

# NEOEXODUS CHRONICLES: FLESHWRAITH

## FLESHWRAITH

*"My, yes, I love animals and insects. Built for survival, perfect predators—even the prey is somewhat incredible. You learn a lot studying them...and don't think I've no idea what you're thinking about. Or that I've never heard people talking behind my back. I've seen them, heard them. Saying I'm weird, crazy, creepy, ugly. All stupid and jealous. Except this one, a great boy. Not the brightest one...I think he had a crush on me. A farm boy— orphan— watching over another awkward orphan girl, top of her class...the perfect couple, you see? Poor sap defended me every time, until he took one too many blows for me. Classic story: I was in the woods searching for some rare Hymenoptera, him glued to me like crap on my shoes, and right there: boom, a hungry bear! Fun fact: The boy had always been dead afraid of bugs. But unlike me, he had great eyesight and jumped first. Yep, he took on a damn bear long enough for some lumberjacks to hear our cries and chop through it. My own personal 10-year-old little-big hero. He didn't make it through the night. Thinking back on it, he had pretty eyes...wanna see? I always keep a copy of his eyeballs in my lab to watch over me."*

— Méléana Petitjean, squiffy fleshwraith

## CLASS SKILLS

The fleshwraith's class skills (and the key ability for each) are Appraise (Int), Craft (any) (Int), Intimidate (Cha), Fly (Dex), Heal (Wis), Knowledge (arcana) (Int), Knowledge (dungeoneering) (Int), Knowledge (geography) (Int), Knowledge (nature) (Int), Knowledge (planes) (Int), Perception (Wis), Profession (Wis), Spellcraft (Int), Use Magic Device (Cha).

**Skill Ranks per Level:** 4 + Int modifier.

**Weapon and Armor Proficiency:** A fleshwraith is proficient with simple weapons and natural weapons. She is only proficient with light armor. Heavier armor and shields impede her use of bioengineered prototypes.

**Anatomist (Ex):** A fleshwraith adds ½ her level as a bonus to Heal checks.

**Bioengineering:** A fleshwraith is an engineer who sees all living creatures as biological machines of diverse complexity. She learns the secrets of manipulating organisms to extract benefit from living objects. At 1st level, she receives prototypes and must select a greatwork like a machinesmith. Her prototypes, gadgets, and





FLESHWRAITH											
	Base Attack	Fort	Ref	Will		Prototypes per Day					
Level	Bonus	Save	Save	Save	Special	1st	2nd	3rd	4th	5th	6th
1	+0	+2	+2	+0	Anatomist, Bioengineering, Bioengineed Greatworks, Organic Prototypes, Flesh Repair 1d6	1					
2	+1	+3	+3	+0	Intelligent Design, Fleshwraith Trick	2					
3	+2	+3	+3	+1	Fleshcrafting, Flesh Repair 2d6	3					
4	+3	+4	+4	+1	Fleshwraith Trick	3	1				
5	+3	+4	+4	+1	Biomechanist, Flesh Repair 3d6, Upgrade	4	2				
6	+4	+5	+5	+2	Fleshwraith Trick	4	3				
7	+5	+5	+5	+2	Flesh Repair 4d6	4	3	1			
8	+6/+1	+6	+6	+2	Fleshcrafting, Fleshwraith Trick	4	4	2			
9	+6/+1	+6	+6	+3	Flesh Repair 5d6	5	4	3			
10	+7/+2	+7	+7	+3	Fleshwraith Trick, Upgrade	5	4	3	1		
11	+8/+3	+7	+7	+3	Flesh Repair 6d6	5	4	4	2		
12	+9/+4	+8	+8	+4	Fleshwraith Trick	5	5	4	3		
13	+9/+4	+8	+8	+4	Flesh Repair 7d6	5	5	4	3	1	
14	+10/+5	+9	+9	+4	Fleshwraith Trick	5	5	4	4	2	
15	+11/+6/+1	+9	+9	+5	Fleshcrafting, Flesh Repair 8d6, Upgrade	5	5	5	4	3	
16	+12/+7/+2	+10	+10	+5	Fleshwraith Trick	5	5	5	4	3	1
17	+12/+7/+2	+10	+10	+5	Flesh Repair 9d6	5	5	5	4	4	2
18	+13/+8/+3	+11	+11	+6	Fleshwraith Trick	5	5	5	5	4	3
19	+14/+9/+4	+11	+11	+6	Flesh Repair 10d6	5	5	5	5	5	4
20	+15/+10/+5	+12	+12	+6	Master Upgrade, Fleshwraith Trick	5	5	5	5	5	5

greatworks are genetically engineered by mixing energies with the essences of creatures, cultivating and crafting items with the traits of living beings. As such, most of the resulting items are amalgams of organs, bones, tendons, and pulsating goo. They often harbor animal-like or racial-specific features like fur, tail, or eyes with a specific color and shape. For instance, a greatwork's Darkvision may come from test-tube dwarven eyeballs stuck within glasses; her mechanus may look like an unnatural humanoid or animal; her mobius weapon could be a bone crossbow shooting phalanxes or vertebrae; an alarm prototype could look like an ear joined to two vocal cords. To craft such items, a fleshwraith only needs an alchemist's kit instead of artisan tools, unless otherwise noted; using the alchemist's kit does not modify the normal properties of her class features.

Instead of possessing the traits of constructs or normal items, a fleshwraith's greatworks and prototypes are treated as bioengineered constructs. Unless noted in its description, a bioengineered construct has the following features instead of the normal construct features:

- d10 Hit Die.
- Base attack bonus equal to total Hit Dice (fast progression).
- No good saving throws.
- No skill points or class skills.

In addition, bioengineered constructs have the following traits, unless noted in their description:

- Base Constitution value of 12. Bioengineered constructs and items receive bonus Hit Points from their Constitution modifier. They are subjected (like for living creatures) to bleed effects, necromancy effects, death effects, poison, ability damage, ability drain, fatigue, exhaustion, and energy drain. Unlike constructs, they receive no bonus hit points from their size category.
- Immunity to disease, paralysis, sleep effects, stunning, and nonlethal damage.
- +4 racial bonus on saving throws against any effect that requires a Fortitude save (unless the effect also works on objects, or is harmless).



