mantle*.

Feral Ravening (Su): At 11th level, the predator's fell companion may make a *ravening strike*. The predator must expend the dire pool point as an immediate action - if the *ravening strike* is successful the spell energy is not stored in the predator's wild mantle - rather the fell companion may gain a bonus (by siphoned spell energy) as if granted by the predator's wild mantle ability. This ability replaces spell capabilities lost from *wild conduit*.

Wild Conduit: This functions exactly as the direlock's *dire conduit* except that the predator cannot target connected creatures with spells. This ability otherwise functions as and replaces *dire conduit*.

Bestial Onslaught: This functions exactly as true direlock except that the fell companion also gains an increase to its *feral ravening*, from 1d4 to 1d6. This ability alters but is otherwise the same as *true direlock*.

*(Tome of Horrors Complete).

NEW FEATS

Ally Conduit

Prerequisite: Dire conduit class feature

Bonus: By attaching an *eldritch tendril* to one ally, that ally may take advantage of any *inimica* effects as if they were you or a direlock of their character level (whichever is lowest).

Dire Attenuation

Prerequisite: Dire zone class feature.

Bonus: Your *dire zone* is not an exact radius. By excluding one foe from your *dire zone*, you may select one foe within 5 feet of your *dire zone* to include in your *dire zone*. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

Dread Network

Prerequisite: Eldritch Tendril class feature

Bonus: You may transfer any condition from an ally connected to an *eldritch tendril* to an enemy connected to an *eldritch tendril*.

Double Dire

Prerequisites: Second Bane Weapon class feature, Two Weapon fighting

Bonus: If wielding two *bane weapons* in combat and both threaten criticals in one round, each strike receives a +1 circumstance bonus to the threat confirmation roll.

Eldritch Recall

Prerequisite: Intelligence 15+, Dire Mantle class ability, 1 rank in Spellcraft

Bonus: Keep a list of all spells you have ever successfully identified with Spellcraft. Whenever you encounter any spell on this list you gain a +1 insight bonus to your Spellcraft check to identify it, and may add this bonus to save against the spell if you successfully identify it but choose not to store it in your *dire mantle*.

Empty Core

Prerequisite: Dire zone class feature

Bonus: You may expand your *dire zone* by 5' by excluding all squares adjacent to you from its effects. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

Expanded Mantle

Prerequisites: Dire mantle class feature

Bonus: The storage capacity of your *dire mantle* increases by 2. This feat may only be chosen once.

Normal: A *dire mantle*'s storage capacity is equal to the possessor's Charisma modifier.

Extra Dire Pool

Prerequisites: Dire Pool class feature

Bonus: Your *dire pool* increases by 2.

Special: You can gain this feat multiple times. Its effects stack, granting you an increase to your *dire pool* each time you take this feat.

Extra Inimica

Prerequisites: Inimica class feature

Bonus: You may choose to learn one extra *inimica*. This feat may be selected multiple times

Extra Eldritch Tendril

Prerequisite: Eldritch Tendril class feature

Bonus: You may create one tendril to use with the *eldritch tendril* ability.

Greater Empty Core

Prerequisite: Empty Core

Bonus: You may expand your *dire zone* by 10' by excluding all squares within 10' from you from its effects. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

Hard Tendrils

Prerequisite: Eldritch tendril class feature

Bonus: Your *eldritch tendrils* are tougher than normal – they have a hardness of 8 and 20 hit points.

Hemispheric Zone

Prerequisite: Dire zone class feature

Bonus: You may extend the radius of your *dire zone* by excluding half of your diameter area. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

Improved Ally Conduit

Prerequisite: Ally Conduit

Bonus: An ally connected to an *eldritch tendril* may take advantage of any *inimica* and *dire zone* effects as if they

were you or a direlock of their character level (whichever is lowest).