- Bioengineered constructs are mindless. As such, they are immune to mind-affecting effects (charms, compulsions, morale effects, patterns, and phantasms). They are treated as constructs for the purposes of spells able to influence constructs.
- Low-light vision.
- Darkvision 30 feet.
- Immune to death from massive damage. They are immediately destroyed when reduced to 0 hit points or less.
- A bioengineered construct cannot be raised or resurrected.
- No need to breathe, eat, or sleep, except to gain beneficial effects from one of these activities. For example, a bioengineered construct could drink potions to benefit from their effects or sleep in order to regain spells, but neither of these activities is required for the bioengineered construct to survive or stay in good health.
- Can be healed with positive energy, exposure to a certain kind of effect (see the creature's description for details), or by the Craft Construct feat. Bioengineered constructs can also be healed by spells such as make whole or by the fast healing special quality.
- Proficient with its natural weapons only, unless generally humanoid in form, in which case it is proficient with any weapon mentioned in its entry. Has no armor proficiencies.

**Bioengineered Greatworks:** Some bioengineered greatworks have specific properties that are not present in their clockwork counterparts. A fleshwraith's greatworks have the following properties:

- **Mechanus:** A bioengineered mechanus receives a brain (often of questionable origins, such as an enemy's or departed loved one's), similar to the bioconstruct modification of the same name with the following differences: Regardless of its origins, a brain grants the mechanus 10 Intelligence, skill points equal to 2 + Int modifier (minimum 1) per Hit Die, and a mind (along with vague memories of its past life). A bioengineered mechanus selects a single class skill related to its past life. When activated for the first time, the mechanus is only able to speak the fleshwraith's main language. All mechani have Constitution 13, receive Toughness as a bonus feat with their first Hit Die, and gain a single attribute point to spend at 4th level then at every 4 additional levels. At 2nd level and every 5 levels later (7, 12, 17), the mechanus may gain a feat instead of selecting a machinesmith trick to share.
- **Mobius Weapon:** A bioengineered mobius weapon is crafted out of biological components, reproducing the sturdiness of its original materials. It acts just like the original weapon, but receives bonus hit points from its Constitution modifier, a +2 bonus on saving throws against effects that target its base materials (like warp wood), and can be wielded as a weapon with the

fragile quality (this choice is made as a free action after the results of an attack roll are known).

- **Mobius Puppet:** All puppets receive a +1 natural armor bonus. Bioengineered mobius puppets receive 1 hp + their Constitution modifier per level. Tiny-sized puppets have 10 Constitution. Medium-sized puppets have 14 Constitution. (For Mobius Puppet greatwork rules, see *The Secrets of Renegade Archetypes* by Rite Publishing.)

**Fleshwraith Greatworks:** In addition to machinesmith greatworks, a fleshwraith adds two greatworks from the following list (a machinesmith has no access to these greatworks) to those that she may choose from at 1st level:

- **Genetic Lab (Su):** A genetic lab is a customized set of test-tubes, samples, enzymes, and components used to manipulate living tissue using micro-organisms. Unlike machinesmiths who craft mobius energy cores out of their own magical essence, fleshwraiths use this energy to influence and quicken the growth of super-viruses, mosses, and bacteria collectively called "gesigner cells." As such, any fleshwraith with this greatwork may produce a new genetic lab by working for one week with collected hazardous natural materials like poisonous fungi, rotting plant matter, and contaminated earth; they may also create one in 8 hours by spending 100gp per level in alchemical products and tools. A genetic lab receives "charges" granted by these gesigner cells, which the fleshwraith may use for various purposes like food purification, healing, or transfusion of racial traits. As she gains experience, she also learns how to preserve more gesigner cells and use them in new ways. A genetic lab may hold up to ½ the fleshwraith's level + her Intelligence modifier charges of gesigner cells. To fully replenish charges, the fleshwraith must rest for 8 hours, and then work on her cultures for 1 hour, typically by infusing them with energy and regulating their environment.
- **Biologist:** When selecting a genetic lab as her greatwork at 1st level, a fleshwraith adds half her class level (minimum 1) to all Knowledge (nature) checks. To craft poisons, she may use her ranks and bonuses in the Knowledge (Nature) skill instead of her Craft (alchemy) skill. Finally, she receives the poison use ability, and as such cannot accidentally poison herself.

A genetic lab grants the following at-will spell-like abilities – *stabilize*, *purify food and drink*; costing 1 charge – *prestidigitation*, *remove sickness*.

**Hivemind (Su):** Some fleshwraiths develop an interest in crawling, flying, creeping insects, seeing these creatures as both the simplest and most efficient in the animal world. These fleshwraiths compulsively collect insects and develop a symbiotic relationship between their body and the hives of vermin that they study, feed, and govern—not unlike a queen directing her minions. Fleshwraiths with the hivemind greatwork use their magical essence like



royal jelly to empower their alpha bugs and maintain a deadly army of followers. As such, any fleshwraith with this greatwork may produce a new hivemind out of insects collected over one week of work; they may also produce one in 8 hours by spending 100gp per level in nourishment and loam. A hivemind receives “charges” represented by alpha bugs called hivemasters, which the fleshwraith may use to protect herself, help allies, or impair enemies. As the fleshwraith gains experience, she also learns how to influence natural selection to receive more hivemasters and expand their functions. A hivemind may produce up to ½ the fleshwraith’s level + her Intelligence modifier of hivemaster charges each day. To fully replenish charges, the fleshwraith must rest for 8 hours, and then work for 1 hour on her hivemind, typically by isolating the brood’s alpha bugs and feeding them with her magic energy.

- **Vermin Companion:** When selecting a hivemind as her greatwork at 1st level, a fleshwraith receives an animal companion like a druid of her class level. She must select this companion from available vermin companions. A fleshwraith with the hivemind greatwork can crudely communicate with vermin with jangling and pheromones. Although mindless, the vermin have basic instincts like general direction, food, danger, fear, and reproduction.

A hivemind grants the following at-will spell-like abilities – *acid splash*, *dancing lights*; 1/day costing 1 hivemaster charge – *summon nature’s ally I* (giant centipede or fire beetle only).

**Organic Prototypes:** A fleshwraith must select her prototype blueprints from the following list:

**1st-Level Fleshwraith Organic Prototypes:** *alarm*, *ant haul\**, *aspect of the falcon\**, *beguiling gift\**, *bristle\**, *enlarge person*, *exoskeleton growth*, *expeditious retreat*, *feather fall*, *grant evolution*, *grease*, *guardian drone°*, *jump*, *keen senses\**, *longstrider*, *magic fang*, *magnify vision°*, *obscuring mist*, *reduce person*, *sticky net*, *transcribe°*

**2nd-Level Fleshwraith Organic Prototypes:** *acid arrow*, *animal aspect\**, *barkskin*, *blade drone°*, *blood transcription\**, *bear’s endurance*, *bull’s strength*, *cat’s grace*, *caustic spit*, *fog cloud*, *glitterdust*, *lockjaw\**, *program feat°*, *shatter*, *spider climb*, *toxin graft*, *web*

**3rd-Level Fleshwraith Organic Prototypes:** *beast shape I*, *bioconversion*, *blood biography\**, *bloody claws\**, *greater animal aspect\**, *greater magic fang*, *lesser simulacrum\**, *monstrous physique I\**, *poison*, *sculpt sound°*, *stinking cloud*, *spit venom\**, *vermin shape I\**, *water breathing*, *water walk*

**4th-Level Fleshwraith Organic Prototypes:** *beast shape II*, *black tentacles*, *blight*, *cluster bomb°*, *discern lies*, *fleshworm infestation\**, *hocus mucus*, *malfunction\**, *monstrous physique II\**, *plant shape I*, *rusting grasp*, *solid fog*, *thorn body\**, *touch of slime\**, *vampiric touch*

**5th-Level Fleshwraith Organic Prototypes:** *beast shape III*, *calcific touch\**, *cloudkill*, *infuse brain*, *life bubble\**, *monstrous physique III\**, *pocket army°*, *plague storm\**, *plant shape II*, *polymorph*, *simulacrum\**, *suffocation\**, *telekinesis*, *vermin shape II\**

**6th-Level Fleshwraith Organic Prototypes:** *acid fog*, *beast shape IV*, *blade barrier*, *blood mist\**, *cocoon clone*, *eyebite*, *hunter seeker drones°*, *mass suffocation\**, *monstrous physique IV\**, *plant shape III*, *repulsion*, *transformation*

°: Louis Porter Jr. Design: *Classes of NeoExodus: Machinesmith*

\*: *Pathfinder Resource Document*

**Flesh Repair (Su):** A fleshwraith may heal injuries with a mere touch. A number of times per day equal to 3 + her Intelligence modifier, a fleshwraith may heal 1d6 damage on a living creature (including bioengineered constructs) with a melee touch attack made as a standard action. This healing is not positive energy, but rather an elaborate way of mending wounds; thus, it cannot be used to damage creatures sensitive to positive energy like undead. At 3rd level, then at every odd level (5th, 7th...), *Flesh Repair* heals an additional 1d6, up to 10d6 at 19th level.

**Intelligent Design (Ex):** At 2nd level, a fleshwraith’s expertise in living things allows her to influence evolution by protecting specific creatures and adopting their most useful traits. She receives a pool of evolution points equal to ½ her level, which she may spend and redistribute whenever gaining a new level, like a summoner’s eidolon; using her level as her summoner level for the purposes of qualifying for feats. She must meet the normal prerequisites of an evolution to select it (for example, she could not select *Pounce* without being a quadrupedal race). She may select the *Extra Evolution* feat, applying it to herself only instead of her eidolon.

**Fleshwraith Tricks:** At 2nd level, then every two levels later (4th, 6th...), a fleshwraith receives a trick. She may select them from the *machinesmith tricks* and from the following entries. This ability is treated as the *machinesmith tricks* class feature for all other purposes:

## AUGMENTATIONS (GENETIC LAB)

A fleshwraith with the genetic lab greatwork may select the following augmentations when she receives a fleshwraith trick:

- **Biomutagens (Ex):** The fleshwraith discovers how to produce specific magic effects from elaborate endocrine secretions. She adds one alchemist extract of a level up to the highest prototype spell level she may prepare to her blueprint list. From now on, instead of selecting a fleshwraith trick, a fleshwraith may select an alchemist extract of a level equal or lower to the highest prototype level she can craft. A



fleshwraith may prepare and imbibe these extracts as an alchemist, using her alchemist's kit.

- **Gut Flora (Su):** As a standard action that provokes attacks of opportunity, the fleshwraith may spend 1 charge of gesigner cells to devour a single bioengineered prototype containing a spell up to 4th spell level that she has not expended yet. This prototype acts as a potion containing a "cure" spell of appropriate spell level (1st: cure light wounds; 2nd: cure moderate wounds, etc.) as if it were crafted at the lowest possible spellcaster level.
- **Spore Infection (Ex):** As a standard action that provokes attacks of opportunity, the fleshwraith may imbibe one dose of inhaled poison or drug and exhale a 10-foot wide cloud of toxic spores around herself. All creatures within the area of this cloud must perform a Fortitude saving throw against the effects of the poison or drug. The fleshwraith naturally receives a +4 alchemical bonus against the effect of these spores.