Improved Attenuation

Prerequisite: Dire Attenuation

Bonus: This is as *dire attenuation*, but by excluding an additional foe from your *dire zone* you may select one additional foe within 15' of your *dire zone* to include within its effects. This feat may be combined with *Precise Attenuation*. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

Packmate

Prerequisite: Incunabula class feature, 9th level direlock

Bonus: You may choose one ally at the beginning of each combat. You may confer the *dire affray*, *dire bastion*, *dire gift*, *dire resilience*, *dire spell*, *dread assault*, *dread strike* or *dread weapon incunabula* to this ally as well as yourself – if this *incunabula* requires a *dire point* expenditure you must spend a point for this ally. You must know an *incunabula* in order to confer it to an ally.

Precise Attenuation

Prerequisite: Dire Attenuation

Bonus: You can add two foes within 5' of your *dire zone* to your *dire zone*. You need not exclude any foe from your *dire zone* in order to use this feat. This feat may be combined with *Improved Attenuation*. Changing your *dire zone*'s shape or area from its current shape or area is a move action.

NEW SPELL

Accumulating Error

School: necromancy; **Level:** direlock 2, sorcerer 2, wizard 2

Casting Time: 1 standard action

Components: V, S

Range: touch

Target: Creature

Duration: see below

Saving Throw: Will negates; **Spell Resistance:** yes

The direlock must make a successful touch attack against the victim - the target receives a -1 penalty to either attacks against the direlock or to their AC or saves when defending against the direlock, for one round. On the following round, if the victim missed or is hit/fails to save, the effect continues, increasing to -2 for two rounds. If the victim misses or is hit/fails to save on both of these rounds the penalty becomes -3 for three rounds at which point the spell ends.

DIRELOCK INIMICA RESOURCES

Inimica reference cut-outs - permission is granted for you to photocopy these as needed for placement on your Direlock character management sheet.

Blood Zone: The direlock's *dire weapon* forms jagged edges, wicked spikes or heavy flanges - creatures struck by the *dire weapon* suffer *bleeding 1 hp*. This increases to *bleeding 3 hp* at 10th level. A successful Fortitude save negates this effect.

Dire Magic: An insidious charge connects all creatures within the *dire zone*. Whenever an enemy caster casts an Area of Effect spell or spell-like affect that targets the direlock or her allies, that enemy's allies within the *dire zone* are also affected. The caster is included in the effect if the spell was cast within the *dire zone*.

Distracted Magic: The direlock shimmers and wavers. All spellcasters within the direlock's *dire zone* who specifically target the direlock with offensive spells increase their concentration check DCs by 5. This increases by 1 for every 5 levels the direlock possesses. A successful Will save negates this effect. This is a visual effect.

Fearsome Power: While empowered by this *inimica*, the direlock's *dire mantle* glows with eldritch power. The DC of the direlock's abilities and *direlock spells* increase by 2 when affecting creatures within the *dire zone*. This *inimica* applies to foes' saves against imparted conditions from the *fearsome slough* ability. A direlock must be at least 4th level to choose this *inimica*.

Fell Gyre: A fell wind encompasses the *dire zone* - treat as a strong wind. If a strong wind or greater is already present increase the severity of the wind by one factor.

Harrowing Steps: The direlock's *dire zone* becomes empowered with a baleful energy. All enemies moving out of the direlock's *dire zone* take 1d6 force damage upon leaving for every 3 levels the direlock possesses (max 5d6). Simply moving away from enemies or pushing them so that they cross the threshold of the *dire zone* does not inflict damage - a conscious effort to leave on behalf of the enemy (whether compelled or free-willed) is required. A successful Fortitude save reduces the damage by half (minimum 1).

Lingering Remorse: A palpable sense of failure envelops the *dire zone*. Whenever any enemy within the direlock's *dire zone* makes a successful strike upon the direlock, they receive a -1 penalty to damage on all subsequent attacks made against the direlock. This increases by -1 for every 4 levels the direlock possesses to a maximum of -5. If the direlock changes her *inimica* or the subject leaves the combat the effect ends. A successful Will save negates this effect. This is a mind-affecting effect.

Maladroit: Hampered by a vibration of failure, all enemies within the direlock's *dire zone* receive a -1 penalty to all skill checks. This increases by -1 for every 4 levels the direlock possesses to a maximum of -5. A successful Will save negates this effect.

Pain Threshold: The direlock's *dire zone* becomes a frontier of pain. All enemies attempting to move into the direlock's *dire zone* take 1d6 force damage upon crossing into the *dire zone* for every 3 levels the direlock possesses (max 5d6). Simply moving toward enemies or pushing them so that the border crosses them does not inflict damage - a conscious effort to enter on behalf of the enemy is required (whether compelled or free-willed). A successful Fortitude save reduces the damage by half (minimum 1).

Penetration: The direlock's weapon glows with eldritch power. While empowered by this *inimica*, any attack that the direlock makes with her *dire weapon* ignores 2 points of DR for every 4 levels the direlock possesses to a maximum of 10.

Seed of Doubt: A creeping sense of hopelessness fills the *dire zone*. All enemies within the direlock's *dire zone* receive a -1 penalty to Will saves and a -1 penalty to attack rolls made against the direlock. These penalties increase by 1 for every 4 levels the direlock possesses. A successful Will save negates the penalty to attack rolls and reduces the Will save penalty to -1. This is a mind-affecting effect.

Sluggish Movement: A wave of slowness fills through the *dire zone*. All enemies within the direlock's *dire zone* are considered to be within difficult terrain. A successful Fortitude save negates this effect.

Stricken: The direlock becomes energised by eldritch might, her weapon and physicality crackling with dark power. All enemies within the *dire zone* receive a -1 penalty to AC and CMD against attacks from the direlock's *dire weapon*. This penalty increases by 1 for every 4 levels the direlock possesses to a maximum of -5.

Unlucky: Hindered by fate, all attacks on the direlock originating within the *dire zone* have their critical threat range hindered by one step - 18-20 becomes 19-20, 19-20 becomes 20 etc. If the threat range is already 20, the multiplier is hindered by one degree - x3 becomes x2 etc. If already x2 the critical damage is halved on a successful confirmation. This *inimica* does not effect non-multiplying damage.

Weakened Resolve: The direlock's *fell regalia* is limned with terrible images, script and symbols. The direlock's DC when making an Intimidate check meant to demoralize a target within her *dire zone* is equal to 10 + 1/2 the target's Hit Dice + the target's Wisdom modifier. This is a visual effect.

Woundrede: An aura of misery pervades the *dire zone*. All enemies within the direlock's *dire zone* increase the DC of any Heal skill checks by 5. In addition, any magical healing effects (potions, spells, spell like abilities, channeled energy - positive or negative, etc.) employed within the *dire zone* by enemies of the direlock heal half the normal damage. A successful Fortitude save negates these effects.

Pitiless Advantage: The aura of dread surrounding the fear eater enhances her attacks against those most affected. The fear eater gains a +1 *morale* bonus to attacks against any enemies in her *dire zone* with the *frightened*, *cowering*, *panicked* or *shaken* conditions or under the effect of any spell or ability with the fear descriptor. This bonus increases by 1 for every four fear eater levels to a maximum of +5. Additionally, the fear eater gains a flat +1 *morale* bonus to critical threat confirmation rolls against such enemies.



Direlock Character Management Sheet



Dire Pool

Current dire pool points:
Current dire pool effect:
Duration:

Dire Zone

Dire Zone Radius/Shape adjustment:
Fear bonus/penalty:

Dire Weapon

Designated Dire Weapon:
Dire Pool enhancement:

Dire Sense

6th level:

Bonus to flat footed AC vs one opponent (equal to half x Charisma modifier):
Bonus to AC vs invisible creatures (equal to half x Intelligence modifier):

10th level:

- * +5 to Perception to discern invisible creatures
- * Negate one flanking enemy's flanking bonus
- * Half miss chance against invisible creatures

Inimica

Inimica Known: Uses per day:
Inimica DC:
Inimica:

Major Inimica:

Current inimica effect (place cut-out here):

Incunabula

Incunabula known:

Eldritch Tendrils

Number of Tendrils: Uses per day:
Currently connected to:

Dire Mantle

Spellcraft:
Current spell level energy stored:

Dire Mantle expenditure options per spell level absorbed:
* gain a +2 *insight* bonus to a concentration check
* gain a +1 *enhancement* bonus to attacks with *dire weapon* for one round,
* gain a +1 *insight* bonus to all saving throws for one round
* gain a +1 *deflection* bonus to AC for 1 round.