## AUGMENTATIONS (HIVEMIND)

A fleshwraith with the hivemind greatwork may select the following augmentations when she receives a fleshwraith trick:

- **Crypsis (Ex):** As a standard action, the fleshwraith may imitate her surroundings, granting her body (including equipment) the overall look of her environment. She receives a +5 bonus on Stealth checks as long as she moves at half her base speed or below. If she remains immobile or uses this ability while wearing only bioengineered items, she receives an additional +5 bonus.
- **Queen's Nest (Sp):** Once per day, the fleshwraith may cast the web shelter spell as a spell-like ability, using her level as caster level. This web is customized so that any Fine vermin she produces may pass through it without getting caught in the webbing.
- **Vermin Heart (Ex):** The fleshwraith receives the Vermin Heart feat and may use wild empathy on vermin as a druid.

**Fleshcrafting (Ex):** At 3rd level, once per day, the fleshwraith may reattribute up to 1 evolution point from her pool to another evolution as a standard action. At levels 8 and 15, she may use this ability once more per day than before (or replace the evolution with one of +1 cost). Whenever crafting any item, she may create it with the traits of a bioengineered construct.

**Biomechanist (Ex):** At 5th level, the fleshwraith receives the Craft Construct feat. She may only craft bioengineered constructs using this feat. Beginning at 8th level, the fleshwraith may craft flesh golems with the normal requirements, though she may ignore the normal spell prerequisites by replacing any spell she doesn't have access





to with an equal amount of costly material components (per the price of a scroll of this spell, plus the price of a casting from a dedicated caster—see the rules for scrolls and spellcasting prices).

**Greatwork upgrade:** At 5th level, then every 5 levels later, the fleshwraith gradually upgrades her greatwork with upgrade 1 (5th), then 2 (10th), 3 (15th), and the greatwork's master upgrade (20th). The abilities granted by a fleshwraith's genetic lab or hivemind greatwork upgrades are as follows:

- **Genetic Lab Upgrade 1, Gene Therapy:** The fleshwraith's genetic lab evolves to receive a genetic pool able to store a number of racial traits (per Race Builder rules) equal to her Intelligence modifier. This pool may be used to store any amount of racial traits, like a dwarf's greed, a gnome's small size, or a human's bonus feat (in which case it is the donor's bonus feat). The total RP cost cannot exceed the maximum amount of points in the genetic pool (minimum 1). To store racial traits in her genetic pool, the fleshwraith must secure a sample of bodily fluids or parts (skin, hair bulbs, blood, saliva, etc.) from the creature whose features she wishes to store, and then work for 4 hours to extract the creature's essence. Once the creature's racial traits have been analyzed, the fleshwraith may choose which traits in her current pool to replace, store, or forsake.

As a standard action that provokes attacks of opportunity (as if casting a touch attack spell), the fleshwraith may prepare a mixture of gesigner cells imprinted with a single racial trait stored within her genetic lab's pool. She may then perform a 5-foot step and inject it as a free melee touch attack into an adjacent creature as part of using this ability. The injected creature must share the base same type as the creature the racial trait was extracted from (humanoid, monstrous humanoid, outsider, etc.) or the injection has no effect. This ability can only change the size of a willing creature, in which case it acts as an enlarge person or reduce person spell. Using gene therapy costs 1 charge per point of the racial trait(s) granted and lasts for 1 hour per level.

The genetic lab now grants the following spell-like abilities costing 2 charges – *cure light wounds*, *create food and water*; 1/day costing 2 charges – *alter self* (if the fleshwraith possesses the necessary racial traits extracted from a specific creature, she may assume its shape).

- **Genetic Lab Upgrade 2, Transgenics:** This upgrade allows a fleshwraith to infuse traits into a creature of a different type than the donor (humanoid, monstrous humanoid, outsider, etc.). As this process is unstable, it costs twice the normal amount of charges and the infused trait(s) only last up to 1 round per level. A prototype crafted by the fleshwraith may be bound to

an ally of her choice, granting both the fleshwraith and ally the ability to use this prototype as if casting the spell it holds. This choice is made when crafting the prototype.

The genetic lab now grants the following spell-like abilities costing 3 charges – *cure moderate wounds*, *gentle repose*; 1/day costing 3 charges – *reincarnate* (the fleshwraith must provide both the brain of the deceased creature and a brainless replacement body instead of rolling randomly, otherwise this spell has no effect).

- **Genetic Lab Upgrade 3, Recycling:** This upgrade grants the fleshwraith the ability to recycle biological matter for new purposes. Over 24 hours, the fleshwraith may turn the equivalent of 1 medium-sized corpse into 1 bonus charge of gesigner cells that lasts for 24 hours, when the body is stripped down to a skeleton, or until expended.

The genetic lab now grants the following spell-like abilities costing 4 charges – *cure serious wounds*, *fungal infestation*; 1/day costing 4 charges – *baleful polymorph*.

- **Genetic Lab Master Upgrade, Gesigner:** When using gene therapy, the fleshwraith may turn any trait granted into a permanent effect. The granted trait replaces one or several traits of the targeted creature with a total RP cost equal to that of the granted trait (the fleshwraith must have the traits she wishes to replace in her genetic pool). Finally, traits granted through the transgenics upgrade now last up to 1 hour per level.

The genetic lab now grants the following spell-like abilities costing 5 charges – *cure critical wounds*; 1/day costing 5 charges – *greater polymorph* (adjacent creature only).

- **Hivemind Upgrade 1, Hatchery:** The fleshwraith's hivemind grows bigger and more diverse, granting her both the ability to summon dangerous vermin and force their evolution. As a swift action made as part of casting a summon spell-like ability or as a touch attack made as a standard action, the fleshwraith may implant a hivemaster into a single vermin to grant it an evolution she possesses from the intelligent design class feature, spending 1 hivemaster charge for each point of evolution she wishes to provide. For this evolution to take effect, the vermin must meet all of its normal prerequisites (it uses the fleshwraith's caster level for level-based prerequisites). This evolution lasts for 10 minutes per level.

The hivemind now grants the following spell-like abilities costing 2 hivemaster charges – *vomit swarm*; 1/day costing 2 charges – *summon nature's ally III* (soldier ant only).



- **Hivemind Upgrade 2, Swarm Overlord:** By selecting this greatwork upgrade, the fleshwraith becomes immune to swarms and their abilities. She may mount a vermin or a vermin swarm of her size or larger as she would ride any other animal. By spending 1 hivemaster charge as a swift action, she may deal 1d8 damage to a swarm in her square to recover an equal amount of hit points.

The hivemind now grants the following spell-like abilities costing 3 hivemaster charges – *cape of wasps*, *insect plague*; 1/day costing 3 charges – *summon nature's ally V* (army ant swarm or ogre spider only).

- **Hivemind Upgrade 3, Chitinous Skin:** With this greatwork upgrade, the fleshwraith receives a permanent +4 natural armor bonus to AC.

The hivemind now grants the following spell-like abilities costing 4 hivemaster charges – *creeping doom*, *swarm skin*; 1/day costing 4 charges – *summon nature's ally VII* (titan centipede only).

- **Hivemind Master Upgrade, Broodwar:** All vermin and vermin swarms summoned by the fleshwraith have maximum hit points. As a standard action, the fleshwraith may jump from two swarms as if using the dimension door spell. The starting and ending squares must be within the swarms and cannot be greater than 120 feet away from each other.

The hivemind now grants the following spell-like abilities costing 5 hivemaster charges – *resurgent transformation*; 1/day costing 5 charges – *summon elder worm*.

## HOST

*Parasites come from many sources: from a rift through planes, an unborn chimeric twin, a failed spell, or as a result of horrible experiments with the flesh—each may spawn these aberrant creatures. At birth, these parasites attempt to sneak onto the nearest, most powerful creature with the intent of invading its brain to assume control and turning it into shape-shifting horror. Some parasites fail to take over the body, though; because the parasite's very survival now depends on its victim's well-being, the creature becomes a host.*

*In rarer cases, some fleshwraiths may use this science to merge with the remains of a loved one, whom they wish to keep alive long enough to bring them back to their former self. While few hosts enjoy sharing their body with this strange ally, only the most strong-willed or craziest individuals are able to acknowledge the powers granted by this unswerving ally, who is able to warp its host body with monstrous traits.*

## CLASS SKILLS

The host's class skills (and the key ability for each) are Appraise (Int), Craft (any) (Int), Intimidate (Cha), Fly (Dex), Heal (Wis), Knowledge (arcana) (Int), Knowledge (dungeoneering) (Int), Knowledge (geography) (Int), Knowledge (nature) (Int), Knowledge (planes) (Int), Perception (Wis), Profession (Wis), Spellcraft (Int), Use Magic Device (Cha).

**Skill Ranks per Level:** 4 + Int modifier.

**Weapon and Armor Proficiencies:** Hosts are proficient with simple weapons. Hosts gain no proficiency in armor and shields, which disrupt their class abilities.

**Symbiont:** At 1st level, a host is invaded by a parasitic aberration or merges with the parts of a departed creature, sometimes as part of a ritual or accident. When the host does not volunteer their body, the parasite enters by digging through skin and muscle, but usually ends up stuck in a body part while trying to reach the brain. The parasite then fuses with that body part for survival, although other circumstances influence the position of the symbiont. Additionally, parasites that merge in an effort to save the life of a dying host (and thus, their own) are not unheard of. Ultimately, a symbiont may be placed anywhere on a body; the location is a purely aesthetic choice.

A symbiont is a creature with its own mind and intelligence, though its way of life is usually cold and mechanical, thinking only about its own survival. When merging with a departed creature, the symbiont usually retains the memories from the deceased creature's life and may very well not be fully conscious of its own condition. Either way, a symbiont is incorruptibly loyal to its host. Because the host's death usually signifies their own, most symbionts start with a true neutral alignment. They often suggest to their host the best course to follow, keep her morale high, check her blood pressure or nutrition, and comply with her every desire. But the symbiont is not a slave and may not hesitate to threaten its host with debilitating pain and horrifying injuries should she prove overly aggressive, determined to get rid of the symbiont, or self-destructive. As such, a symbiont and host usually have a close, yet weird relationship based on mutual fear or love.

Despite not controlling the brain, a symbiont controls the body part it is fused to when it desires to; it can also speak all of its host's languages. A symbiont may assume the normal appearance of the body part it is fused to, or may distort, extend, and bend it in twisted ways up to several feet to move and carry (but not wield) light items on its own; examples include keys or books, up to 1 foot long or wide and weighing up to 1/2 lbs. per level. It can freely create eyes or mouths of diverse sizes anywhere on the body part, which are required for it to speak or to see its surroundings. When a host sleeps, a symbiont enters into hibernation and becomes unconscious. A symbiont may enter into hibernation at any time while the host is awake to give back control of the fused body part, and may



HOST					
Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+2	+0	Symbiont, Symbiotic Mutation +1
2	+1	+3	+3	+0	Symbiont Familiar, Symbiotic Mutation +2
3	+2	+3	+3	+1	Adrenal Boost
4	+3	+4	+4	+1	Gory Shield
5	+3	+4	+4	+1	Adrenal Boost , Symbiotic Mutation +3
6	+4	+5	+5	+2	Overwhelming Assault
7	+5	+5	+5	+2	Adrenal Boost ,
8	+6/+1	+6	+6	+2	Symbiotic Mutation +4
9	+6/+1	+6	+6	+3	Adrenal Boost ,
10	+7/+2	+7	+7	+3	Overwhelming Assault
11	+8/+3	+7	+7	+3	Adrenal Boost , Symbiotic Mutation +5
12	+9/+4	+8	+8	+4	Hardened Shield
13	+9/+4	+8	+8	+4	Adrenal Boost ,
14	+10/+5	+9	+9	+4	Symbiotic Mutation +6
15	+11/+6/+1	+9	+9	+5	Adrenal Boost ,
16	+12/+7/+2	+10	+10	+5	Last Defense
17	+12/+7/+2	+10	+10	+5	Adrenal Boost , Symbiotic Mutation +7
18	+13/+8/+3	+11	+11	+6	
19	+14/+9/+4	+11	+11	+6	Adrenal Boost
20	+15/+10/+5	+12	+12	+6	Perfect Symbiosis, Symbiotic Mutation +8

immediately exit hibernation when the host is endangered or calling for its assistance.