Once per day (2/day at 8th level, 3/day at 14th level) the direlock may expend three stored spell energy levels to:
* gain a point in her *dire pool*
* gain 10 temporary hit points (duration equal to 1 round per direlock level).
* increase the DC of a direlock spell the direlock casts by 2

Banelock Character Management Sheet



Bane Pool

Current bane pool points:

Current Bane Pool enhancement:

Duration:

Dire Zone

Dire Zone Radius/Shape adjustment:

Fear bonus/penalty:

Dire Combatant

6th level:

Bonus to flat footed AC vs one opponent (equal to half x Charisma modifier):

Bonus to AC vs invisible creatures (equal to half x Intelligence modifier):

10th level:

* +5 to Perception to discern invisible creatures

* Negate one flanking enemy's flanking bonus

* Half miss chance against invisible creatures

Bane Weaponry

Designated Bane Weapons:

Duration

While wielding her *bane weapon*, a banelock adds a +1 *competence* bonus to her CMB when attempting any bullrush, disarm, overrun, sunder or trip checks. This increases by +1 for every 4 banelock levels (maximum +5);

At 1st level, a banelock can expend 1 point from her dire pool as a swift action to grant herself an *insight* bonus to her CMB equal to half her Charisma bonus (minimum +1) for 1 minute.

Incunabula

Incunabula known:

Inimica

Inimica Known:

Uses per day:

Inimica DC:

Inimica:

Major Inimica:

Eldritch Tendrils

Number of Tendrils:

Uses per day:

Currently connected to:

Current inimica effect (place cut-out here):

Dire Mantle

Spellcraft:

Current spell level energy stored:

Dire Mantle expenditure options per spell level absorbed:

* gain a +2 *insight* bonus to a concentration check

* gain a +1 *enhancement* bonus to attacks with *dire weapon* for one round,

* gain a +1 *insight* bonus to all saving throws for one round

* gain a +1 *deflection* bonus to AC for 1 round.

Once per day (2/day at 8th level, 3/day at 14th level) the direlock may expend three stored spell energy levels to:

* gain a point in her *dire pool*

* gain 10 temporary hit points (duration equal to 1 round per direlock level).

* increase the DC of a direlock spell the direlock casts by 2

Dreadmasque Management Sheet



Dire Pool

Current dire pool points:

Current dire pool effect:

Duration:

Dire Zone

Dire Zone Radius/Shape adjustment:

Insight bonus to mind affecting effects:

Dire Weapon

Designated Dire Weapon:

Dire Pool enhancement:

Eldritch Warmask

Strength Versus Grapple: 20 + 1/2 dreadmasque level, and a size of Large.

Hardness: 20

HP: (10 + the dreadmasque's level + Charisma mod):

Masque

Masques Known:

Uses per day:

Masque DC:

Masque:

Greater Masque:

Dread Masque:

Current masque effect:

Incunabula

Incunabula known:

Eldritch Tendrils

Number of Tendrils:

Uses per day:

Currently connected to:

Dire Mantle

Spellcraft:

Current spell level energy stored:

Masques

Feral Masque: The dreadmasque is possessed of a fearsome and convulsing aspect gaining a +1 *morale* bonus to Strength. This bonus increases by +1 for every four dreadmasque levels she possesses. While enacting a feral masque the dreadmasque gains the use of the *nails* hex.

Masque of Defence: The dreadmasque's skin becomes hardened, imparting a +1 *natural armor* bonus to AC. This bonus increases by +1 for every four dreadmasque levels she possesses. While enacting a masque of defence the dreadmasque gains the use of the *healing* hex - though with one caveat - she can only use this hex upon herself.

Masque of Defiance: The dreadmasque is energized by a mote of dire power gaining +10 bonus temporary hit points. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masque of defiance the dreadmasque gains the use of the *fortune* hex.

Masque of the Dire-eyed mien: The dreadmasque's mind is steeled against probing and attack, imparting a +1 *morale* bonus to Will saves. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masque of the dire-eyed mien the dreadmasque gains the use of the *evil-eye* hex.

Masque of Escape: The dreadmasque is empowered by a quickness of movement imparting a +5 ft bonus to Speed. This bonus increases by 1 ft for every dreadmasque level she possesses; While enacting a masque of escape the dreadmasque gains the use of the *flight* hex.

Masque of Pain: The dreadmasque become an avatar of pain and misery gaining a +1 *morale* bonus to weapon damage. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masque of pain the dreadmasque gains the use of the *misfortune* hex.

Masque of Puissance: The dreadmasque becomes more adroit and adept, gaining a +2 *insight* bonus to all class skills. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masque of puissance the dreadmasque gains the use of the *tongues* hex.

Masque of Shadows: The dreadmasque becomes blurred and indistinct, gaining a +5 *circumstance* bonus to Stealth. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masque of shadows the dreadmasque gains the use of the *slumber* hex.

Masquerade: The dreadmasque is adept at hiding her true nature, gaining a +4 *circumstance* bonus to Disguise. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a masquerade the dreadmasque gains the use of the *disguise* hex.

Sensory Masque: The direlock's primal senses become finely attuned, imparting a +5 *insight* bonus to Perception. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting sensory masque the dreadmasque gains the use of the *feral speech* hex.

Wild Masque: The dreadmasque appears as a wild incarnation of terror gaining a +1 *morale* bonus to attacks. This bonus increases by +1 for every three dreadmasque levels she possesses. While enacting a wild masque the dreadmasque gains the use of one of the following hexes: *prehensile hair* OR *unnerve beasts*.

Dire Mantle expenditure options per spell level absorbed:

* gain a +2 *insight* bonus to a concentration check

* gain a +1 *enhancement* bonus to attacks with *dire weapon* for one round,

* gain a +1 *insight* bonus to all saving throws for one round

* gain a +1 *deflection* bonus to AC for 1 round.

Once per day (2/day at 8th level, 3/day at 14th level) the direlock may expend three stored spell energy levels to:

* gain a point in her *dire pool*

* gain 10 temporary hit points (duration equal to 1 round per direlock level).

* increase the DC of a direlock spell the direlock casts by 2

Fear Eater Character Management Sheet



Terror Pool

Current terror pool points:
Current terror pool effect:
Duration:

Incunabula

Incunabula known:

Dire Zone

Dire Zone Radius/Shape adjustment:
Fear bonus/penalty:

Dire Weapon

Designated Dire Weapon:
Dire Pool enhancement:

Fear Eater

At 2nd level, whenever enemies that have the *shaken* condition are within the fear eater's *dire zone*, she can "eat" their fear as a standard action that does not provoke attacks of opportunity. She can target two such foes per round with this action.

Each *shaken* condition that the fear eater consumes heals her for 1 hit point for each round remaining in the condition's effect.

At 3rd level, as a standard action the fear eater can consume the *shaken* or *cowering* condition of up to three enemies within her *dire zone*. Each *cowering* condition she consumes heals her of 2 hit points for each round remaining in the condition's effect.

Alternatively the fear eater can use any eaten *shaken* or *cowering* condition to dispel her own *exhausted*, *fatigued*, *dazzled* or *sickened* condition on a round for round basis.

Fear Shroud

Uses per day:

Starting at 3rd level, a fear eater radiates a palpable vibration of fear. As a standard action, a fear eater can cause a number of targets within her *dire zone* equal to her Charisma modifier to become *shaken* for 1d4 rounds. A Fortitude save (DC 10 + 1/2 the fear eater's level + the fear eater's Charisma modifier) negates the effect.