But the most beneficial way a symbiont interacts with its host is by the biological enhancements it provides to the host's body. In this way, a symbiont is similar to a synthesist summoner's eidolon, with the exception that a symbiont does not have its own physical scores or statistics and totally depends on the "quality" of its host body, which it enhances with various abilities like sprouting sharp blades, gaining a hardened coating or membranous wings, and so on.

A symbiont has no hit points or magic item slots of its own. It shares the host's physical stats, but has a score in each mental stat equal to the Intelligence of a familiar of appropriate level for the host. A symbiont uses the host's skill ranks (with its own modifiers) and saving throws, which it improves with diverse abilities as it gains levels.

The symbiont and the host are treated as a single creature and thus cannot take separate actions in combat. Although each sometimes seems to attack on its own, it is for a common goal; attacks made by the symbiont are no different from attacks made by the host. The host uses her own BAB and feats to attack. If the host is knocked unconscious by an attack, the symbiont may immediately perform an additional Constitution check to stabilize her; it then hibernates until its host again possesses at least 1 hit point. The link between the host and her symbiont is

odd and powerful: If the host dies, the symbiont dies; if the host is brought back to life, the symbiont is too.

After 8 hours of rest, by sharing a nervous connection with its host for 1 minute, the symbiont provides the following benefits as long as both it and the host are conscious. If the host is knocked unconscious, she only needs to connect with the symbiont for 1 minute to restore the benefits. All bonuses to natural armor and physical stats are permanent.

Unless noted, a host wearing any kind of armor or shield loses the benefits provided by the symbiont, as it disrupts the symbiont's shapeshifting powers.

These abilities replace the anatomist, flesh repair, greatwork, greatwork upgrade, intelligent design, fleshwraith trick, and biomechanist class features:

**Symbiotic Mutation (Ex):** At 1st level, the symbiont provides a +1 natural armor bonus to the host. This bonus increases by +1 at level 2, then each third subsequent level (5, 8, 11...) up to +8 at level 20.

The symbiont also reinforces its host's body, granting her a +1 bonus to one of her physical stats (Strength, Dexterity, or Constitution); this choice is made at 1st level and is permanent. This bonus increases by 1 at level 4, then each fourth subsequent level, up to +6 at level 20. At level 8, the host chooses another physical stat to which its symbiont provides a +1 bonus; this bonus increases at the same levels as the first physical stat does. At level 16, the host gains a +1 bonus to a third physical stat, this bonus



increases as the others do. (At level 20, the three stats will respectively have +6/+4/+2 bonuses.)

Unlike evolutions, these bonuses improve the host herself and are preserved even when the symbiont hibernates.

The host's symbiont also gains an evolution pool and a number of evolution points like an eidolon of her level. It receives either the Claws or Bite evolution as well as Unnatural Aura evolution (Pathfinder® Roleplaying Game: Ultimate Magic™) for free.

For the purposes of qualifying for evolutions, a symbiont's base form and caster level are those of its host; it must still meet the prerequisites of the evolutions it chooses. For example, a symbiont on a human host would be considered a biped, and could not take Pounce (which requires a quadruped base form). However, it could take Pounce if one of its host's shapes is quadrupedal or the host possesses abilities allowing her to change into an appropriate shape (like a werewolf, a druid's wild shape, or a beast shape prototype), in which case Pounce would only work when the host is in the appropriate shape.

The maximum number of natural attacks a host can make is equal to that of an eidolon of same level, minus 1. The save DC against an evolution is based on the host's Hit Dice plus her stat modifiers. The host gains access to all her symbiont's evolutions and may select the Extra Evolution feat for her own purposes as would be normal for a summoner.

Unlike an eidolon, any visible evolutions may be hidden or shaped as a move action. Evolutions adding effects to a specific natural attack (reach, claws, poison, etc.) count as a single evolution for this purpose. For instance, a 1st level host may spend a move action to shape her Clawed evolution to hide it; a more powerful host could later grow or reduce her size as a move action. Most evolutions (Scent, Grab, Trip, etc.) have no true visual features and do not need to be hidden from the naked eye. Any currently hidden evolution is considered dormant and unusable. Finally, the symbiont and its host gain any appropriate special abilities that an eidolon normally receives such as Darkvision, Link, and Share Spells.

**Adrenal Boost (Ex):** A symbiont is able to quickly heal its host even in the heat of combat. Once per day as an immediate action when under  $\frac{1}{3}$  of her maximum hit points, the host may receive Fast Healing 1, lasting for a number of rounds equal to her Intelligence modifier. At 3rd level, then every two subsequent levels (5th, 7th, etc.), she improves her Fast Healing by 1, up to 10 at 19th level.

**Symbiont Familiar (Ex):** At 2nd level, the host gains the Tumor Familiar alchemical discovery as an alchemist would, using her symbiont as a familiar that provides her a +3 competence bonus to Intimidation checks. This also allows the symbiont to detach a part of itself from the host; doing so does not affect the benefits it provides to the host even if the familiar is killed (though the familiar must be replaced as normal).





**Gory Shield (Ex):** At 4th level, thanks to its symbiont assuming the shape of a ribbed shield of bones, skin, muscle, and blood vessels whenever attacked, the host gains a +2 shield bonus to her Armor Class and a +2 circumstance bonus on her saving throws.

**Overwhelming Assault (Ex):** At 6th level, once per round the symbiont may actively help its master. Instead of an attack roll, once per round the host may use the Aid Another action on herself to receive a +2 bonus to AC against the next attack from an opponent or a +2 bonus on her next attack against an opponent.

At 10th level, the host and the symbiont learn to act in concert to distract enemies and become more of a threat. When performing a melee attack against a creature, the host may attack the creature as if she were flanking it.

These abilities may be used a combined number of times per day equal to the host's Intelligence modifier.

**Hardened Shield (Ex):** At 12th level, the symbiont improves its ability to absorb hits and put its host out of danger. Its Gory Shield now provides a +4 shield bonus to the host's Armor Class and a +4 circumstance bonus to her saving throws. These bonuses replace the bonuses provided by the Gory Shield ability.

**Last Defense (Ex):** At 16th level, the symbiont is able to protect the body of its host even while it is unconscious. Once per day, when the host's hit points reach -1, she becomes stabilized and gains a number of temporary hit points equal to her level for one hour. If these hit points bring the host to consciousness, she may keep moving and acting as normal during this time.

**Perfect Symbiosis (Ex):** At 20th level, a host and her symbiont fully merge in body and soul. Their personalities—if they haven't already—converge into one. Hiding or shaping an evolution becomes a free action. The host does not need to sleep, and the symbiont does not need to hibernate anymore, including when the host is made unconscious. This ability allows the merged organism to stay alive and fight as long as it is able to regenerate its wounds.

Alternatively, the host and symbiont may separate themselves into two bodies, each controlling its own body exactly as a 20th level host would. This ability does not impair their normal class abilities, can only be used once, and is irreversible. It is often the ultimate discovery sought after by fleshwraiths who wish to fuse with departed ones to bring them back to life.

## FLESHWRAITH SPELLS

### ABIOTENESIS

**School** transmutation; **Level** fleshwraith 3  
**Casting Time** 10 minutes

**Components** F (a vat large enough to hold the object to transmute), M (a drop of blood), V, S

**Range** Touch

Targets one Small object per caster level; see text

**Duration** 1 hour/level

**Saving Throw** Fortitude negates; Spell Resistance no

You imbue a spark of life into inanimate objects by putting them in a vat infused with water, blood, and magic, turning these objects into bioengineered constructs. Each affected object in the vat mutates into a mix of biological and inorganic matter, receiving the properties of a bioengineered construct. This spell cannot affect artifacts. Per the Animate Objects spell, you may imbue one Small or smaller object per caster level or a corresponding number of larger objects as follows: A Medium object counts as two Small or smaller objects, a Large object as four, a Huge object as eight, and a Gargantuan object as 16.

### CAUSTIC SPIT

**School** transmutation; **Level** druid 3, fleshwraith 2, ranger 2

**Casting Time** 1 standard action

**Components** M (a mouthful of vinegar), V, S

**Range** see text

**Duration** see text

**Saving Throw** Partial see text; Spell Resistance no

You turn your saliva into a highly corrosive fluid that may or may not gnaw through the floor. You do not suffer damage from this acid, which you can use in one of the following ways (made as part of casting the spell):

As a melee touch attack, you expectorate the putrid flow onto an adjacent target, dealing 1d4+1 damage per two levels (maximum 5d4+5). If the creature fails a Fortitude saving throw, it is sickened for 1 round; on a natural 1, the creature is nauseated for 1 round instead.

By sneezing erosive droplets as a 15-foot cone-shaped burst, you immediately deal 1d4 acid damage per two spellcaster levels on all creatures within the spell's area of effect (maximum 5d4). A successful Reflex save halves this damage. On the following round, creatures who fail a Reflex saving throw suffer half the initial damage.

For a number of attacks equal to your spellcaster level, you may deal 1d4 additional acid damage whenever you successfully attack with a bite natural attack.

### COCOON CLONE

**School** transmutation; **Level** fleshwraith 6

**Casting Time** 10 minutes

**Components** V, S, M (10,000 gp in alchemical components and rare insects)

**Range** personal

**Target** self

**Duration** see text

**Saving Throw** none; Spell Resistance yes



By casting this spell, you create a larval clone of yourself that grows within your body, not unlike a baby gestating in a pregnant mother or a parasitic worm burrowing into a brain. This spell creates a tumorous amalgam that turns into a full larva in 1d4 months; only one such larva may exist at a time.

When the larva becomes mature, you may activate the following abilities:

- If you are killed your consciousness slips into the larva, and you may attempt to stealthily leave your corpse to safety as a standard action (prompting a stealth check when appropriate). If successful, you can turn into a cocoon that returns you to life after 1 week, as if using the resurrection spell. A cocoon may perform no actions; it receives a +8 natural armor bonus and DR 10/–, but is vulnerable to fire damage. If the larva remains within your corpse, it can relentlessly devour your remains to quicken the process, bloating into a cocoon and bringing you back to life 24 hours after death. If the cocoon is destroyed before reaching maturity, you die.
- If you are alive, you may force the larva out of your body. It burrows through your chest, bursting through it and killing you instantly. At this point, your consciousness is transferred to the larva. While in the larva, as a swift action you may either flee or immediately attempt to jump onto a target living creature within 5 feet. The targeted creature must succeed at a Reflex saving throw to dodge or catch and throw you; otherwise, you enter its body. The creature must then succeed at a Will saving throw or suffer the effects of a dominate monster spell as long as you occupy its body. You may attempt this check again each day; a failed attempt leaves you unable to leave the host's body for one day. A successful Heal check (DC 25) can surgically remove you. While in this creature, as a full-round action you can either attempt to dominate it or crawl out, which deals no damage to the host and leaves you staggered for 1d4 rounds. When out of the host, you may turn into a cocoon that brings you back to life as explained previously.

A larva uses the stats of a house centipede familiar appropriate to your current level. If it burrows out of your body while you are alive, it has half of your remaining hit points; a larva leaving your dead body has 1 hit point. If the larva is killed while you occupy its body, you die.