At 6th level, the fear eater can cause targets to become *staggered* for 1d2 rounds.

At 9th level, the fear eater can cause targets to become *frightened* for 1d3 rounds.

At 12th level, the fear eater can cause targets to become *panicked* for 1d2 rounds.

The fear eater can use this ability a number of times per day equal to her Charisma modifier and must have at least one point remaining in her *terror pool*.

Inimica

Inimica Known: Uses per day:
Inimica DC:
Inimica:
Major Inimica:

Improved Fear Eater

At 6th level, as a move action the fear eater can consume the *shaken*, *cowering*, *panicked* or *frightened* condition of up to three enemies within her *dire zone*.

Each *frightened* condition she consumes heals her of 3 hit points for each round remaining in the condition's effect.

Alternatively the fear eater can use any eaten *frightened* condition to dispel her own *bleeding*, *blinded*, *dazzled*, *deafened*, *exhausted*, *fatigued*, *frightened*, *nauseated*, *shaken*, *sickened* or *staggered* condition on a round for round basis.

Current inimica effect (place cut-out here):

Eldritch Tendrils

Number of Tendrils: Uses per day:
Currently connected to:

Dire Mantle

Spellcraft:
Current spell level energy stored:

Dire Mantle expenditure options per spell level absorbed:

- * gain a +2 *insight* bonus to a concentration check
- * gain a +1 *enhancement* bonus to attacks with *dire weapon* for one round,
- * gain a +1 *insight* bonus to all saving throws for one round
- * gain a +1 *deflection* bonus to AC for 1 round.

Once per day (2/day at 8th level, 3/day at 14th level) the direlock may expend three stored spell energy levels to:

- * gain a point in her *dire pool*
- * gain 10 temporary hit points (duration equal to 1 round per direlock level).
- * increase the DC of a direlock spell the direlock casts by 2

Predator Character Management Sheet



Dire Pool

Current dire pool points:
Current dire pool effect:
Duration:

Shared Dire Zone

Dire Zone Radius/Shape adjustment:
Fear bonus/penalty:

Dire Weapon

Designated Dire Weapon:
Dire Pool enhancement:

Dire Sense

6th level:

Bonus to flat footed AC vs one opponent (equal to half x Charisma modifier):
Bonus to AC vs invisible creatures (equal to half x Intelligence modifier):

10th level:

- * +5 to Perception to discern invisible creatures
- * Negate one flanking enemy's flanking bonus
- * Half miss chance against invisible creatures

Inimica

Inimica Known: Uses per day:
Inimica DC:
Inimica:

Major Inimica:

Current inimica effect (place cut-out here):

Incunabula

Incunabula known:

Fell Companion

Eldritch Tendrils

Number of Tendrils: Uses per day:
Currently connected to:

Wild Mantle

Spellcraft:
Current spell level energy stored:

Wild Mantle expenditure options for *predator* per spell level absorbed:
* gain a +1 *enhancement* bonus to attacks with *dire weapon* for one round,
* gain a +1 *insight* bonus to all saving throws for one round
* gain a +1 *deflection* bonus to AC for 1 round.

Once per day (2/day at 8th level, 3/day at 14th level) the predator may expend three stored spell energy levels to:
* gain a point in her *dire pool*
* gain 10 temporary hit points (duration equal to 1 round per direlock level).

Wild Mantle expenditure options for *fell companion* per spell level absorbed:

- +2 *insight* bonus to its next CMB or CMD check
- * +1 *enhancement* bonus to one of its natural weapon attacks for one round.
- * +1 insight bonus to all saving throws for one round
- * +1 *deflection* bonus to AC for one round.
- * +2 *insight* bonus to one use of one skill. This lasts for 24 hours or until used.

Once per day (2/day at 8th level, 3/day at 14th level) the predator may expend three stored spell energy levels to:
* gain 10 temporary hit points (duration equal to 1 round per predator level).
* receive DR 5/magic (duration equal to a number of rounds equal to the predator's Charisma modifier).

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