## EXOSKELETON GROWTH

**School** transmutation; **Level** fleshwraith 1

**Casting Time** 1 full-round action

**Components** V, S

**Range** willing creature touched

**Duration** 1 round

**Saving Throw** Fortitude negates (harmless); Spell Resistance no

With a simple touch, you can cause the bones or chitin of a willing creature to grow out of its body. These bones may be used as weapons or armor, chosen when casting the spell. Natural weapons and armor created this way have the fragile quality.

If used for protection, this process may be used to create a spiked armor made of bones, granting an armor bonus up to the caster's spellcasting ability modifier. This armor is equipped instantly when the spell is cast. The bone armor is treated as the armor granting the closest armor bonus to that granted by the spell for all purposes except hardness (for example, +4 bone armor would be treated as chainmail, while +9 bone armor would be treated as full-plate). Bone armor has a hardness of 5. The target must be proficient with the equivalent type of armor or suffers penalties as normal from being non-proficient.

If used to receive claws or a bite, this power grants the target either two primary claws attacks (1d4, 1d3 if small) or a primary bite attack (1d6, 1d4 if small).

When this spell ends, the bones become brittle and crumble into nothingness.

## GRANT EVOLUTION

**School** transmutation; **Level** fleshwraith 1, summoner 2

**Casting Time** 1 standard action

**Components** V, S

**Range** Touch

**Duration** 1 minute/level (D)

**Saving Throw** Fortitude negates (harmless); Spell Resistance no

As a touch attack, you grant a creature with a single 1-point evolution that you or your eidolon possesses; this evolution cannot grant any natural attacks.

If the creature granting the evolution (you or your eidolon) becomes unconscious, the spell ends. The targeted creature must possess the limbs or base shape to fulfill the prerequisites of this evolution; if it does not, the spell will have no effect on the creature, and the charge will not be expended. For the duration of this spell, the creature granting the evolution loses the evolution bestowed on the target.

## HOCUS MUCUS

**School** conjuration; **Level** fleshwraith 4

**Casting Time** 1 immediate action

**Components** V

**Range** personal

**Target** you

**Duration** Concentration; up to 1 round/level

**Saving Throw** Reflex (partial), see text; Spell Resistance no

You instantly tumble down and foam an incredibly large amount of bubbles and mucus from your skin, eyes, and



mouth, granting temporary defense against your enemies at the expense of your own mental capacities.

When using this device, you suffer 1d4 Intelligence, Wisdom, and Charisma damage and fall prone. For the duration of the spell plus one round, you receive a +8 improved soft cover bonus to AC, DR 5/–, Resistance 5 against cold, and a +10 bonus to CMB and CMD against grapple checks and on Escape Artist checks. You may only perform a move action to crawl up to your base speed each round in addition to maintaining the spell's effects, provoking attacks of opportunity as normal.

In addition, you leave a sticky, slimy trail behind you. Any creature walking at more than half its base speed on a square you crawled upon must succeed at a Reflex save or fall prone.

### INFUSE BRAIN

**School** transmutation; **Level** fleshwraith 5

**Casting Time** 24 hours

**Components** V, S, M (herbs and oils worth 2,000 gp and a brain), F (a vat big enough to fit the bioengineered construct)

**Range** touch

**Target** bioengineered construct touched

**Duration** permanent

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

This spell works like the awaken spell, except that it may be used to grant a mind to a bioengineered construct by implanting a brain. This brain needs not be fresh, but it must be kept from rotting.

A bioengineered construct infused with a brain gains 3d6 Intelligence and 1d3 Charisma (up to the original values of the creature whose brain was used as a material focus). It can speak one language that you know, plus one additional language that you know per point of Intelligence bonus. This spell does not affect a bioengineered construct already upgraded with the “brain” bioconstruct.

### STICKY NET

**School** conjuration; **Level** fleshwraith 1, machinesmith 1, magus 1

**Casting Time** 1 standard action

**Components** V

**Range** 10 feet

**Effect** one net thrown

**Duration** 1 round/level

**Saving Throw** none; Spell Resistance no

You throw a net of sticky fibers on a target within range. Perform a ranged touch attack against the target of the spell. On a hit, the target is entangled as if you threw an

appropriately sized net. You may choose to hold onto the trailing rope or let the target roam free when casting the spell. A sticky net works like a non-masterwork net, but cannot be folded once released, disappears when the spell ends, and is destroyed if it suffers 1 point of fire damage (causing 1d4 damage to the entangled creature).

### TOXIN GRAFT

**School** transmutation; **Level** fleshwraith 2

**Casting Time** 1 standard action

**Components** M (one dose of injury-type poison), V, S

**Range** Touch

**Target** one natural attack

**Duration** special, see text

**Saving Throw** Reflex negates; Spell Resistance no

As a touch attack, you infuse a target creature's natural attack with a dose of poison. Select a natural attack from the creature. For a number of successful attacks equal to your spellcasting ability modifier, the target treats this natural attack as being poisoned. The saving throw and effects of this poison are the same as those of the poison expended as a material component to cast the spell.

### FLESHWRAITH FEAT

#### BODY HORROR

*“You may have seen horrible things already, but this? Son, you’ll learn to cherish your nightmares.”*

**Prerequisites:** Unnatural Aura eidolon evolution or Fear Aura monster ability or Monster Type: Aberration or Aberrant Bloodline, Skill Focus (Intimidate), 5 Intimidate ranks

**Benefits:** A creature with this feat may perform a single Intimidate check as a free action against all flat-footed creatures within 20 feet during a surprise round in which it can act.

### 2-POINT EVOLUTIONS

#### SURVIVAL OF THE WISEST

When choosing this evolution, the eidolon selects a number of 1-point evolutions equal to 1 + its Intelligence modifier (minimum 1) + its familiar's Intelligence modifier (if any, minimum 0). It may then receive the benefits of one of these evolutions, and change the active evolution with a move action for another he selected. By spending 2 more evolution points, the eidolon may select evolutions with a cost increased by 1 point each time; it may not select this evolution again as one of his replaceable evolutions.



Written By Benjamin Rombeaut

Editing: Joshua Yearsley

Artwork by Yama Orce

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